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REQUEST FOR PROPOSALS FOR
JOHN ADAMS INNOVATION INSTITUTE
RESEARCH CENTER MATCHING GRANTS

RFP No. 2005-JAII-04

John Adams Innovation Institute
Massachusetts Technology Collaborative
75 North Drive
Westborough, MA 01581-3340
<http://www.masstech.org>

Team Leader: Michael Tavilla
RFP Issued: February 1, 2005
Questions Due: February 28, 2005
Answers to Questions Posted:
Responses Due: *Rolling Submission*
(NLT June 30, 2006)

**REQUEST FOR PROPOSALS FOR
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1. Introduction

1.1 Summary

The John Adams Innovation Institute (the "Institute"), a Division of the Massachusetts Technology Collaborative (MTC), has established a **Research Center Matching Grant Program** (the "Center Matching Grant Program") to provide state matching funds for proposed academic research centers in Massachusetts that are seeking funding from the federal government, where there is an expectation that the state match will improve the competitive position of their proposal and enhance collaboration with companies in the Commonwealth. The Institute is hereby issuing this Request for Proposals ("RFP") to launch the Center Matching Grant Program. Grants will leverage investment by the federal government in the state's knowledge economy, will induce additional investment by industry in product development, and contribute to the expansion of the Massachusetts innovation economy. Grants will be used to support activities that are intended to generate economic benefits within Massachusetts.

Eligible applicants for the Center Matching Grant Program include public and private universities and colleges located in Massachusetts, as well as affiliated non-profit research institutions. Strong preference will be provided to centers which represent collaboration between two or more universities, campuses and/or research institutions in Massachusetts. Applications will be judged on specific criteria, as set forth below, which relate to their potential for job creation and industry development in Massachusetts.

Eligible centers include those supported by the National Science Foundation ("NSF") through its Partnerships for Innovation Program, Industry-University Research Center Program, Engineering Research Center Program, Nanoscale Science and Engineering Center Program, Science and Technology Center Programs, and similar programs at the National Institutes of Health ("NIH") and other federal agencies that support collaborative research between the academic research community and industrial partners. Collaborative centers supported by non-profit institutions, non-governmental organizations, and foundations (e.g., the Electric Power Research Institute, World Health Organization, Robert Wood Johnson Foundation) may also be eligible. Only centers that are established through a competitive peer review process are eligible for support through the Center Matching Grant Program.

Use of proceeds must be consistent with the twin objectives of the Center Matching Grant Program: improving the probability of center awards to Massachusetts institutions and increasing the economic benefit to the Commonwealth of Massachusetts.

Successful applicants whose proposals are submitted in a timely manner will be given a letter of commitment to include in their federal proposal. Provision of grant funds is specifically contingent upon receipt of any required MTC internal approvals, notice of award by the federal government, execution of a grant agreement between the Applicant and applicable federal agency and execution of a Project Grant Agreement between MTC and the center. Any additional references to the "letter of commitment" set forth in this RFP shall be deemed to incorporate these contingencies within it. The grant will be provided to the lead Massachusetts institution in the center. The amount of Match Funding provided will be based on the anticipated impact of the center on the Massachusetts economy and the level of federal funding being sought. Typically,

match funding would be limited to not more than 20% of the federal funding provided to the center, up to a maximum “state match” of \$2 million.

Applications to this RFP shall be accepted on a rolling basis, pending availability of funds. This RFP may be suspended at any time.

1.2 Background on MTC

MTC is an independent economic development agency chartered by the Commonwealth to serve as a catalyst for growing the state’s innovation economy. MTC brings together leaders from industry, academia, and government to advance technology-based solutions that lead to economic growth and a cleaner environment in Massachusetts. MTC energizes emerging markets in the high-tech sector by filling gaps in the marketplace, connecting key stakeholders, expanding broadband services, conducting critical economic analysis, and providing access to intellectual and financial capital. For additional information about MTC and its programs and initiatives, please visit our website at www.masstech.org.

1.3 Background on John Adams Innovation Institute

As part of the Economic Stimulus Bill enacted by the Massachusetts Legislature and signed into law by Governor Romney in January 2004, MTC has been directed to establish the John Adams Innovation Institute (the “Institute”) as an economic development initiative dedicated to growing the Massachusetts knowledge economy.

The Institute’s goal is to support academic research centers and the growth of regionally based technology and industry clusters.

The Institute will provide strategic services and supporting investments designed to link new knowledge and technologies with Massachusetts industry.

Two of the important resources that the Institute will leverage are “investment” funds:

- Innovation Institute Fund (“Regional Fund”)
- Research Center Matching Fund (“Center Matching Fund”)

This RFP relates to financial assistance available from the Center Matching Fund.

The Institute operates as a Division of MTC. However, the Institute has its own Governing Board. The text of the Massachusetts General Laws establishing the Institute can be found at: <http://www.state.ma.us/legis/laws/seslaw03/sl030141.htm>

2.0 The Institute’s Research Center Matching Grant Program

2.1 Overview and Objectives

The Center Matching Grant Program has two primary objectives:

- To increase the investment in R&D conducted in Massachusetts by increasing the probability that the federal government will make major awards to universities in Massachusetts, particularly for centers that operate in collaboration with industry, and
- To extract economic benefit from those centers by investing in activities that will preferentially transfer knowledge and technology into the state/region.

Funding will be provided in the form of a grant to an Eligible Institution (or consortium of Eligible Institutions) (as defined in Section 2.2.1) that receives federal funding (or other in the case of

funding from a foundation, non-governmental or non-profit organization, other funding)to establish and operate an Eligible Research Center (as defined in Section 2.2.2). Funding from the Center Matching Grant Program will be used to support activities, as proposed by the Center, which will preferentially create economic benefit in Massachusetts.

Applications will be judged on their potential for job creation and industry development in Massachusetts, as more fully set forth below. Successful applicants will receive a letter of commitment to submit with their proposal to the federal government. All MTC grants awarded under this RFP are specifically contingent upon the center receiving funding from the federal government.

2.2 Requirements and Guidelines

The following requirements and guidelines are intended to assist potential Eligible Applicants in determining their eligibility under this RFP and to facilitate the application process. The text of this RFP does not necessarily include all details, terms, and conditions for the Project Grant Agreement that will be entered into between MTC and the selected applicants. A link to that Project Grant Agreement is hereby provided (http://www.masstech.org/institute/jaii/match_9_2004.htm).

In addition, Section 3 of this RFP discusses the application and selection process. Application forms and instructions are provided in Attachment A.

Information regarding this RFP will be posted on MTC's website at http://www.masstech.org/institute/jaii/match_9_2004.htm. MTC reserves the right to amend or suspend the RFP at its discretion. As a result, Eligible Applicants are advised to check the website periodically. Amendments and clarifications to this RFP, and lists of projects receiving awards, will be posted to this website.

2.2.1 Eligible Applicants

Eligible Applicants is defined to include Massachusetts public or private universities and colleges, and non-profit research institutions affiliated with a Massachusetts university or college (e.g., an academic health center, the Whitehead Institute, Woods Hole Oceanographic Institute). In the case of a center comprised of a consortium of research institutions, the application can be made on behalf of any or all eligible Massachusetts members of the consortium. However, only one grant will be made to any center, and the application must identify a lead Massachusetts institution to receive the grant, with other team members identified as sub-contractors to the Eligible Applicant. Strong preference will be given to collaborations involving two or more eligible universities, campuses and/or research institutions in Massachusetts.

2.2.2. Eligible Research Center

The Center Matching Grant Program will be targeted toward federally sponsored research center programs in which state match is explicitly required or could be used to fund activities that would increase the potential for Massachusetts companies/citizens to capture significant economic benefit from the research. Strong preference is given to those programs which fund research centers or promote activities which encourage/require collaboration with industry. Programs that could form the basis for an Eligible Research Center supported by the Center Matching Grant Program include, but are not limited to, the Industry-University Collaborative Research Center, Nanoscale Science and Engineering Center, Engineering Research Center and Partnerships for Innovation Programs at the National Science Foundation. Other programs may be considered eligible if the prospective center is able to demonstrate strong interest from Massachusetts industry, the potential to leverage the state investment to obtain significant future federal R&D

support, and if the center agrees to conduct activities which will promote economic growth within a region or associated with a priority industry cluster located in Massachusetts. To be considered an eligible center, an applicant must present a long-term, strategic vision and an integrated research agenda for an emerging field of science or engineered system with the potential to spawn a new industry or transform a current industry, service delivery or infrastructure system. In determining the extent to which the center represents a collaboration with industry, an important consideration will be the role which industry partners play in the development of the research agenda.

Similar centers, funded by foundations, non-governmental organizations, and non-profit institutions (e.g., the Robert Wood Johnson Foundation, World Health Organization, and the Electric Power Research Institute) may be eligible. Prospective applicants should discuss other funding entities with Innovation Institute staff prior to submitting an application in response to this RFP.

Only research centers which will be selected through a competitive peer review will be considered eligible for support.

2.2.3 Evaluation Criteria

Each application will be reviewed against threshold criteria to determine if the proposal meets the basic requirements of the RFP. The following are threshold criteria:

- Is the application submitted by one or more *eligible applicants*?
- Is the proposed center considered an *eligible center* within the framework of the Center Matching Grant Program?
 - Will the proposed center conduct research consistent with a long-term strategic vision and integrated research agenda for an emerging field of science or engineered system with the potential to spawn a new industry or transform a current industry, service delivery, or infrastructure system?
 - Will the proposed center collaborate with industry?
 - Will industry participate in the development of the research agenda?
- Does the proposed center have support from Massachusetts organizations, particularly from Massachusetts companies and/or relevant industry associations?
- Will the research center be selected for funding through a competitive peer review?

Applications meeting the threshold criteria will be reviewed against specific evaluation criteria to determine the extent to which they meet the two objectives of the Center Matching Grant Program. These criteria include the following

- Extent to which the availability of state match will increase the probability of a center award being made to a Massachusetts institution;
- Extent to which the activities supported by state match will generate economic benefit to Massachusetts;
 - Extent to which Innovation Institute funds will be used to support technology-based economic development objectives (e.g., workforce development, technology transfer, new business formation, cluster organization, cluster strategy development, regional/cluster economic growth and job creation, etc.);
 - Extent to which the proposed research is expected to contribute to the growth of one or more existing or emerging industry clusters in Massachusetts and is aligned with regional priority industry clusters;

- Extent to which the proposed research will involve collaborations among multiple eligible universities, campuses, and/or research institutions in Massachusetts (many federal center programs strongly encourage or require collaborations);
- Extent to which the proposed research will involve collaborations with Massachusetts companies;
- Extent to which the center will be used to support collaborations with Massachusetts small business and/or formation of new businesses located in Massachusetts;
- Extent to which the investment from the Center Matching Fund will leverage federal and corporate investment in research conducted in Massachusetts;
- Extent to which the investment from the Center Matching Fund complements other investments by the Commonwealth or supports specific state or regional economic development objectives;
- Extent to which the funds will be used to meet explicit federal solicitation requirements for state match;
- In cases where Innovation Institute funds are being used to offset explicit federal cost-sharing requirements, the extent to which the participating research institutions are making comparable cost-sharing commitments.

MTC reserves the right not to provide funding to an otherwise meritorious prospective center that does not appear to offer substantial economic benefit to an existing or emerging industry cluster in Massachusetts or that is not aligned with regional priority industry clusters. MTC reserves the right to grant amounts less than what is requested by the applicant.

2.2.4 Use of Proceeds

Applicants must specifically identify the proposed use of grant proceeds in their application. The proposed use of proceeds should be consistent with the twin objectives of the Center Matching Grant Program: improving the probability of federal center awards to Massachusetts institutions and increasing the economic benefit to the Commonwealth of Massachusetts. Construction of research facilities and similar capital expenditures generally are not allowable uses of proceeds under this RFP.

In order to provide specific financial support for tech-based economic development activities, no more than 50% of the Innovation Institute grant proceeds may be used to meet required cost sharing. Any grant proceeds used for cost sharing must be matched dollar-for-dollar by the applicant institution(s). This is consistent with federal grant policies that require cost sharing when it is expected that recipient institutions will receive economic benefit as a result of the federal grant award. Also consistent with federal grant policy, the total of cost sharing provided by the Innovation Institute and the applicant(s) may not exceed that specified in the federal solicitation.

2.2.5 Management and Reporting Requirements

Shortly after the execution of a Project Grant Agreement, the Awardee and MTC will mutually schedule a kickoff meeting to review the activities proposed to be conducted under the Agreement, schedule, and reporting requirements.

In addition to the approved deliverables as detailed by the Awardee in the submitted Application (Attachment A), all Awardees must provide the following minimum deliverables to MTC, as more fully described in the Agreement:

- Quarterly progress and financial reports;
- Annual reports detailing research and related activities; and
- Information on technology transfer and associated economic benefits.

In accordance with the Commonwealth's Public Records Law, Awardees will be required to agree that MTC shall have the unlimited right to make use of and disseminate all periodic reports, case studies and any other deliverables and work products. **See Section 4.1 of this RFP for a discussion of public disclosure requirements and procedures for handling documents submitted to MTC and identified by the Eligible Applicant as "sensitive information."**

In the event the federal solicitation requires the center to establish an advisory board, one (1) member of the board will be appointed by MTC. Funding will not be provided to any Eligible Applicant requesting \$1 million or more from the Center Matching Fund unless it has an advisory board. One (1) member of such board will be appointed by MTC.

Awardees may also be required to host project site visits by MTC staff and contractors and participate in interviews by MTC or its designees for purposes of monitoring and evaluation.

2.2.6 Funding

The funding available under the Center Matching Grant Program is limited to not more than 20% of the federal funding provided to the center up to a maximum of \$2 million. The funding commitment from the Center Matching Fund will not exceed five years from the date of signature of the Project Grant Agreement.

2.2.7 MTC Disbursement of Funds

MTC will disburse funds in accordance with the payment terms and schedules established in the Project Grant Agreement, upon receipt of notification of award by the federal agency funding the center, execution of the grant agreement between the center and the applicable federal agency, any necessary internal reviews and approvals by MTC and execution of the Project Grant Agreement between MTC and the applicant. Typically, the payment schedule will provide an annual aggregate payment, divided into equal quarterly payments, made in advance, and based on annual budgets submitted by recipient to MTC, with any subsequent annual aggregate payments specifically contingent on review of the required reports and acceptance thereof in the sole exercise of MTC's discretion, as such reports are identified in the Project Grant Agreement and summarized above in Section 2.2.5. The Project Grant Agreement will, among other things, reflect any changes in the scope of permitted uses of proceeds resulting from MTC's review of the center's proposal to the federal government, the final agreement between the federal government and the center, and any subsequent discussions between the center and MTC.

3. Application and Award Process

3.1 How to Apply

Applicants must complete and submit a formal Application for funding as described below. The Application forms and instructions are included in this RFP as Attachment A. The following items

must be submitted to MTC **at least three weeks prior to the closing date identified in the federal solicitation for the prospective center:**

- one bound Application with original signatures;
- ten bound copies (no three-ring binders) of the Application;
- one unbound copy of the Application; and
- an electronic copy (in MSWord/Excel or Adobe Acrobat format).

All Applicants are cautioned to review Section 4.1 hereof, prior to submitting an electronic copy of their Application. In accordance with the procedures set forth in Section 4.1, any information that the Eligible Applicant has identified as “sensitive information” in the hard copy of their Application should be deleted from the electronic copy prior to submission to MTC.

It is the sole responsibility of the Eligible Applicant to ensure that its Application to this RFP is complete and is properly submitted to MTC. Completed Applications will be accepted according to the RFP Schedule contained in Table 1 (see Section 3.3). Applications must be submitted to:

Research Center Matching Grant Program
RFP No. 2004-JAII-04
John Adams Innovation Institute
Massachusetts Technology Collaborative
75 North Drive
Westborough, MA 01581-3340
JAII@masstech.org

3.2 Innovation Institute Support for Preliminary Proposals and Letters of Intent

Some federal/funding agencies have established multi-step application processes involving letters of intent and/or preliminary proposals. The Innovation Institute recognizes that indication of its support can be an important factor in any decision by a funding agency to invite the applicant to submit a formal proposal. It also recognizes that preparation of a formal application to the Innovation Institute at the time a preliminary proposal is prepared may be premature. The Innovation Institute is prepared to issue non-binding letters of support indicating that the applicant appears to meet the threshold criteria for support from the University Matching Grant Program and that the Institute is prepared to support the applicant’s formal proposal efforts and to consider providing funding. Prospective applicants should make direct contact with the University Center Matching Grant Program to discuss letters of support for Preliminary Proposals.

3.3 Presubmittal Proposal Support

MTC offers strategic guidance and presubmittal proposal review to prospective research centers seeking funding from the federal government. Past experience with prospective centers has shown that this can be very beneficial and can increase the probability of winning a federal award. Such support may be provided, in the sole exercise of MTC’s discretion, upon request in circumstances where the Institute believes that the prospective center could bring substantial economic benefit to Massachusetts. Provision of such services is not required as a precondition to receiving support from the Institute’s Center Matching Grant Program. MTC’s election to provide such review does not commit the Institute to provide funding from the Center Matching Grant Program.

3.4 Questions and Answers

Questions concerning this RFP must be submitted in writing (e-mail, mail, fax) to the Official Contact listed below. Telephone inquiries shall be directed to the e-mail address set forth below. All inquiries should reference the Research Center Matching Grants RFP (no. 2004-JAII-04).

MTC will provide a link on its website (via www.masstech.org/Grants_and_Awards/JAII/04JAII01Info.htm) to a listing of all questions and answers. MTC will periodically update this listing and Applicants are encouraged to visit the website frequently for updates to the questions and answers. Only answers posted on the web site should be treated as MTC's official response to any question.

Official Contact:
 Michael Tavilla, Director of Investments
 Massachusetts Technology Collaborative
 75 North Drive - Innovation Center
 Westborough, MA 01581
tavilla@masstech.org
 Fax: 508-898-9226

3.4 RFP Schedule

The schedule for this RFP is outlined below in Table 1. The target dates following the Application due date are subject to change in MTC's sole discretion. Applicants are advised to periodically visit our web site at www.masstech.org for updates to the schedule.

**Table 1
RFP Schedule**

Issuance of RFP	February 1, 2005
Optional Bidder's Conference (see www.masstech.org/JAII for additional information)	February 21, 2005
Application Due Date	Accepted on a rolling basis until June 30, 2006
Eligible Applicant Presentations (optional)	As requested by MTC

3.5 Selection of Awardees

Institute staff will evaluate completed Applications in accordance with the Evaluation Criteria described above. Institute staff may contact the Eligible Applicant to request supplemental information prior to formal review. The staff may also request an interview with or presentation by qualified Applicants. **Based upon submission of a complete application not later than three weeks prior to the deadline for submitting a formal proposal to the federal government and a favorable review of the application, MTC will issue a letter of commitment indicating its support of the proposal and its intent to provide funding for the center, contingent upon review of the final proposal to the federal government, receipt of federal funding and execution of a Project Grant Agreement.**

All awards under this RFP are subject to external peer review and final approval by MTC's Board of Directors. MTC reserves the right, in its sole discretion, to make no awards, or to award less than the maximum amount of funds potentially available through this RFP.

4. General Conditions

4.1 The Massachusetts Technology Collaborative Policy And Procedures Regarding Submission Of "Sensitive Information"

The Massachusetts Technology Collaborative and the John Adams Innovation Institute which it administers (collectively referred to herein as "MTC") is subject to the requirements concerning disclosure of public records under the Massachusetts Public Records Act, M.G.L. c. 66 (the "Public Records Act"), which governs the retention, disposition and archiving of public records. For purposes of the Public Records Act, "public records" include all books, papers, maps,

photographs, recorded tapes, financial statements, statistical tabulations, or other documentary materials or data, regardless of physical form or characteristics, made or received by MTC. As a result, any information submitted to MTC by a grant applicant, recipient grantee, respondent to a request for response (including, but not limited to an RFQ, RFP and RFI), contractor, or any other party (collectively the "Submitting Party") is subject to public disclosure as set forth in the Public Records Act.

The foregoing notwithstanding, "public records" do not include certain materials or data which fall within one of the specifically enumerated exemptions set forth in the Public Records Act or in other statutes, including MTC's enabling act, M.G.L. Chapter 40J. One such exemption that may be applicable to documents submitted by a Submitting Party is for any documentary materials or data made or received by MTC that consists of trade secrets or commercial or financial information regarding the operation of any business conducted by the Submitting Party, or regarding the competitive position of such Submitting Party in a particular field of endeavor (the "Trade Secrets Exemption").

It is MTC's expectation and belief that the overwhelming percentage of documents it receives from a Submitting Party does not contain any information that would warrant an assertion by MTC of an exemption from the Public Records Act. Submitting Parties should therefore take care in determining which documents they submit to MTC, and should assume that all documents submitted to MTC are subject to public disclosure without any prior notice to the Submitting Party and without resort to any formal public records request.

In the event that a Submitting Party wishes to submit certain documents to MTC and believes such a document or documents may be proprietary in nature and may fall within the parameters of the Trade Secrets Exemption and/or some other applicable exemption, the following procedures shall apply:

1. At the time of the Submitting Party's initial submission of documents to MTC, the Submitting Party must provide a cover letter, addressed to MTC's General Counsel, indicating that it is submitting documents which it believes are exempt from public disclosure, including a description of the specific exemption(s) that the Submitting Party contends is/are applicable to the submitted materials, a precise description of the type and magnitude of harm that would result in the event of the documents' disclosure, and a specific start date and end date within which the claimed exemption applies. If different exemptions, harms and/or dates apply to different documents, it is the Submitting Party's responsibility to provide detailed explanations for each such document.
2. At the time of the Submitting Party's initial submission of documents to MTC, the Submitting Party must also clearly and unambiguously identify each and every such document that it contends is subject to an exemption from public disclosure as "Sensitive Information." It is the Submitting Party's responsibility to ensure that all such documents are sufficiently identified as "Sensitive Information," and Submitting Party's designation must be placed in a prominent location on the face of each and every document that it contends is exempt from disclosure under the Public Records Act.

Information submitted to MTC in any form other than a hard copy document will not be subject to the procedures set forth herein. For example, information submitted by e-mail, facsimile and/or verbally will not be subject to these procedures and may be disclosed at any time without notice to the Submitting Party.

3. Documents that are not accompanied by the written notification to MTC's General Counsel or are not properly identified by the Submitting Party as "Sensitive Information" at the time of their initial submission to MTC are presumptively subject to disclosure under the Public Records Act, and the procedures for providing the Submitting Party with notice of any formal public records request for documents, as set forth below, shall be inapplicable.

4. At the time MTC receives documents from the Submitting Party, any such documents designated by Submitting Party as "Sensitive Information" shall be segregated and stored in a secure filing area when not being utilized by appropriate MTC staff. By submitting a grant application, request for response, or any other act that involves the submission of information to MTC, the Submitting Party certifies, acknowledges and agrees that (a) MTC's receipt, segregation and storage of documents designated by Submitting Party as "Sensitive Information" does not represent a finding by MTC that such documents fall within the Trade Secrets Exemption or any other exemption to the Public Records Act, or that the documents are otherwise exempt from disclosure under the Public Records Act, and (b) MTC is not liable under any circumstances for the subsequent disclosure of any information submitted to MTC by the Submitting Party, whether or not such documents are designated as "Sensitive Information" or MTC was negligent in disclosing such documents.

5. In the event that MTC receives an inquiry or request for information submitted by a Submitting Party, MTC shall produce all responsive information without notice to the Submitting Party. In the event that the inquiry or request entails documents that the Submitting Party has previously designated as "Sensitive Information", the inquiring party shall be notified in writing that one or more of the documents it has requested has been designated by the Submitting Party as "Sensitive Information", and that a formal, written public records request must be submitted by the requesting party to MTC's General Counsel for a determination of whether the subject documents are exempt from disclosure.

6. Upon the General Counsel's receipt of a formal, written public records request for information that encompass documents previously designated by Submitting Party as "Sensitive Information", the Submitting Party shall be notified in writing of MTC's receipt of the public records request, and MTC may, but shall not be required to provide Submitting Party an opportunity to present MTC with information and/or legal arguments concerning the applicability of the Trade Secrets Exemption or some other exemption to the subject documents.

7. The General Counsel shall review the subject documents, the Public Records Act and the exemption(s) claimed by the Submitting Party in making a determination concerning their potential disclosure. ***The General Counsel is the sole authority within MTC for making determinations on the applicability and/or assertion of an exemption to the Public Records Act. No employee of MTC other than the General Counsel has any authority to address issues concerning the status of "Sensitive Information" or to bind MTC in any manner concerning MTC's treatment and disclosure of such documents. Furthermore, the potential applicability of an exemption to the disclosure of documents designated by the Submitting Party as "Sensitive Information" shall not require MTC to assert such an exemption. MTC's General Counsel retains the sole discretion and authority to assert an exemption, and he may decline to exert such an exemption if, within his discretion, the public interest is served by the disclosure of any documents submitted by the Submitting Party.***

8. MTC shall provide the requesting party and Submitting Party with written notice of its determination that the subject documents are either exempt or not exempt from disclosure.

9. In the event that MTC determines that the subject documents are exempt from disclosure, the requesting party may seek review of MTC's determination before the Supervisor of Public Records, and MTC shall notify the Submitting Party in writing in the event that the requesting party pursues a review of MTC's determination.

10. In the event the requesting party pursues a review of MTC's determination that the documents are exempt from disclosure and the Supervisor of Public Records concludes that the subject documents are not exempt from disclosure and orders MTC to disclose such documents to the requester, MTC shall notify the Submitting Party in writing prior to the disclosure of any

such documents, and Submitting Party may pursue injunctive relief or any other course of action in its discretion.

11. In the event that MTC determines that the subject documents are not exempt from disclosure or the General Counsel determines that, under the circumstances and in his discretion, MTC shall not assert an exemption, MTC shall notify the Submitting Party in writing prior to the disclosure of any such documents, and Submitting Party may pursue injunctive relief or any other course of action in its discretion.

The Submitting Party's submission of documentation to MTC shall require a signed certification that Submitting Party acknowledges, understands and agrees with the applicability of the foregoing procedures to any documents submitted to MTC by Submitting Party at any time, including but not limited to the acknowledgements set forth herein, and that Submitting Party shall be bound by these procedures.

All documents submitted by Submitting Party, whether designated as "Sensitive Information" or not, are not returnable to Submitting Party.

4.2 MTC Policy and Procedures for Holding Parties in Possession of Sensitive Information

From time to time, consultants, contractors, grantees, as well as other third parties interacting with MTC (collectively, the "Holding Party") may receive, have access to or create confidential, proprietary or otherwise sensitive information regarding MTC, its activities, its employees and/or third parties, such as applicants, consultants, grantees, recipients or respondents under MTC programs, which information is not generally known by or disseminated to the public as a matter of course. Information of this nature is sometimes referred to in this Agreement as "Sensitive Information." MTC expects all Holding Parties to maintain the highest degree of professionalism, integrity and propriety with respect to Sensitive Information at all times. In addition, the Massachusetts Conflict of Interest Statute, M.G.L. Chapter 268A, prohibits current and former state employees (defined in the statute to include regular full-time and part-time employees, elected or appointed officials and independent contractors) from improperly disclosing certain categories of Sensitive Information or using it to further their personal interests, and the Massachusetts Fair Information Practices Act, M.G.L. Chapter 66A, contains numerous legal requirements aimed at protecting "personal data" from improper disclosure. MTC's policy regarding a Holding Party's possession of Sensitive Information has two key elements:

1. Holding Parties should not request or accept any more Sensitive Information -- whether of a business or personal nature -- than is reasonably necessary under the circumstances; and
2. In the absence of a specific legal requirement compelling disclosure of Sensitive Information in a particular instance, all Holding Parties are expected to take appropriate measures to safeguard such information from improper use and disclosure.

Because the relevant legal requirements and the nature and scope of the information in question can create uncertainty, **Holding Parties are urged to confer with MTC's General Counsel if they have any questions about confidentiality, the scope or proper treatment of Sensitive Information, or MTC's policies or procedures with respect to such topics.** Holding Parties shall not substitute their own judgment for that of MTC's General Counsel in deciding whether particular information is innocuous data or Sensitive Information that should be handled with care, or the advisability or sufficiency of safeguards with respect to particular types of information.

Failure to comply with the policies and procedures relating to Sensitive Information and MTC's obligations pursuant to the Public Records Act and other legal disclosure requirements can result in immediate termination of this Agreement, and/or potential legal liability.

It should be noted that the obligations under these policies continue even after MTC's relationship with a particular applicant, recipient or other third party ends or this Agreement terminates.

In the absence of a specific legal requirement necessitating disclosure of particular information in a specific instance, Holding Parties are expected to protect Sensitive Information from improper use and disclosure at all times. The following are examples of the kinds of protective procedures that should be followed:

- **Limited Communication to MTC Personnel:** Sensitive Information should not be communicated to other MTC employees or consultants, except to the extent that they need to know the information to fulfill their MTC mission-related responsibilities and their knowledge of the information is not likely to result in misuse or a conflict of interest.

- **Limited Communication to Non-MTC Personnel:** Sensitive Information should not be communicated to anyone outside MTC, including family members, except to the extent outside parties need to know the information in order to provide necessary services to MTC, its Holding Parties or as otherwise directed by the General Counsel to comply with legal requirements necessitating disclosure, such as proper requests under the Public Records Act.

- **Notification of Confidentiality:** When Sensitive Information is communicated to any person outside MTC, the individual receiving such information should be informed of its sensitive nature and the need to safeguard such information from improper use and disclosure. When Sensitive Information is communicated to parties inside MTC, the procedures set forth in Attachment B-1 are applicable. MTC may require that Holding Parties execute a confidentiality agreement that has either been provided or approved by the General Counsel before Sensitive Information is disclosed to them.

- **MTC Use Only:** Sensitive Information should only be used for MTC purposes. Under no circumstances may a present or former Holding Party "trade on" such information or otherwise use it, directly or indirectly, for personal gain or for the benefit of any party other than the owner of such information.

- **Prevention of Eavesdropping, Unauthorized Viewing, etc.:** Sensitive matters should not be discussed in restaurants, on public transportation or in other public places or in locations, such as hallways, elevators and building lobbies, where unauthorized individuals could overhear the discussion. Similarly, Sensitive Information should not be exchanged or discussed via cordless or cellular phones or similar "non-secure" communication lines. Speaker phones can amplify conversations and should be used with care when discussing Sensitive Information. Common sense precautions should also be taken with respect to Sensitive Information in written form, such as stamping or marking such documents "CONFIDENTIAL" to flag them for special handling, limiting access to files to those with an MTC-related "need to know," locking documents that contain Sensitive Information in desk drawers or file cabinets when you are away from your desk, carefully limiting the circumstances in which (and exercising appropriate care when) such materials leave MTC's office, delivering sensitive materials to others in sealed envelopes, and limiting the addressees and "cc's" of letters, memoranda, emails and other communications containing Sensitive Information to those individuals who reasonably need to see such communications. Data stored on personal computers, and floppy disks, c/d roms and other electronic media containing Sensitive Information, should be properly secured to keep them from being accessed by unauthorized individuals. Documents containing Sensitive Information that are sent to printers should be picked up promptly.

- **Communications With the Public; Compulsory Legal Process:** All contacts with the media and all speeches or other oral or written public statements made on behalf of MTC, or concerning its activities, applicants or recipients, must be cleared in advance by MTC's Communications Director. In speeches and statements *not* made on behalf of MTC, proper care should be taken to avoid any implication that MTC endorses the views expressed. All disclosure requests under the Public Records Act or in the form of requests for discovery, subpoenas, court or administrative orders or the like must also be referred to the General Counsel for appropriate handling.

Questions concerning whether a given type of information or document in a Holding Party's possession is a "public record," and thus subject to disclosure under the Public Records Act, or is covered by an available exemption, should be directed to MTC's

General Counsel. No other MTC employee is authorized to make such assessments or to provide any guidance to a Holding Party concerning potential disclosure of any information provided to or in possession of a Holding Party.

In addition, all communications seeking inspection or other disclosure of materials in a Holding Party's possession under the Public Records Act must be referred promptly to the General Counsel. Similarly, all subpoenas and other legal process documents requesting or seeking to compel disclosure of materials in a Holding Party's possession must be delivered or promptly forwarded to the General Counsel upon receipt.

4.3 Contractual Requirements

MTC intends to enter into a Project Grant Agreement (the "Agreement") containing substantially the same provisions as those available at http://www.masstech.org/institute/jaii/match_9_2004.htm. **Applicants are required to specify in their Application any exceptions to the Agreement and to make any suggested counterproposal with their Application. Applicants will be deemed to have accepted any terms of the Agreement to the extent that the Eligible Applicant does not identify specific exceptions to those terms or does not make any specific counterproposal in their Application. Provisions of the Agreement for which no exception and counterproposal are submitted with the Application shall not be subject to any further negotiation once an award is made, and this prohibition shall be strictly enforced.** MTC reserves the right to amend the Agreement without further issuance of another RFP. Provision of funding is not intended to make MTC a contract party to the agreement between the federal government and the center.

4.4 Waiver Authority

MTC reserves the right, at its sole discretion, to waive minor irregularities in submittal requirements, to request modifications of the Application, to accept or reject any or all Applications received, and/or to cancel all or part of this RFP at any time prior to awards.

4.5 Disclaimer

This RFP does not commit MTC to award any funds or pay any costs incurred in preparing an Application. MTC reserves the right to accept or reject any or all Applications received, to negotiate with all qualified Applicants, to cancel or modify the RFP in part or in its entirety, or to change the Application guidelines when it is in MTC's best interests. Provision of funding is not intended to make MTC a contract party to the agreement between the federal government and the center.

4.6 Changes/Amendments to RFP

This RFP has been distributed electronically using MTC's website. It is the responsibility of Applicants to check MTC's website for any addenda or modifications to a RFP to which they intend to apply. MTC, the Commonwealth of Massachusetts, and its subdivisions accept no liability and will provide no accommodation to Applicants who submit a response based on an out-of-date RFP document. MTC, the Commonwealth of Massachusetts, and its subdivisions maintain the right, at their own discretion, to cancel this Request for Proposal at any time and without prior notice.