

**MASSACHUSETTS BAY  
TRANSPORTATION AUTHORITY**

**Bus Shelter System**

**REQUEST FOR QUALIFICATIONS  
FOR  
CONCESSIONAIRE**

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## 1. Introduction and Project Overview

### 1.1. Request for Qualifications

- 1.1.1. The Massachusetts Bay Transportation Authority (MBTA) is issuing this Request for Qualifications (RFQ) to solicit Statements of Qualifications (SOQs) from qualified Respondents interested in providing design, implementation, financing, operations and maintenance, and management services (the Contract Services) necessary to implement a street-level stops and amenities system and associated revenue-generating assets (the Bus Shelter System). The Bus Shelter System is intended to serve street-level stops to make the experience of transit users consistent and pleasant across the municipalities in which the MBTA operates its services.
- 1.1.2. The MBTA anticipates entering into a single long-term agreement (the Project Agreement) with a single entity (the Concessionaire) for the performance of all Contract Services necessary for the Bus Shelter System, with certain conditions, requirements, and services provided by the MBTA. Duration of the Project Agreement will be specified in the Request for Response (RFR).
- 1.1.3. This RFQ invites Respondents to submit SOQs describing in detail their technical and financial qualifications to perform the Contract Services. The MBTA requires a Concessionaire with proven capabilities in the design, implementation, financing, operations and maintenance, and management services of bus shelter and amenities systems and all other aspects of the Contract Services. SOQ submissions will only be considered responsive and evaluated if Respondents agree to provide all Contract Services through a combination of self-performance and by subcontracting with appropriately qualified firms. SOQs from individual firms not proposing to provide all Contract Services for the entire MBTA Bus Shelter System, as described in Section 2.2 (*Definitions*), will be disqualified.
- 1.1.4. The issuance of this RFQ is the first step in a two-step procurement process being undertaken by the MBTA. Only those Respondents that respond to this RFQ and are included on the Short-List in accordance with the requirements of this RFQ will be issued a RFR and eligible to submit detailed technical and price proposals (Proposals) in response to the RFR.

- 1.1.5. The award of the Project Agreement will be subject to the terms and conditions of the RFR. This RFQ is not an offer, tender, or RFR, and there is no intention on the part of the MBTA to make an offer by issuing this RFQ.
- 1.1.6. This RFQ is published via COMMBUYS and all Respondent questions and requests for clarifications must be submitted only through the COMMBUYS “RFQ Q&A” portal and directed to the MBTA’s Point of Contact identified in Section 4.6 (*Respondent Questions and Answers*) of this RFQ. Use of COMMBUYS is described in Section 4.7.

## 1.2. History and Background

- 1.2.1. The MBTA is a body politic and corporate, and a political subdivision of the Commonwealth of Massachusetts formed in 1964 to finance and operate bus, subway, light rail, commuter rail, paratransit, and ferry systems in the greater Boston, Massachusetts area. The MBTA is committed to providing safe, reliable, and efficient transportation to the region it serves.
- 1.2.2. The MBTA’s authority for undertaking this procurement is derived from M.G.L. c.161A §3.
- 1.2.3. The MBTA is the fourth largest transit system in the United States, serving over 1,200,000 daily trips with bus, subway, light rail, commuter rail, paratransit, and ferry service across the Greater Boston area. The MBTA bus network serves approximately 400,000 daily trips across 170 routes at over 7,600 bus stops, less than 9% of which currently have shelters.
- 1.2.4. Today, street-level MBTA stops, shelters, and amenities are installed, operated, and maintained by a mixture of entities which differ from municipality to municipality and across different modes and lines.
- 1.2.5. **Benches:** Benches are installed and maintained by a variety of providers. In some instances, the MBTA will purchase and install them, although there are areas where the municipality, a developer, or other entity will provide the bench resulting in a variety of bench types across the network.
- 1.2.6. **Shelters:** Shelters are installed and maintained by a variety of providers. In some instances, the MBTA will purchase, install, and maintain shelters;

in other instances, a municipality holds these responsibilities; in still other instances, a private entity holds these responsibilities and offsets the costs through the sale of advertising. There are a variety of shelter types across the network. The MBTA is currently in the process of inventorying the existing shelters across its service area.

- 1.2.7. **Other Amenities:** In some locations (mostly busways), the MBTA provides real-time travel information on countdown clocks in a similar format to subway arrival information in its rapid transit stations. MBTA reserves the right to implement new amenities or technologies with Selected Proposer over the duration of the Project Agreement; any such additions to the initial scope of work would be subject to negotiation.

### 1.3. Project Objectives

Through the Bus Shelter System, the MBTA intends to improve and expand the existing street-level stop amenities across the region including, but not limited to, updating and expanding the network of shelters, seating, real-time travel information, as well as other amenities as appropriate. It is anticipated that the amenities provided will have the ability to generate significant revenue through advertising and telecommunications, which can be applied to financing the operations and maintenance and management services of the system. This new system is intended to create a consistent and quality experience for customers and encourage bus ridership. The aims of this Project are to provide:

- 1.3.1. Real-time and static customer information
- 1.3.2. Shelters and benches
- 1.3.3. Consistent experience across the network
- 1.3.4. Human-centered design for all elements of the Bus Shelter System which encourage appropriate use, ease of operations and maintenance, and accessibility
- 1.3.5. Innovative revenue streams to support the sustainability of the Bus Shelter System
- 1.3.6. Sustainable operations and maintenance, including mid-life and incidental refreshment of all street-level bus infrastructure assets, and possibly including snow clearance

## 2. Abbreviations and Definitions

This RFQ includes abbreviations and specific defined terms as indicated below.

### 2.1. Abbreviations

|         |   |
|---------|---|
| BUILD   | Better Utilizing Investments to Leverage Development        |
| CPA     | Certified Public Accountant                                 |
| DOBEs   | Disability-Owned Business Enterprises                       |
| EEO     | Equal Employment Opportunity                                |
| FY      | Fiscal Year   |
| GAAP    | Generally Accepted Accounting Principles                    |
| IFRS    | International Financial Reporting Standards                 |
| JV      | Joint Venture   |
| LGBTBEs | Lesbian, Gay, Bisexual and Transgender Business Enterprises |
| LLC     | Limited Liability Company                                   |
| LLP     | Limited Liability Partnership                               |
| MBEs    | Minority Business Enterprises                               |
| MBTA    | Massachusetts Bay Transportation Authority                  |
| M/WNPOs | Minority and Women Nonprofit Organizations                  |
| RFQ     | Request for Qualifications                                  |
| RFR     | Request for Response  |
| SDP     | Supplier Diversity Program                                  |
| SDVOBEs | Service-Disabled Veteran-Owned Business Enterprises         |
| SEC     | Securities and Exchange Commission                          |
| SOQ     | Statement of Qualifications                                 |
| US      | United States   |
| VBEs    | Veteran Business Enterprises                                |
| WBEs    | Women Business Enterprises                                  |

### 2.2. Definitions

“**Accessibility**” means the quality of being in compliance with Americans with Disabilities Act or other MBTA-mandated requirements pertaining to accommodations for individuals with disabilities, as applicable.

“**Addenda**” means supplemental additions, deletions, and modifications to the provisions of the RFQ after the advertisement date of the RFQ.

“**Availability Payments**” means the payments made to the Concessionaire for the performance of the Contract Services during the operations and maintenance phase.

“**Bus Shelter System**” means the bus shelter and amenities system to be described in detail in the Project Agreement, including all associated hardware and software.

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“**Clarifications**” means a written exchange of information that takes place between a Respondent and the MBTA after the receipt of SOQs. The purpose of Clarifications is to address ambiguities, minor omissions, errors or mistakes, and clerical revisions in an SOQ as part of the evaluation process.

“**Concessionaire**” means the Selected Proposer entering into the Project Agreement with the MBTA.

“**Consultant Support Team**” means the entities identified in Section 4.3 (MBTA’s Consultant Support Team) of this RFQ.

“**Contract Services**” means all services, including, without limitation, the furnishing of all labor, materials, equipment, hardware, software, supervision and other incidentals, required to design, implement, integrate, test, finance, maintain and manage the Bus Shelter System, as specified in the Project Agreement.

“**Equity Member**” means a member of the Respondent Team that is (a) if the Respondent is a JV, a member of the JV, (b) if the Respondent is or will be a newly formed limited liability entity, an equity owner of the Respondent or (c) if the Respondent is a corporation or other entity that is not newly formed, the Respondent.

“**Financial Key Personnel**” means the key personnel identified in Section 1.6.2 (*Section A(2) - Financial Key Personnel*) of Appendix B (*Statement of Qualifications Submittal Requirements*).

“**Guarantor**” means an entity that will irrevocably and unconditionally guarantee a Major Team Member’s payment and performance obligations under the Project Agreement.

“**Key Personnel**” means the Financial Key Personnel and Technical Key Personnel.

“**Lead Advertising Firm**” means the firm that the Respondent is proposing to serve as the lead for all advertising elements of the Bus Shelter System.

“**Lead Implementation Firm**” means the firm that the Respondent is proposing to serve as the lead designer and installer of the Bus Shelter System.

“**Lead O&M Provider**” means the firm that the Respondent is proposing to serve as the lead operations and maintenance provider of the Bus Shelter System.

“**Lead Telecommunications Firm**” means the firm that the Respondent is proposing to serve as the lead for all telecommunications elements of the Bus Shelter System.

“**Major Team Member**” means the Respondent’s proposed Equity Member, Lead Implementation Firm, Lead Advertising Firm, Lead Telecommunications Firm, and Lead O&M Provider.

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“**Massachusetts Bay Transportation Authority**” or “**MBTA**” means the authority created in 1964 by an act of the Massachusetts General Court, operating under and empowered by Chapter 161A of the General Laws. Among other things, the MBTA is empowered to provide public transportation services, including the Project, either directly or by contract.

“**Milestone Payments**” means the payments made to the Concessionaire for the performance of the Contract Services during the implementation phase.

“**Point of Contact**” has the meaning specified in Section 4.6 (*Respondent Questions and Answers*) of this RFQ.

“**Project**” means the Bus Shelter System and the Contract Services.

“**Project Agreement**” means the written agreement between the MBTA and the Concessionaire setting forth the obligations of the parties in respect of the Project, including, but not limited to, the performance of the Contract Services.

“**Proposal**” means the offer (in response to the RFR) of a Proposer for the performance of the Project Agreement, when executed and submitted in the prescribed format and on the prescribed forms.

“**Proposer**” means a single legal entity selected for the Short-List and submitting a Proposal.

“**Respondent**” means the named interested party or team of parties submitting an SOQ in response to this RFQ.

“**Respondent’s Official Representative**” means the individual identified as the official representative in the Respondent’s Form D-1 (*Information Regarding Respondent, Major Team Members and Guarantors*).

“**Respondent Team**” means the Respondent, each Major Team Member, any Guarantor, each Key Personnel and any other contractor or subcontractor identified by the Respondent in its SOQ.

“**Request for Qualifications**” or “**RFQ**” means this written solicitation issued by the MBTA seeking SOQs to be used to identify and short-list the most highly qualified Respondents to receive the RFR.

“**Request for Response**” or “**RFR**” means the written solicitation issued by the MBTA seeking Proposals to be used to identify the Proposer offering the best value to the MBTA.

“**Selected Proposer**” means the Proposer determined to offer the best value to the MBTA in accordance with the RFR and recommended for award of the Project Agreement.



“**Short-List**” means the list of those Respondents that have submitted SOQs that the MBTA determines, through evaluation of the SOQs in accordance with this RFQ, are the most highly qualified Respondents and that will be invited to submit Proposals in response to the RFR.

“**Statement of Qualifications**” or “**SOQ**” means the information prepared and submitted by a Respondent in response to this RFQ for the purpose of seeking to be included on the Short-List, when executed and submitted in the prescribed format and on the prescribed forms.

“**Technical Key Personnel**” means the key personnel required to be identified pursuant to Section 1.4.7 (*Section B(6) Technical Key Personnel*) of Appendix B (*Statement of Qualifications Submittal Requirements*).

### 3. Overview of the Scope of the Project

#### 3.1. Scope of Contract Services

The scope of the Contract Services will be set forth in detail in the Project Agreement. The RFR will include a draft Project Agreement and will address the process by which Proposers may provide comments and request clarifications concerning the draft Project Agreement. This review and comment process, including one-on-one meetings with Proposers, is expected to result in the issuance of a final draft Project Agreement by addendum to the RFR, which will serve as basis for all Proposals. The Contract Services may include but are not limited to:

- 3.1.1. Design and implementation of the Bus Shelter System from the specifications and requirements provided by the MBTA
- 3.1.2. Development and implementation of project plan
- 3.1.3. Working with MBTA and local municipalities to secure all necessary licenses and rights including necessary approvals from the relevant agencies for telecommunications infrastructure or outdoor advertising
- 3.1.4. Financing all costs necessary for the performance of the Contract Services
- 3.1.5. Removal or replacement of existing assets (on a schedule to be specified in the Project Agreement)
- 3.1.6. Compliance with all specifications and installation requirements
- 3.1.7. Systems integration, testing, and implementation

- 3.1.8. Asset database management
- 3.1.9. Revenue generation through the management and sale of advertising and telecommunications services on the Bus Shelter System
- 3.1.10. Deployment and operations and maintenance of MBTA-required customer information throughout the Bus Shelter System which may include digital real-time information as well as static information (e.g., bus times, route maps etc.)
- 3.1.11. Operations and maintenance of the Bus Shelter System for the duration of the term of the agreement (to be defined in the RFR)
- 3.1.12. Snow removal across the Bus Shelter System (or other specified locations or areas) for the duration of the term of the agreement
- 3.1.13. Refreshment of the assets to ensure longevity and quality

### **3.2. Specifications**

The MBTA anticipates including in the RFR a proposed set of Project-specific requirements for the makeup of the bus amenities network (real-time travel information, benches, shelters, lighting, etc.) as well as guidelines for the physical attributes and accommodations for those assets on sidewalks. The MBTA intends to encourage proposals that include innovation and compelling modular designs in the RFR process, including alternative concepts that will meet or exceed the MBTA's business and technical requirements, and anticipates including in the RFR a process to permit Proposers to propose, for the MBTA's consideration, exception, deviations from, or new contributions to, these requirements and specifications. All requests for alterations shall follow the requirements set forth in the RFR.

### **3.3. Full System Operations**

The Project Agreement will require the Bus Shelter System to be fully implemented and operational within three years following notice to proceed under the Project Agreement, with refresh cycles to intervals established in the Project Agreement.

### **3.4. Role of the MBTA**

- 3.4.1. Physical and design guidelines to which the Bus Shelter System will be implemented, operated and maintained
- 3.4.2. Distribution and site selection guidelines and provide suggestions and approvals for locations prior to local and municipal permitting and approvals
- 3.4.3. Accessibility requirements and guidelines
- 3.4.4. Design reviews and approvals of proposed modular bus shelter elements
- 3.4.5. Provide access to MBTA stations, assets, and personnel
- 3.4.6. Provide access to MBTA API for real-time customer information and to MBTA information and maps required for posting at sites with digital information panels.
- 3.4.7. Provide customer information (route information, maps, etc.) to be displayed on static information panels at stops
- 3.4.8. Perform inspections and review of installations
- 3.4.9. Administer and enforce the Agreement
- 3.4.10. Potentially to make Milestone Payments or Availability Payments to the Concessionaire in accordance with the Project Agreement

### **3.5. Financial Strength and Guarantors**

As a general matter, in order to qualify for selection on the Short-List pursuant to this RFQ, Respondents must demonstrate sufficient financial strength to assure the MBTA that they are capable of performing the Contract Services; i.e., a financial capability at least commensurate with the Project. To this end, Respondents may propose to supplement the financial strength of a Major Team Member by proposing a parent or affiliate company to serve as the Guarantor and guarantee, through a Guaranty Agreement, all of the Major Team Member's obligations under the Project Agreement. If a Respondent chooses to submit financial information of a parent company or affiliate of a Major Team Member for pre-qualification process, the parent company or affiliate will be required to serve as Guarantor pursuant to a Guaranty Agreement to be executed simultaneously with execution of the Project Agreement.

**3.6. Security for Performance, Insurance, and Licensing**

- 3.6.1. The Concessionaire will be required to assume liabilities and provide security for the performance and insurance coverage to indemnify and defend the MBTA in accordance with the Project Agreement. The security for performance and insurance requirements of the Project Agreement will be specified in the RFR.
- 3.6.2. Proposers may use multiple insurance providers to provide the various types of insurance that will be identified in the RFR; however, Proposers must use one single insurance provider for each type of insurance. The types of insurance, insurance limits, and named insured will be commensurate with the Project Agreement and its level of risk. Details of the insurance requirements will be provided in the RFR.
- 3.6.3. Proposers will be required to provide Proposal security at the time of the Proposal submission as required by the MBTA under the terms of the RFR in order to secure the obligation of the Selected Proposer to achieve commercial and financial close of the Project Agreement. The Selected Proposer will be required to provide security for the performance of the Contract Services (as specified in the RFR) upon execution of the Project Agreement. Such security for performance may include a performance and payment bond, letter of credit and/or other security acceptable to the MBTA.
- 3.6.4. Prior to the execution of the Project Agreement, all legal entities and personnel providing services under the Project Agreement must obtain all licenses and permits and take all necessary steps to conduct business in the Commonwealth of Massachusetts and perform under the Project Agreement.

**3.7. Governing Law**

- 3.7.1. **State Law:** The laws of the Commonwealth of Massachusetts will govern this RFQ, the RFR, and the Project Agreement.
- 3.7.2. **Statement and Certifications:** Respondents should be aware that they will be required to comply with certain certifications and assurances required by the MBTA and the Commonwealth of Massachusetts during the RFR phase. The anticipated list of the MBTA and Commonwealth certifications and assurances is provided below. It is each Respondent's

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responsibility to ensure that it will be able to comply with the certifications and assurances during the RFR phase, if short-listed. Non-compliance with the MBTA and Commonwealth certification and assurances at the RFR phase may render a Proposer non-responsive and disqualify the Proposer from further consideration.

- 3.7.2.1. Non-Collusion Affidavit;
- 3.7.2.2. Conflict of Interest Certification
- 3.7.2.3. Assurance of Adherence;
- 3.7.2.4. Statements and Certifications Regarding Eligibility;
- 3.7.2.5. Security Requirements Certification;
- 3.7.2.6. Certification Regarding Debarment, Suspension and Other Responsibilities Matters;
- 3.7.2.7. Certification Regarding Debarment, Suspension and Other Responsibility Matters for Low-Tier Participant;
- 3.7.2.8. M/WBE Utilization Form, Participation Schedule, Letter of Intent and Affidavit;
- 3.7.2.9. Certification of Compliance with Regulation 102 CMR 12.00 Dependent Care Assistance Program Including Child Care;
- 3.7.2.10. Prohibited Use of Undocumented Workers Certification;
- 3.7.2.11. Certification Regarding Companies Doing Business with or in Northern Ireland;
- 3.7.2.12. MBTA Retiree Certification;
- 3.7.2.13. Insurance Requirements; and
- 3.7.2.14. Acknowledgement of Addenda.

### 3.7.3. **Diversity**

- 3.7.3.1. It is the policy of the Commonwealth and the MBTA to ensure non-discrimination in the procurement of goods and services. It is the MBTA's intention to create a level playing field on which all contractors and subcontractors can compete fairly for contracts.

The MBTA promotes equity of opportunity in contracting; and to that end, encourages full participation of businesses defined under the Commonwealth's Supplier Diversity Program (SDP). Massachusetts Executive Order 565 reaffirmed and expanded the Commonwealth's policy to promote the award of state contracts in a manner that develops and strengthens certified MBEs, WBEs, M/WNPOs, VBEs, SDVOBEs, DOBEs, and LGBTBEs.

- 3.7.3.2. During the RFQ stage, the MBTA encourages and expects Respondents to pursue and encourage partnering opportunities with and for veteran-owned, disability-owned, minority-owned, and LGBT-owned business enterprises. Respondents may reference the Commonwealth's Supplier Diversity Office website, which includes a searchable database of certified vendors by category (<https://www.mass.gov/supplier-diversity-office>).
- 3.7.3.3. The MBTA is in pursuit of a BUILD Transportation Discretionary Grant from the US Department of Transportation. If awarded, or if the MBTA is in receipt of any other Federal funding, then the Project will be subject to additional Federal requirements, including for Disadvantaged Business Enterprise participation and other project reporting.

**3.7.4. Fair Employment Practices**

- 3.7.4.1. The Project Agreement will prohibit harassment, discrimination or retaliation against any employee or applicant for employment because of race, color, religion, creed, gender, national origin, age, disability, sexual orientation, genetic status, gender identity, or veteran status. The Concessionaire will be required to develop an EEO and affirmative action program to ensure that applicants employed are treated during employment without regard to their race, color, religion, creed, gender, national origin, age, disability, sexual orientation, genetic status, gender identity, veteran status, or other legally protected characteristics.

**3.7.5. General Organizational Requirements**

Respondents should be aware that during the RFR phase, they will be required to provide evidence that they, and each member of their

Respondent Team, are chartered in the Commonwealth of Massachusetts or hold a Foreign Corporation Certificate.

#### **4. Procurement Process**

##### **4.1. Rules of Conduct and Confidentiality**

###### **4.1.1. Rules of Contact**

The following rules of contact shall apply during their procurement process. Contact includes email, face-to-face, telephone, facsimile, electronic-mail (e-mail), or formal written communications. The MBTA's Point of Contact for this RFQ is identified in Section 4.6 (*Respondent Questions and Answers*) of this RFQ.

The rules of contact are designed to promote a fair, unbiased, legally defensible procurement process. The MBTA is the single source of information regarding the Project procurement.

The procurement process begins with this RFQ and is completed with the execution of the Project Agreement. These rules of contact are now in effect. The specific rules are as follows:

- 4.1.1.1. After submittal of SOQs, no Respondent or any of its members may communicate with another Respondent or members of another Respondent with regard to this procurement or the Project, except that a Respondent may communicate with a subcontractor that is on both its team and another Respondent's team provided that each subcontractor is not a Major Team Member other than the Lead Telecommunications Firm, as long as those Respondents establish a protocol to ensure that the subcontractor will not act as a conduit of information between the Respondents (communication among Respondents and their members is allowed during the MBTA-sponsored site visits and meetings);
- 4.1.1.2. Contact between the Respondents and the MBTA (questions and responses to questions) will only be through the Point of Contact and the Respondent's designated representatives;
- 4.1.1.3. Respondents shall not contact MBTA or Commonwealth employees, including department heads and any official, who will

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evaluate SOQs, regarding the procurement except through the process identified above;

- 4.1.1.4. Any contact determined to be improper, at the sole direction of the MBTA, may result in disqualification;
- 4.1.1.5. Any official contact regarding the procurement will be disseminated from the MBTA on MBTA letterhead. Any official contact will be in writing and signed by the Point of Contact;
- 4.1.1.6. The MBTA will not be responsible for any oral communication or any other information or contact that occurs outside the official communication process specified herein; and
- 4.1.1.7. Please reference Massachusetts Bay Transportation Authority Organizational Conflict of Interest Guidance in Appendix E (*Conflict of Interest Guidance*) for further guidance.

### 4.1.2. Confidentiality

- 4.1.2.1. The MBTA will seek to hold all SOQs and subsequent submissions in confidence, to the extent consistent with applicable law, until award or the selection process is terminated. Respondents are advised that all materials received by the MBTA which fall within the definition of a “public record” pursuant to M.G.L. c. 4, §7, c1.26 will be disclosed by the MBTA upon request after Project Agreement award.
- 4.1.2.2. If a Respondent submits information in its SOQ that it wishes to protect from disclosure, the Respondent must do the following:
  - 4.1.2.2.1. Clearly mark all proprietary or trade secret information as such in its SOQ at the time the SOQ is submitted and include a cover sheet stating “DOCUMENT CONTAINS CONFIDENTIAL PROPRIETARY OR TRADE SECRET INFORMATION” and identifying each section and page which has been so marked; however, labeling in this manner does not exempt such records from disclosure required under the Commonwealth’s public records laws.
  - 4.1.2.2.2. Include a statement with its SOQ justifying the Respondent’s determination that certain records are



proprietary or trade secret information for each record so defined;

- 4.1.2.2.3. Submit one electronic copy of the SOQ that has all the proprietary or trade secret information deleted from the SOQ and label such copy of the SOQ “Public Copy”; and
- 4.1.2.2.4. Defend any action seeking release of the records it believes to be proprietary or trade secret information and indemnify, defend, and hold harmless the MBTA and its agents and employees from any judgments awarded against the MBTA and its agents and employees in favor of the party requesting the records, including any and all costs connected with that defense. This indemnification survives the MBTA’s cancellation or termination of this procurement or award and subsequent execution of a Project Agreement. In submitting a SOQ, the Respondent agrees that this indemnification survives as long as the confidential business information is in possession of the MBTA.

- 4.1.2.3. The MBTA shall not under any circumstances be responsible for securing a protective order or other relief enjoining the release of information marked proprietary or trade secret information in any SOQ, nor shall the MBTA be in any way financially responsible for any costs associated with securing any such order or for any loss associated with the release of information marked proprietary or trade secret information or otherwise.

## 4.2. Respondent Teams

- 4.2.1. **Ineligible Firms and Organizational Conflicts of Interest:** The Respondent is responsible for disclosing all potential organizational conflicts of interest in its SOQ. A potential organizational conflict of interest may occur in any of the following instances:

- 4.2.1.1. When a Respondent is unable, or potentially unable, to provide impartial and objective assistance or advice to the MBTA due to other activities, relationships, contracts, or circumstances;

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- 4.2.1.2. Where a Respondent has an unfair competitive advantage through obtaining access to nonpublic information during the performance of an earlier contract; or
  - 4.2.1.3. Where, during the conduct of an earlier procurement, a Respondent has established the ground rules for a future procurement by developing specifications, evaluation criteria, or similar documents.
- 4.2.2. The Respondent is required to provide information concerning potential organizational conflicts of interest in its SOQ. If a potential or real organizational conflict of interest is determined to exist that cannot be neutralized or mitigated, the firm or firms subject to the potential or real organizational conflict of interest will be ineligible to propose. Any determinations rendered by the MBTA regarding organizational conflicts of interest will be final.
- 4.2.3. The Selected Proposer and its members must disclose all relevant facts concerning any past, present, or currently planned interests which may present an organizational conflict of interest. The Selected Proposer and its members must state how their interests, or those of their chief executives, directors, key personnel, or any proposed subcontractor may result, or could be viewed, as an organizational conflict of interest.
- 4.2.4. The MBTA will analyze any potential organizational conflicts of interest in order to avoid, neutralize, or mitigate potential conflicts before award of the Project Agreement. In addition, any firm that is rendered ineligible through any state or federal action is ineligible to participate with any Respondent/Proposer.
- 4.2.5. **Respondent Team Members**
- 4.2.5.1. Major Team Member(s) other than the Lead Telecommunications Firm are prohibited from serving as members of more than one Respondent Team; except if an entity wishes to serve as a Major Team Member other than the Lead Telecommunications Firm of one Respondent Team and a contractor or subcontractor of another Respondent Team, such entity may request the MBTA's approval to serve on both Respondent Teams. Such requests should be submitted via e-mail by the entity seeking to serve as member of multiple teams to the Point of Contact and should: include a

description of the entity's anticipated role on each Respondent Team; include a description of the safeguards to be put in place for the prevention of information-sharing across Respondent Teams; include as additional recipients the sole points of contact identified for each Respondent Team. The MBTA will evaluate each such request on a case-by-case basis and in its sole discretion.

Respondent Team members other than Major Team Member(s) may serve as members of more than one Respondent Team. Members of Respondent Teams that are not Short-Listed are eligible to serve as contractors or subcontractors on Proposer teams during the RFR stage.

- 4.2.5.2. The MBTA discourages changes to the Major Team Members following the SOQ Submittal Date and reserves the right, in its sole discretion, to approve or reject the replacement or deem the SOQ non-responsive based on the proposed change.

#### **4.3. MBTA's Consultant Support Team**

- 4.3.1. The MBTA has retained the following entities to serve as members of the primary Consultant Support Team for the Project:
  - 4.3.1.1. Ernst & Young Infrastructure Advisors, LLC (financial advisor)
  - 4.3.1.2. Ernst & Young LLP (financial advisor)
- 4.3.2. The MBTA additionally intends to retain the following types of entities to serve as member of the primary Consultant Support Team for the Project:
  - 4.3.2.1. Outside legal counsel
  - 4.3.2.2. Technical advisors and subject matter experts, as needed
- 4.3.3. Members of the Consultant Support Team are not eligible to assist or participate as Project team members with any Respondent without the express written consent of the MBTA in its discretion.
- 4.3.4. Additional members may be added to the Consultant Support Team for the Project. The MBTA may identify any new members in an Addendum if and when a member is added.
- 4.3.5. The Consultant Support Team's scope of services requires team members to assist the MBTA and its Selection Committee in preparing the RFQ and

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RFR, and in evaluating SOQs and Proposals, including providing financial, contractual and technical advice. The Consultant Support Team may also provide project oversight.

#### 4.4. Selection Committee

The MBTA will establish a Selection Committee, which will be responsible for evaluating the SOQs, determining the Short-List and subsequently evaluating Proposals and making a recommendation as to the Selected Proposer. SOQs and Proposals may be reviewed by the MBTA, other Commonwealth agencies, and members of the MBTA's Consultant Support Team.

#### 4.5. Procurement Schedule

The following represents the current target dates for the procurement schedule for the Concessionaire. The schedule is subject to change at the discretion of the MBTA. Respondents are responsible for monitoring COMMBUYS for any changes to these target dates.

| <b>Activity</b>   | <b>Date</b>                    |
|---|--------------------------------|
| Issue Request for Qualifications  | August 1, 2019                 |
| Industry Conference (Planned)<br>Dial in: 515-604-9959<br>Access Code: 580787 | August 15, 2019<br>2:00 PM EST |
| Final Date for Receipt of Respondent's RFQ Questions, 2:00 PM EDT             | September 12, 2019             |
| Issue Date for Final Addendum and Answers to Respondent's Questions           | September 19, 2019             |
| <b>Statement of Qualifications Due Date, 2:00 PM EDT</b>                      | <b>September 26, 2019</b>      |
| Short-List Announced  | October 24, 2019               |

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|  |                                |
|--|--------------------------------|
| Issue Request for Response and Draft Project Agreement | October 31, 2019               |
| One-on-One Meetings with Proposers                     | November 2019-<br>January 2020 |
| RFR Proposal Due Date                                  | February 27, 2020              |

### 4.6. Respondent Questions and Answers

- 4.6.1. This RFQ will be issued via COMMBUYS. Instructions for log-in and use of COMMBUYS are described in <http://www.mass.gov/anf/docs/osd/forms/instructions-for-vendors-responding-to-bids.docx>. Respondents may also contact the COMMBUYS Helpdesk at COMMBUYS@state.ma.us or the COMMBUYS Helpline at 1-888-MA-STATE. The Helpline is staffed from 8:00 a.m. to 5:00 p.m. Monday through Friday (Eastern), except on federal, state, and Suffolk county holidays.
- 4.6.2. It is the responsibility of Respondents to maintain an active registration in COMMBUYS and to keep current the e-mail address of the Respondent's Official Representative and to monitor that e-mail inbox for communications from the MBTA, including responses to Respondents' questions. The MBTA and the Commonwealth assume no responsibility if a Respondent's designated e-mail address is not current, or if technical problems, including those with Respondent's computer, network, or internet service provider (ISP) cause e-mail communications sent to or from Respondent and the MBTA to be lost or rejected by any means including e-mail or spam filtering.
- 4.6.3. Respondent shall review and study all documents thoroughly and report any discrepancies, omissions, technical queries, or other clarifications via COMMBUYS to the MBTA's Chief Procurement Officer's designee Eric Welsh, Strategic Sourcing Manager (the Point of Contact).
- 4.6.4. Questions and clarification requests submitted by Respondent will, together with MBTA's response, be made available to all Respondents via COMMBUYS. It should be noted that after submission of SOQs and announcement of the Short-List, Proposers will be invited to a second event in COMMBUYS for submission of the Proposal.

- 4.6.5. Only written requests submitted via COMMBUYS will be considered. No requests for additional information or clarification to any other MBTA office, consultant, or employee will be considered. If the MBTA determines that a change or clarification to the RFQ is needed, all responses will be in writing and shall be made available as an Addendum without attribution to all Respondents.
- 4.6.6. Only requests received by the time specified (local time in Boston) on the date specified in Section 4.5 (*Procurement Schedule*) of this RFQ will be eligible for consideration. Late submissions will not be considered.
- 4.6.7. Questions should exclude any identifying information as responses will be made available to all Respondents.

#### **4.7. RFQ Addenda**

- 4.7.1. This RFQ is subject to revision after the date of advertisement via written Addenda. Any such Addenda will be made available through COMMBUYS. Each Respondent is solely responsible for obtaining all Addenda prior to submitting its SOQ. The MBTA assumes no responsibility or liability whatsoever for the distribution of Addenda to Respondents.
- 4.7.2. If any revisions to this RFQ become necessary, the MBTA will post written Addenda in accordance with this Section not later than the date identified in Section 4.5 (*Procurement Schedule*) of this RFQ. If an Addendum is issued, each Respondent must acknowledge receipt of the Addendum in the appropriate location of the Transmittal Letter Form included in Appendix C (*Statement of Qualifications Transmittal Letter*).

#### **4.8. Industry Conference**

- 4.8.1. The MBTA will host an industry conference on the date listed in Section 4.5 (*Procurement Schedule*). Additional information about this event will be provided to Respondents through COMMBUYS.
- 4.8.2. The industry conference is intended to provide general information about the Project and procurement process. Attendance at this event is optional and is not a prerequisite to submitting a SOQ. Prospective Respondents may not rely on any materials presented or oral representations made at

such events. The RFQ documents in COMMBUYS will serve as the official record of RFQ requirements.

#### **4.9. Evaluation and Selection Process**

- 4.9.1. The process for procurement of the Project will be in accordance with applicable law. The objective of the RFQ phase of the procurement is to create a Short-List of the highest rated Respondents with the general capability (technical, financial, and management) and experience necessary to successfully undertake and complete the performance of the Project. The Short-List will be determined based on the evaluation and rating criteria set forth herein. Neither the overall technical and financial ratings nor the ranking of the Respondents on the Short-List will be disclosed to the Respondents during the procurement process.
- 4.9.2. The MBTA reserves the right to determine the final number of Respondents to be included on the Short-List in its sole discretion. Only those Respondents included on the Short-List will be eligible to submit Proposals in response to the RFR. The intent of the MBTA is to award the Project Agreement to the Proposer that provides the Proposal with the best combination of price, quality, and value.

#### **4.10. SOQ Content and Submittal Requirements**

- 4.10.1. The MBTA expects SOQs to provide sufficient information in response to this RFQ to allow the MBTA to evaluate and competitively rank and Short-List Respondents based on the criteria set forth in this RFQ, SOQs must include a response to each evaluation criterion specified herein. SOQs shall be submitted exclusively in the English language, inclusive of English units of measure and US dollar denominations (unless otherwise indicated).
- 4.10.2. All SOQs shall meet the requirements set forth in Appendix B (*Statement of Qualifications Submittal Requirements*) and shall be organized in the manner described in Appendix A (*Format and Organization for Statement of Qualifications*).

## 5. SOQ Evaluation and Short-List Determination

### 5.1. Evaluation Factor Objectives and Requirements

- 5.1.1. In providing SOQs, Respondents should be guided by the objectives listed in Section 1.2(*History and Background*) and Section 1.3(*Project Objectives*) of this RFQ and in Section 1.4 (*Package 2 – Technical Qualifications and Capabilities*) through Section 1.6 (*Package 4 – Financing Experience*) of Appendix B (*Statement of Qualifications Submittal Requirements*). An objective is stated for each evaluation factor to provide Respondents with an understanding of the expectations of the MBTA. The requirements for each evaluation factor and the information to be submitted are listed and described in detail in this RFQ. The SOQ evaluation ratings set forth in Section 5.6 (*Rating Guidelines*) of this RFQ will be based on how well the SOQ responds to the requirements and meets or exceeds the goals and objectives for each of the evaluation criteria.

### 5.2. Threshold Responsiveness Review

- 5.2.1. Each SOQ will first be reviewed to determine whether it meets the following responsiveness requirements:
- 5.2.1.1. The SOQ is in compliance with all terms and conditions of this RFQ, including without limitation, all submittal requirements specified in Appendix B (*Statement of Qualifications Submittal Requirements*)
  - 5.2.1.2. The Respondent has presented evidence showing its organization is not subject to legal constraints as to its ability to enter into and perform the Project Agreement, as further described in Appendix B (*Statement of Qualifications Submittal Requirements*)
  - 5.2.1.3. Neither the Respondent nor any Respondent Team Member (1) has been disqualified, removed, debarred, or suspended from performing or bidding on work for the MBTA where such disqualification, removal, debarment, or suspension has resulted in the Respondent or other entity being currently disqualified, removed, debarred, or suspended from performing or bidding on MBTA contracts, or (2) is currently disqualified, removed, debarred, or suspended from performing or bidding on work for



the federal government or at least three other state transportation agencies

- 5.2.2. Without limiting any rights of the MBTA, any SOQ that does not satisfy the foregoing responsiveness requirements may be deemed non-responsive. In such event, the Respondent submitting the nonresponsive SOQ will be notified and excluded from further consideration under this RFQ. The MBTA may also exclude from consideration any Respondent who fails to comply with the requirements of this RFQ before or after the submittal of its SOQ or whose SOQ is determined by the Selection Committee to contain a material misrepresentation.

### **5.3. Comparative Evaluation Criteria**

- 5.3.1. Subject to Section 5.1 of this RFQ, each SOQ will be evaluated according to the criteria set forth below. The relative weighting or importance of the evaluation criteria within each category is described in Section 1.4 (*Package 2 – Technical Qualifications and Capabilities*) through Section 1.6 (*Package 4 – Financing Experience*) of Appendix B (*Statement of Qualifications Submittal Requirements*) of this RFQ and is summarized as follows:

5.3.1.1. Technical Qualifications and Capability (100%)

5.3.1.1.1. Organization

5.3.1.1.2. Respondent Experience

5.3.1.1.3. Diversity

5.3.1.1.4. Safety

5.3.1.1.5. Technical Key Personnel

5.3.1.2. Financial Qualifications and Capability (Pass/Fail)

5.3.1.2.1. Financial Qualifications and Capabilities

### **5.4. Technical Qualifications and Capability (100%)**

The technical qualifications and capability evaluation criteria are as follows:

5.4.1. **Organization:** The criteria for the evaluation of the Respondent's organization are as follows:

- 5.4.1.1. An organizational structure that demonstrates the Respondent's ability to build a team capable of performing the Contract Services and that will enable the Respondent to effectively manage all aspects of the Project in a quality, safe, timely, and effective manner.
- 5.4.1.2. An organizational structure that will integrate the different parts of its organization collectively and with the MBTA in a cohesive and seamless manner.
- 5.4.1.3. An organizational chart demonstrating how the Respondent will interact with both the MBTA and with the various members of the Respondent's team.
- 5.4.1.4. An organizational structure that demonstrates the Respondent's ability to implement effective safety awareness and oversight practices.

5.4.2. **Respondent Experience:** The criteria for the evaluation of the Respondent's experience are as follows:

- 5.4.2.1. Experience and competence as a Concessionaire responsible for the design, implementation, finance, and ongoing operations and maintenance of a network of bus shelters and amenities across a region of similar size, scope, and complexity described in this RFQ.
- 5.4.2.2. Experience in the operations and maintenance of and maximization of revenue from a network of street furniture assets (via advertising, telecommunications, etc.), including a description of historic approaches to revenue maximization in similar contexts.

5.4.3. **Diversity:** The criteria for the evaluation of the Respondent's diversity experience are as follows:

- 5.4.3.1. A demonstrated commitment to the MBTA's Diversity and Civil Rights Programs.

- 5.4.3.2. A demonstrated history of including businesses defined under the Commonwealth's SDP, or similar: certified MBEs, WBEs, M/WNPOs, VBEs, SDVOBEs, DOBEs, and LGBTBEs
- 5.4.4. **Safety:** The criteria for the evaluation of the Respondent's safety experience and past performance are as follows:
  - 5.4.4.1. Past compliance with safety laws, plans, safeguards, including record of compliance with applicable labor law, corporate law, and other applicable laws with respect to safety.
  - 5.4.4.2. Historic safety performance, past incidents and outcomes.
  - 5.4.4.3. No demonstrated history of safety problems that could adversely impact the Project generally.
- 5.4.5. **Technical Key Personnel:** The criteria for evaluation of the Respondent's Technical Key Personnel are as follows:
  - 5.4.5.1. Experience in the design, development, and deployment of a bus shelter and street furniture network.
  - 5.4.5.2. Experience in maintaining a bus shelter and street furniture network.
  - 5.4.5.3. Experience in generating revenue from a street furniture network of assets (via channels such as advertising and telecommunications infrastructure).
  - 5.4.5.4. Experience in project management for similar project(s), including overseeing and monitoring the performance of all members of the complete project team and lessons learned.
  - 5.4.5.5. Experience in developing and implementing a safety program.

## 5.5. Financial Capability (Pass/Fail)

The criteria for the evaluation of the Respondent's financial capability are as follows:

- 5.5.1. Respondent/ Equity Member(s) have demonstrated access to \$50 million of liquid assets. Examples of liquid assets include: cash and cash equivalent or an uncommitted and undrawn lines of credit

- 5.5.2. The Respondent has provided evidence of its ability to obtain performance security in the minimum amount of \$75 million in accordance with Section 1.3.4 (*Section D: Performance Security*) of Appendix B (*Statement of Qualifications Submittal Requirements*)
- 5.5.3. Adequacy and availability of the Respondent's resources to develop and execute a financial plan on a timely basis and ability to overcome challenges that may cause delays in achieving financial close.
- 5.5.4. Demonstrated readiness, flexibility, and availability to invest in the Project and, if applicable to the Respondent's anticipated approach to financing the Project, demonstrated ability to utilize private financing for projects with similar characteristics
- 5.5.5. Demonstrated ability of the Lead Implementation Firm, based on its annual gross revenues, profitability and liquidity in the last three years, to fulfill its obligations under the Project Agreement.
- 5.5.6. Demonstrated ability of the Lead Advertising Firm, based on its annual gross revenues, profitability and liquidity in the last three years, to fulfill its obligations under the Project Agreement.
- 5.5.7. Demonstrated ability of the Lead Telecommunications Firm, based on its annual gross revenues, profitability and liquidity in the last three years, to fulfill its obligations under the Project Agreement.
- 5.5.8. Demonstrated ability of the Lead O&M Provider, based on its annual gross revenues, profitability and liquidity in the last three years, to fulfill its obligations under the Project Agreement.

## 5.6. Rating Guidelines

The Technical Evaluation Criteria will be rated using a numerical rating approach. This will be based on the following scoring scale.

- 5.6.1. **Excellent (5 Points Awarded):** The Respondent has presented and supported an approach that is considered to significantly exceed stated criteria in a way that is beneficial to the MBTA. This rating indicates a consistently outstanding level of quality, with very little or no risk that this Respondent would fail to meet the requirements of the solicitation. There are no major weaknesses.

- 5.6.2. **Good (4 Points Awarded):** The Respondent has presented and supported an approach that is considered to meet the stated criteria. This rating indicates a generally better than acceptable quality, with little risk that this Respondent would fail to meet the requirements of the solicitation. Weaknesses, if any, are very minor and not material to the SOQ. Correction of the weaknesses would not be necessary before the SOQ would be considered further.
- 5.6.3. **Satisfactory (3 Points Awarded):** The Respondent has presented and supported an approach that is considered to possibly meet the stated criteria. This rating indicates a level of risk to the MBTA. Weaknesses exist but may be corrected through requests for clarification.
- 5.6.4. **Fair (2 Point Awarded):** The Respondent has presented and supported an approach that fails to meet stated criteria and would pose a clear risk to the MBTA. The issues may be susceptible to correction through major and lengthy discussions. Such a response is considered marginal in terms of the basic content or amount of information provided for evaluation.
- 5.6.5. **Poor (1 Points Awarded):** The Respondent has presented and supported an approach that indicates significant weaknesses or unacceptable quality or fails to include evidence that it is capable of providing the services requested. The SOQ fails to meet the stated criteria or lacks essential information. There is no reasonable likelihood of success; weaknesses are so major or extensive that a major revision to the SOQ would be necessary.