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TECHNOLOGY  
COLLABORATIVE

John Adams **Innovation** Institute

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**REQUEST FOR PROPOSALS FOR**  
**JOHN ADAMS INNOVATION INSTITUTE**  
**COLLABORATIVE R&D PARTNERSHIP DEVELOPMENT GRANTS**

**RFP No. 2005-JAII-05**

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

**Investment Funds Manager: Christopher Scranton**  
**RFP Issued: June 1, 2005**  
**Questions Due:**  
**Answers to Questions Posted:**  
**Responses Due: *Rolling Submission***

**REQUEST FOR PROPOSALS FOR  
JOHN ADAMS INNOVATION INSTITUTE  
COLLABORATIVE R&D PARTNERSHIP DEVELOPMENT GRANTS**

**RFP No. 2005-JAII-05**

**1.0 Introduction**

**1.1 Summary**

The John Adams Innovation Institute (the "Institute"), a Division of the Massachusetts Technology Collaborative (MTC), has established a **Collaborative R&D Partnership Development Grant Program** (the "Development Grant Program") to provide state funds for the development and/or expansion of major academic research centers and strategic alliances which will increase strategic investment in research and development activities ("R&D") conducted through research centers in Massachusetts and to promote the formation of R&D partnerships between Massachusetts industry and research institutions that lead to economic growth. The Institute is issuing this Request for Proposals ("RFP") to launch the Development Grant Program. The Institute is making awards of financial assistance ("Development Grants") under the Development Grant Program in order to leverage investment by the federal government in the state's knowledge economy, induce additional investment by industry in product development, contribute to the expansion of the Massachusetts innovation economy, and to support activities that are intended to generate maximum economic benefits within Massachusetts.

Eligible applicants for the Development Grant Program include: (i) public and private universities and colleges located in Massachusetts, (ii) affiliated non-profit research institutions, and (iii) strategic alliances of companies within a Massachusetts cluster or region, in partnership with a Massachusetts public or private university or college or affiliated non-profit research institution. The Institute is especially interested in receiving applications from centers or alliances which include 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.

Development Grants will support the development and validation of business plans and strategies to establish or expand a major center, center of excellence, or strategic alliance. Use of proceeds must be consistent with the twin objectives of the Development Grant Program: (i) increasing the strategic investment in R&D conducted through research centers in Massachusetts, and (ii) promoting the formation of partnerships between Massachusetts industry and research institutions that lead to economic growth. The maximum funding available for each Development Grant awarded under this program is \$150,000. Development Grants must be matched at least 1:1 by the research institution and/or industry, with "in kind" contributions equaling up to 2/3 of the match (the "Match"). The Cost Principles contained in section 23 of OMB Circular A-110 (Uniform Administrative Requirements for Grants and Other Agreements with Institutions of Higher Education, Hospitals and Other Non-Profit Organizations (11/19/1993) (further amended 09/30/1999)) will be used as guidance to determine the value, allowability and allocability of in-kind contributions.

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 a quasi-public 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](http://www.masstech.org).

## **1.3 Background on John Adams Innovation Institute**

The John Adams Innovation Institute ("Institute") was established as the economic development arm of the Massachusetts Technology Collaborative in January 2004. It operates as a division of MTC, with a governing board created by the MTC Board of Directors.

The Institute's goals are to:

- Improve Massachusetts' competitive edge in the innovation economy, region by region, sector by sector
- Foster new job creation and job retention in knowledge- and technology-based companies
- Find the best opportunities, bring together the best thinkers, and then invest in success; and
- Support rigorous research and development at the Commonwealth's universities as new ideas and technologies emerge

The tools employed by the Innovation Institute include strategic investment and services, collaboration, research and analysis, and convening of industry cluster stakeholders. (For more information about the John Adams Innovation Institute, go to [www.masstech.org](http://www.masstech.org))

A key program component of the Institute is the investment in academic research centers that help translate new ideas into successful commercial applications in the marketplace. These investments leverage federal research dollars invested in Massachusetts.

This RFP relates to financial assistance available on a competitive basis from the Research Center Matching Fund ("Center Matching Fund)."

## **2.0 The Institute's Collaborative R&D Partnership Development Grant Program**

### **2.1 Overview and Objectives**

The Development Grant Program will provide Development Grants for strategic planning and initial validation of concepts to establish or expand major research centers, centers of excellence, and strategic alliances based on partnerships between Massachusetts academic institutions, affiliated non-profit research institutions, and companies.

The Development Grant Program has two primary objectives:

- To increase strategic investment in R&D conducted in Massachusetts through research centers, and
- To promote formation of partnerships between Massachusetts industry and research institutions that lead to economic growth.

Funding will be provided in the form of Development Grants to an Eligible Applicant (or consortium of Eligible Applicants) (as defined in Section 2.2.1) to develop or expand an Eligible

Project (as defined in Section 2.2.2). Funding from the Development Grant Program will be used to support activities, as proposed by the applicant, 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.

## **2.2 Requirements and Guidelines**

The following requirements and guidelines are intended to assist potential 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 agreement that will be entered into between MTC and the selected applicants. MTC's General Terms and Conditions document is available at [http://www.masstech.org/Grants\\_and\\_Awards/JAII/04JAII01Info.htm](http://www.masstech.org/Grants_and_Awards/JAII/04JAII01Info.htm). MTC reserves the right to amend the General Terms and Conditions in the sole exercise of its discretion.

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 [www.masstech.org/Grants\\_and\\_Awards/JAII/05JAII01Info.htm](http://www.masstech.org/Grants_and_Awards/JAII/05JAII01Info.htm). MTC reserves the right to amend or suspend the RFP at its discretion. 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. MTC, the Commonwealth of Massachusetts, and its subdivisions accept no liability and will provide no accommodation to Eligible Applicants who submit a response based on an out-of-date RFP document.

### *2.2.1 Eligible Applicants*

*Eligible Applicant* is defined to include operating entities that could reasonably be expected to receive the R&D funding that is targeted by the proposed partnership. These 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). Other operating entities may be considered eligible for funding under the Development Grant Program to the extent that they may be considered appropriate recipients of substantial third party R&D funding under terms similar to those offered by the federal government.

In the case of a partnership comprised of multiple research institutions, the application may be made on behalf of any or all eligible Massachusetts members of the partnership. However, only one Development Grant may be made to any applicant partnership, and the application must identify a lead Massachusetts institution to receive the Development Grant and be contractually bound by the terms of the Project Grant Agreement, with other team members identified as sub-contractors/partners to the Eligible Applicant. The Institute is especially interested in receiving applications from partnerships involving two or more eligible universities, campuses and/or research institutions in Massachusetts.

In the case of partnerships composed primarily of a strategic alliance of industry, the application must be made through a collaborating Massachusetts university, college, or a non-profit research institution affiliated with a Massachusetts university or college.

In general, a university, college or non-profit research institution that has its principal place of business outside Massachusetts would not be considered an Eligible Applicant, although it could be a member of a consortium that includes one or more eligible applicants. A for-profit company

would not ordinarily be considered an Eligible Applicant, although it could be a member of a consortium that includes one or more Eligible Applicants.

Although an Eligible Applicant may potentially receive multiple Development Grants under this Development Grant Program, it may not have more than one Development Grant active at a time.

### 2.2.2. Eligible Projects

An Eligible Project is defined as an integrated set of activities leading to the development and validation of strategic plans to establish or expand a collaborative R&D partnership, including existing and prospective centers, centers of excellence, and strategic alliances.

For purposes of this solicitation:

- A *center* is defined as a multidisciplinary research team, operating under an integrated research agenda, which undertakes research focused on an area or discipline of science or on an emerging, potentially revolutionary engineered system with the potential to transform current practices or establish new industries.
- A *center of excellence* is a center which has the further objective of being nationally recognized for excellence in a particular area of research, and which expects to receive significant funding from the Commonwealth of Massachusetts to conduct basic and applied research, educational outreach, training, workforce development, and other technology based economic development activities, as specified in the economic stimulus legislation (<http://www.state.ma.us/legis/laws/seslaw03/sl030141.htm>).
- A *strategic alliance* is defined as a formal, contractual agreement by multiple research institutions and/or companies to pursue a common research agenda that will lead to significant growth opportunities for each participant.

A collaborative R&D partnership must include both core academic and industry partners.

To be considered as an Eligible Project, partnerships must be able to demonstrate that they address a market opportunity that is significant in the context of a current or emerging industry cluster. Further identification or refinement of these market opportunities can be an objective of an Eligible Project.

Note that a federal grant (e.g., for an NSF Engineering Research Center) is considered to be a **funding opportunity** rather than a **market opportunity** in the context of the Development Grant Program. In order to maximize the probability of a successful outcome from the Eligible Project, Eligible Applicants must be able to demonstrate that multiple funding opportunities are (or are likely to be) available to support the development or expansion of the Eligible Project. This does not preclude funding a prospective center which seeks support through an NSF center grant, for example. However, Eligible Applicants must be able to identify additional/alternative funding sources that could support some or all of the research agenda over time. An objective of the Eligible Project can be to further identify multiple funding paths and strategies to develop them.

To be considered as an Eligible Project, partnerships must be able to demonstrate strong initial interest from Massachusetts industry, the potential to leverage the state investment to obtain significant future federal R&D support, and must propose to conduct activities which will promote economic growth within a region or associated with a priority industry cluster located in Massachusetts.

The Innovation Institute intends to target most development grants for prospective centers that address research funding levels building to at least \$3-5 million annually, comparable to that represented by an NSF Engineering Research Center or a Center of Excellence. Existing centers that are applying for funding should be proposing to grow the research base of the center (and/or its members) by upwards of a million dollars annually.

### 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 project considered an Eligible Project within the framework of the Development Grant Program?
  - In the case of a prospective partnership:
    - Will the proposed partnership 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 partnership collaborate with industry?
    - Will industry participate in the development of the research agenda?
  - In the case of an existing partnership:
    - Has the partnership demonstrated success in executing its research agenda?
    - Is the partnership creating value for its current partners/funding organizations?
- Does the proposed partnership have support from Massachusetts organizations, particularly from Massachusetts companies and/or relevant industry associations?

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 Development Grant Program. These criteria include the following:

- the likelihood that funding will lead to an effective collaboration between industry and research institutions;
- the likelihood that significant funding will be available to support the development or expansion of the center, center of excellence, or strategic alliance;
- the demonstrated commitment of lead institutions and champions;
- the quality of the work plan;
- the likelihood that the activities and deliverables proposed will lead to the next round of public and/or private investment in the partnership;
- Extent to which the activities supported by the Development Grant will generate economic benefit to Massachusetts.

MTC reserves the right not to provide funding to an otherwise meritorious Eligible Project 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 make awards of Development Grants in amounts less than what is requested by the Eligible Applicant.

### 2.2.4 Use of Proceeds

In the case of prospective centers, centers of excellence, and strategic alliances, the Development Grant Program seeks to facilitate a collaborative team building and planning

process that leads to a common understanding among industry and research institutions of a shared vision, a shared research agenda, and a plan to secure funding to address that agenda.

In the case of existing centers, centers of excellence, and strategic alliances, the Development Grant Program seeks to support the development of approaches to build membership and participation of Massachusetts companies in the activities of the center, to leverage additional research investment in the center and its members, and to create additional economic benefit to the Commonwealth.

The Development Grant Program will support activities such as outreach to build membership or “teaming”; development of a collaborative framework that provides both industry and academic input into the development of the center vision and research agenda; analyses and assessments that demonstrate how the center’s research agenda relates to key issues/market opportunities for a cluster or region; strategic planning to develop or expand a center; and activities (including business development) that will validate those strategies.

The Development Grant Program will not support the hiring of proposal writers. Requests to support hiring of outreach coordinators, business development professionals, etc., will only be considered to the extent that they are supported by a documented strategy and plan. Development Grants may be used to develop those documented strategies and plans.

The Development Grant Program will not support the performance of research and development or the acquisition of capital equipment/facilities.

Eligible Applicants must identify key deliverables associated with each supported activity.

#### *2.2.5 Management and Reporting Requirements*

Shortly after the execution of a Task Order setting forth the details of the Eligible Project, the Awardee and MTC will mutually schedule a kickoff meeting to review the activities proposed to be conducted with the Development Grant, the schedule, and applicable reporting requirements.

In addition to the approved deliverables as detailed by the Awardee in the submitted Application (Attachment A) and as specifically set forth in the applicable Task Order, all Awardees must provide the following minimum deliverables to MTC:

- Monthly progress and financial reports;
- Annual reports detailing analyses, plans, and related activities; and
- Information on technology transfer and associated economic benefits (if applicable).

In accordance with the Commonwealth’s Public Records Law and as specifically set forth in the General Terms and Conditions, 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.”**

Awardees are strongly encouraged to establish an industry advisory board as part of any Eligible Project supported by the Development Grant Program. MTC shall be allowed to appoint a representative to that advisory board.

Awardees may also be required to host Eligible 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

Each Development Grant awarded under the Development Grant Program may not exceed \$150,000. Awards of Development Grants are specifically contingent on a match of at least 1:1 by the research institution and/or industry (with "in-kind" contributions equaling up to 2/3 of the match (the "Match"). The Cost Principles contained in section 23 of OMB Circular A-110 (Uniform Administrative Requirements for Grants and Other Agreements with Institutions of Higher Education, Hospitals and Other Non-Profit Organizations (11/19/1993) (further amended 09/30/1999)) will be used as guidance to determine the value, allowability and allocability of in-kind contributions.

Although an Eligible Applicant may potentially receive multiple Development Grants under this Development Grant Program, it may not have more than one Development Grant active at a time. Award of a Development Grant is specifically contingent on a senior official of the Eligible Applicant providing written certification of this limitation, as set forth in Attachment A.

The term of the funding under the Development Grant may not exceed 18 months from the date of execution of the applicable Task Order.

### 2.2.7 MTC Disbursement of Funds

MTC will disburse funds in accordance with the payment terms and schedules established in the applicable Task Order. As a general matter, the payment schedule will provide monthly reimbursement of documented, allowable expenses, specifically contingent on accomplishment of key milestones and review and acceptance of the required reports (summarized above in Section 2.2.5) in the sole exercise of MTC's discretion.

## 3.0 Application and Award Process

### 3.1 How to Apply

Eligible Applicants are encouraged to submit a two page Concept Paper prior to application (the "Concept Paper"). The Concept Paper should summarize the market opportunity the partnership will address; key companies, research institutions and individuals involved with the partnership; and the major activities that would be conducted under the Development Grant. Innovation Institute staff will provide informal feedback to applicants about the extent to which the project appears to be eligible for support under the Development Grant Program.

Eligible 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:

- one bound Application with original signatures;
- one unbound copy of the Application; and
- an electronic copy (in MSWord/Excel or Adobe Acrobat format).

**All Eligible 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:

Collaborative R&D Partnership Development Grant Program  
RFP No. 2005-JAII-05  
John Adams Innovation Institute  
Massachusetts Technology Collaborative  
75 North Drive  
Westborough, MA 01581-3340  
[JAII@masstech.org](mailto:JAII@masstech.org)

### **3.2 Innovation Institute Support for Preliminary Proposals and Letters of Intent**

The Innovation Institute expects that many Eligible Projects funded by Development Grants will result in applications for federal center grants or other major funding opportunities. Some federal/funding agencies have established multi-step application processes involving letters of intent and/or preliminary proposals. The Innovation Institute recognizes that appropriate indications of its support of the Eligible Project may 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 for a Research Center Matching Grant (RFP No. 2005-JAII-05) at the time a preliminary proposal is prepared may be premature. The Innovation Institute is prepared, in the sole exercise of its discretion, to issue non-binding letters of support indicating that the applicant appears to meet the threshold criteria for support from the Research Center Matching Grant Program (RFP 2005-JAII-05) and that the Institute is prepared to support the applicant's formal proposal efforts and to consider providing funding. Prospective Eligible Applicants should make direct contact with the Research Development Grant Program coordinator to discuss letters of support for preliminary proposals.

### **3.3 Pre-submittal Proposal Support**

MTC offers strategic guidance and pre-submittal 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 written 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 Development Grant Program. MTC's election to provide such review does not commit the Institute to provide funding from either the Development Grant Program or the Research Center Matching Grant Program (RFP 2005-JAII-05).

### **3.4 Questions and Answers**

Questions concerning this RFP must be submitted in writing (e-mail, mail, fax) to the Official Contact listed below. Electronic inquiries shall be directed to the e-mail address set forth below. All inquiries should reference the Collaborative R&D Partnerships Development Grant RFP (No. 2005-JAII-05). MTC will provide a link on its website (via [www.masstech.org/institute/jaii/research\\_rfp\\_6\\_05.htm](http://www.masstech.org/institute/jaii/research_rfp_6_05.htm)) to a listing of all questions and answers. MTC will periodically update this listing and Eligible 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:  
Christopher Scranton, Investment Funds Manager  
Massachusetts Technology Collaborative  
75 North Drive - Innovation Center  
Westborough, MA 01581  
[scranton@masstech.org](mailto:scranton@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. Potential applicants are advised to periodically visit our web site at [www.masstech.org](http://www.masstech.org) for updates to the schedule.

**Table 1  
RFP Schedule**

Issuance of RFP	June 1, 2005
Questions due:	
Application Due Date	Accepted on a rolling basis
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 Eligible Applicants.

**All awards under this RFP are subject to staff and/or external peer review and final approval by the Governing Board of the John Adams Innovation Institute. 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.**

### 4.0 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 Contractual Requirements**

MTC intends to enter into an agreement containing certain standard provisions. A copy of MTC's General Terms and Conditions is available at [www.masstech.org/Grants\\_and\\_Awards/JAII/04JAII01Info.htm](http://www.masstech.org/Grants_and_Awards/JAII/04JAII01Info.htm). MTC reserves the right to amend the agreement without further issuance of another RFP. **APPLICANTS THAT DO NOT HAVE ANY PROPOSED EXCEPTIONS TO THE GENERAL TERMS AND CONDITIONS MUST SIGN IT AND PROVIDE IT WITH APPLICANT'S SUBMISSION. IF SELECTED FOR FUNDING, MTC AND APPLICANT WILL EXECUTE A TASK ORDER SUBJECT TO THE GENERAL TERMS AND CONDITIONS SPECIFYING THE MUTUAL REQUIREMENTS OF PARTICIPATION.**

**IN THE EVENT AN APPLICANT TAKES EXCEPTION WITH THE PROVISIONS OF THE AGREEMENT, APPLICANTS ARE REQUIRED TO SPECIFY ANY EXCEPTIONS AND TO MAKE ANY SUGGESTED COUNTERPROPOSALS WITH THEIR APPLICATION. A FAILURE TO SPECIFY EXCEPTIONS AND/OR COUNTERPROPOSALS WILL BE DEEMED AN ACCEPTANCE OF THE TERMS AND CONDITIONS, AND NO SUBSEQUENT NEGOTIATION OF SUCH PROVISIONS SHALL BE PERMITTED.**

**PROVISION OF FUNDING IS NOT INTENDED TO MAKE MTC A CONTRACT PARTY TO ANY AGREEMENT BETWEEN THE FEDERAL GOVERNMENT AND THE APPLICANT.**

## **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 Eligible 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 any 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 Eligible 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 Eligible 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 Proposals at any time and without prior notice.