



MASSACHUSETTS
TECHNOLOGY
COLLABORATIVE

Request for Proposals
for the
Innovation-Based Economic Development Strategy for Holyoke and the Pioneer
Valley with concentration on design and development of an Innovation District in
Holyoke
(RFP No. 2010-JAII-01)

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

Procurement Team Leader:	Dr. Carlos Martinez-Vela Director of Innovation Policy
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Bidders' TeleConference:	4:00pm, June 21, 2010
Questions Due:	4:00pm, June 25, 2010
Answers to Questions Posted:	4:00pm, July 2, 2010
Responses Due:	3:00pm, July 15, 2010

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Request for Proposals for Innovation-Based Economic Development Strategy for Holyoke and the Pioneer Valley with concentration on design and development of an Innovation District in Holyoke

1. Introduction

1.1. Overview and Context

On June 10, 2009, the Governor of Massachusetts, the Mayor of Holyoke, the Presidents of Boston University, MIT, and the University of Massachusetts, and the Chief Executive Officers of Cisco and EMC made an historic announcement of their intent to enter into a partnership to create a green high performance computing center (GHPCC) to be located in the City of Holyoke. Their vision, which described the potential catalytic roles for the GHPCC and other innovation-based growth activities in the revitalization of the City of Holyoke and the economy of the Pioneer Valley, initiated a dialogue in the region and the Commonwealth that has the potential to transform economic conditions in the Pioneer Valley. Since June, the higher education consortium expanded to include Northeastern and Harvard Universities. Also, the Governor subsequently announced a planned investment of state funds, up to \$25 million, to support the GHPCC project in Holyoke.

Additional important context and background information is available in Appendix A.

1.2. Background on Sponsor and Project Participants

1.2.1. The Massachusetts Technology Collaborative

The Massachusetts Technology Collaborative (MTC) is an independent, non-partisan development agency chartered by the Commonwealth to promote new economic opportunity and foster a more favorable environment for the formation, retention and expansion of technology-related enterprise in Massachusetts. It serves as a catalyst for growing the knowledge and technology-based industries that comprise the Commonwealth's Innovation Economy. The Massachusetts Technology Collaborative operates at the intersection of government, industry and academia. It brings together leaders and stakeholders to advance technology-based solutions that lead to economic growth and improved healthcare. It energizes emerging markets by filling gaps in the marketplace, connecting key stakeholders, conducting critical economic analyses, and providing access to intellectual and financial capital. The Massachusetts Technology Collaborative operates three programmatic divisions and two initiatives that support economic growth and innovation, and attempt to generate public benefits for Massachusetts citizens: (1) John Adams Innovation Institute; (2) Massachusetts e-Health Institute; (3) The Massachusetts Broadband Institute; and (4) Healthcare Technologies and Life Sciences Initiatives. For more information about The Massachusetts Technology Collaborative and its programs and activities, visit the web site at www.masstech.org.

1.2.2. MTC's John Adams Innovation Institute

This project will be managed by the MTC's John Adams Innovation Institute. Established in 2004 as a division of the MTC, the Innovation Institute works to support key industry clusters and to improve conditions for growth in the Commonwealth's Innovation Economy. The "Innovation Economy" can be described as the economy that transforms knowledge into products, processes and services that fuel economic growth, create employment and wealth, and generate significant improvements in the region's standard of living.

The Innovation Institute provides targeted, expert services, often accompanied by investments, to support the growth and enhance the competitiveness of key industry clusters in the Commonwealth's knowledge economy. Region by region, sector by sector, the Innovation Institute's goal is to strengthen industry's ability to create and retain jobs. The ability to allocate and invest capital in a flexible manner and address ever-changing market conditions is a vital advantage for the Innovation Institute's work. The Innovation Institute also invests in building the research enterprise in Massachusetts.

The tools the Innovation Institute employs to invest in the Commonwealth's economic success include:

- convening of policymakers and stakeholders to create a solid framework for sound policy decisions;
- objective, fact-based information, research and analysis;
- strategic, targeted investments; and
- cutting-edge policy initiatives.

The convergence of activities and investments lends itself to productive cross-sector collaborations and partnerships between the public and private sectors, enhancing the ability of Massachusetts to compete for business, talent and opportunities in the global marketplace. For more information about the Innovation Institute and its activities and investments, please visit the web site at www.masstech.org.

1.2.3. Innovation District Task Force

The Innovation District Task Force (the "Task Force") represents key stakeholders in Holyoke and the broader Pioneer Valley who have convened for the purpose of advancing and implementing a vision for the future of the region. The next step in this effort is to conduct and complete successfully a scope of work that will allow the full benefits of an Innovation District to be realized over the short, mid- and long-term.

The Task Force is comprised of officials of the City of Holyoke, the Holyoke Redevelopment Authority, Holyoke Gas & Electric, Pioneer Valley Planning Commission, Western Mass Economic Development Council, University of Massachusetts Amherst, Holyoke Community College, Springfield Technical Community College, Western Massachusetts Cover Technologies, Holyoke Works, Peoples Bank, the Holyoke Chamber of Commerce, the Western Massachusetts Latino Chamber of Commerce, representatives from the offices of State Senator Michael Knapick, U.S. Congressman John Olver, State Representative Michael Kane, U.S. Congressman Richard Neal, and representatives from state economic development entities including MassDevelopment, the Franklin Regional Council of Governments, Pioneer Valley Connect, Western Massachusetts Regional Office – Small Business Development Center, Regional Employment Board of Hampden County, Springfield Office of Planning and Development, Massachusetts Office of Business Development (MOBD), the Executive Office of Housing and Economic Development (HED) and the Innovation Institute

1.2.4. Pioneer Valley Planning Commission

Since 1962, the Pioneer Valley Planning Commission has been the designated regional planning body for the Pioneer Valley region, which encompasses 43 cities and towns in the Hampden and Hampshire county areas. PVPC is the primary agency responsible for increasing communication, cooperation and coordination among all levels of government, as well as the private business and civic sectors in order to benefit the Pioneer Valley region and to improve its residents' quality of life. Although PVPC is a public sector agency, it is not a direct arm of the federal or state governments. Rather, it is a consortium of local governments that have banded together under the provisions of state law to address problems and opportunities that are regional in scope. As a result, PVPC's planning area is designated as a special district under the provisions of state enabling legislation.

1.2.5. City of Holyoke and Holyoke Redevelopment Authority

As part of the City of Holyoke's Economic Development Department, the Holyoke Redevelopment Authority (HRA) has the powers to plan and implement activities needed to redevelop underutilized, deteriorated or blighted areas, to encourage new development, and to promote sound growth for the City of Holyoke. It places great importance on the achievement of socio-economic development such as the provision of jobs for the unemployed, the addition of tax revenue to overburdened communities, and/or the assemblage of parcels of sufficient size for the expansion or siting of industry, business, or housing. The authority was established in 2008. The HRA is currently focusing on the Four Lower Census Tracts of the City and is collecting baseline data for the purpose of creating an Urban Renewal Plan.

1.3. Objectives of the Innovation District Strategy Development Project (IDSDP)

- Articulate an action-oriented agenda – including a range of specific policies, programs, tactics, strategies, and investments – to leverage the resources, assets, and processes already mobilized to bring the GHPCC to Holyoke in order to develop and catalyze broader innovation-based economic opportunities in the city and region. This agenda will help launch the initiatives for an innovation-based economic development process in Holyoke, building on the main factors that originally attracted the GHPCC project. These include lower-cost and renewable energy, available broadband internet access, enhanced rail connections, and the potential to achieve sustainability. The IDSDP seeks to understand the opportunities, both complementary to and independent of the GHPCC, represented by these assets and how they make Holyoke an attractive place to work, live, and play. The strategy supported by the work of this consulting effort includes, but is not limited to, planning for the emergence of an Innovation District that will serve as a focal point, including socially and intellectually, of an economic reinvention process for the City of Holyoke based on its being attractive to economic activity and the resulting growth of communities. Conceptual integration with existing urban revitalization plans underway in Holyoke is expected.
- Define and document a comprehensive and detailed industry cluster development strategy that will assist regional economic development players in their efforts to trigger new business formation and attract companies to the region. This strategy will consider leveraging existing industrial and economic assets in the region.
- Outline a strategy for a broader, regional innovation-based economic development strategy for the “Knowledge Corridor” that crosses state boundaries and follows the economic development opportunities along the north-south axis running next to the Connecticut River Valley, with Holyoke as one of the corridor’s key hubs.
- Sequence and prioritize a messaging and marketing campaign that will help attract investment to Holyoke, building on existing and envisioned future assets, in addition to renewable energy and the precision manufacturing industries, that include access to broadband, enhanced rail connections, and creative use of the Pioneer Valley’s higher education resources existing at institutions such as Holyoke Community College, Springfield Technical Community College, and the University of Massachusetts Amherst, among others.

2. Scope of Services

The purpose of this RFP is to identify and select a qualified consultant or consultant team to develop strategies to support (i) the deployment of an innovation-based economic development strategy and (ii) the establishment of an Innovation District within the City of Holyoke which can be leveraged to revitalize the economy of Holyoke and the region.

The selected consultant will be expected to:

- Engage with the Innovation District Design and Development Task Force.
- Engage with key community and regional stakeholders, as well as the academic and industrial partners, who are coming together to undertake the Green High Performance Computing Center Project.
- Create synergies and avoid redundancies with ongoing planning efforts within the City of Holyoke and the Pioneer Valley. In particular, the selected consultant is expected to engage in the dialogue regarding the City’s Urban Renewal Plan.

The Respondent will outline a detailed series of tasks to be undertaken in developing an innovation-based economic development strategy for the region with highest priority on design and development of an Innovation District in Holyoke. The work plan must be responsive to a strategic framework that has spatial (Innovation District, residential community, and regional) and temporal (near-term, mid-term, and long-term) dimensions. The work plan must also be responsive to a strategic framework which addresses the needs of urban planners, business and civic leaders, and the community at large, inclusive of state, regional, and local planning and economic development agencies and officials.

2.1. Priorities and Timelines

Some of the tasks and expected deliverables overlap all “concentric circles”, as described below, (i.e., GHPCC, Innovation District, City of Holyoke, and Pioneer Valley/Knowledge Corridor Region), while some are specific to each concentric circle. In this conceptualization of the proposed work, each subsequent circle has a larger radius or scope of impact from the work at hand than the previous one. It is expected that the respondent will provide a hierarchy of tasks and priorities based on the concentric-circle framework. Priorities and timelines for this project are conceived within a framework of the following “concentric circles”:

1. The center of these concentric circles is the proposed GHPCC and the assets, especially clean and cost-effective energy, that have made Holyoke a desirable location for the GHPCC and the epicenter of interest in the implementation of an innovation-based economic development strategy for the Pioneer Valley. (The development of the GHPCC is outside the scope of this RFP.)
2. Moving outwards from the center, and of highest priority for the consultant hired for this work, and of the greatest expected impact in the shorter term, is determining how to leverage the GHPCC, the availability of energy and other baseline conditions (i.e., transportation, telecommunications infrastructure, and other improvements) to develop an Innovation District in the City of Holyoke. The tasks and deliverables associated with the Innovation District Design and Development ought to be considered by the respondent as the element of this RFP with the highest level of priority.
3. The third concentric circle refers to the City of Holyoke. This concentric circle contains the tasks and deliverables associated with (1) determining how the broader City of Holyoke, beyond the GHPCC and the Innovation District, can become more attractive for business formation and location; and (2) proposing how to create opportunities for the citizens of Holyoke to benefit from the presence of the GHPCC and the envisioned revitalization anchored by the Innovation District. The strategies associated with this concentric circle are associated with a longer timeframe but are considered a high economic development priority.
4. The fourth concentric circle is the Pioneer Valley region and the Knowledge Corridor. It includes the tasks and deliverables associated with an innovation-based economic development strategy for the region. This concentric circle is associated with the longer-term vision for benefits from the potential impact of the GHPCC and the emergence of an Innovation District in Holyoke.

2.2. Tasks and Deliverables

The work plan must, at a minimum, address and provide separate budgeting for the following:

2.2.1. Task 1 – Prioritization and Preparatory Activities

- a. Kick-off meeting - based on the concentric-circle organizing framework outlined above, the respondent will review the proposed work plan with the Task Force and establish a set of common priorities based on expected impacts and time horizons.
- b. Communications and stakeholder engagement strategy, including a strategy to leverage web-based engagement (e.g., online surveys) with key stakeholders.
- c. Expansion of a web-based portal for communication with stakeholders, utilizing the existing website www.innovateholyokey.com, to increase and maintain the transparency of the process.
- d. Targeted outreach efforts specifically designed to enlist and engage the input of individuals and groups whose comments and suggestions can be valuable to this planning effort. Examples of such individuals and groups include young entrepreneurs, small business owners, ethnic or minority groups, etc.

2.2.2. Task 2 – Analysis of Baseline Conditions and Opportunities

- a. Identify and assess opportunities and constraints for leveraging the current convergence of factors and mobilization of regional actors, as evidenced in the effort to establish the Green

High Performance Computing Center that could support the emergence of an Innovation District in Holyoke and, in the longer term, catalyze a broad-based process of innovation-based economic development in the region.

- b. Identify key assets that could be leveraged to facilitate the emergence of an Innovation District in Holyoke which, in turn, could help utilize this Innovation District to catalyze an innovation-based economic development process built on a regional competitive advantage. The identification and description of opportunities to upgrade these assets and/or create synergies among them, is expected. Among the assets and related economic conditions to be included are:
 - i) Baseline physical infrastructure
 - a) Cost-effective, renewable energy resources, particularly as represented by Holyoke Gas & Electric and other energy players in the region (See Task 4 below).
 - b) Telecommunications infrastructure, particularly as represented by the fiber optic network running through the I-91 corridor and efforts to expand it throughout the region.
 - c) Transportation, both road infrastructure and the opportunity presented by the planned upgrade and re-routing of high-speed rail through Holyoke

This work should include a competitive analysis of commercial and industrial real estate costs and their effects on the location decisions of new businesses.
 - ii) Global context and linkages
 - a) Key trends in the regional, national, or global economy that align with, or can be leveraged to support, a comprehensive and multifaceted regional innovation-based economic development strategy.
 - b) Key linkages (local, regional, state, global) that can create synergies to enhance innovation-based economic development.
 - iii) Local and regional socio-economic environment
 - a) Educational and income level of the population that could be directly affected or benefit from the emergence of an innovation-driven segment of the economy in Holyoke.
 - b) Factors influencing the quality of life in the city and region, such as housing, cultural facilities, open space, and recreation, etc.
 - iv) Key leadership/institutions for collaboration in the City of Holyoke and the region at large.
 - v) Key institutional infrastructure for innovation in the City of Holyoke and along the "Knowledge Corridor"
 - a) Higher education and research institutions
 - b) Other research-oriented institutions
 - c) Major innovation economy employers
 - d) Local and regional attraction amenities such as key arts and cultural institutions, recreational facilities, natural resource assets, and historic structures.
- c. Identify key gaps in the innovation ecosystem and/or competitive challenges that must be addressed to support a comprehensive and multifaceted innovation-based economic development strategy for the region, with particular emphasis on gaps and challenges that must be addressed to support an Innovation District in Holyoke.
- d. Identify opportunities to leverage the interests and capacity of the academic and industrial partners currently involved in the GHPCC initiative to support a broader agenda for innovation-based economic development in the City of Holyoke and the Pioneer Valley.
- e. Present relevant lessons from comparable examples of regional innovation-based economic development initiatives including, to the extent appropriate, those that have involved:

- i) High performance computing centers
- ii) Innovation districts
- iii) Strategies to reinvent regional and/or urban economies
- iv) Successful efforts in comparable small cities and medium-sized metropolitan regions

2.2.3. Task 3 – Energy Strategy Development

- a. Provide a comprehensive strategy to enhance and leverage the region's competitive advantage in low-cost and sustainable energy infrastructure, available through Holyoke Gas & Electric (HG&E).
 - i) Review HG&E's preliminary energy scaling plan and determine the reasonableness of HG&E's ability to expand to meet potential increased loads while maintaining a competitive advantage in the region with respect to cost and carbon-content.
 - ii) Consider how the assets and capacities of HG&E (e.g., ownership of Holyoke Dam and canal system; jurisdiction of fully integrated energy system; pre-permitted hydroelectric locations; available real estate and economic development mandate, etc.) can provide the framework to support the formation of and attracting to Holyoke of firms developing clean and alternative energy technologies and processes
 - iii) Consider how existing hydroelectric and other assets of HG&E can serve as a "demonstration location" for universities and industry to test and validate new and emerging energy technologies.
 - iv) Recommend business support strategies for development of an indigenous clean energy industry. This strategy should consider the following non-exclusive list of interventions: business incubation; energy demonstration center; business finance support; and development of formal and informal energy business networking services.

2.2.4. Task 4 – Industry Cluster Strategy Development

- a. Identify and map existing assets in the city and region that are well positioned as stand-alone foundations (e.g. Holyoke Gas & Electric, Holyoke Community College, I-91 High Speed Broadband Fiber etc.) or as part of key industry cluster value chains.
- b. Based on asset and value chain mapping, recommend the targeting of existing or emerging industries, first in Massachusetts, then nationally and internationally, that could contribute to growth in Holyoke, with the Innovation District as the epicenter for growth and co-location, and articulate prospects for expansion to the larger Pioneer Valley.
 - i) Identify industries amenable to an endogenous growth strategy.
 - ii) Identify industries amenable to a growth strategy based on the transplantation (attraction) of assets and companies currently located elsewhere, or that are in the process of making location decisions.
 - iii) Identify target companies that could establish and have a presence in Holyoke and thereby serve as "anchor tenants" for a more varied range of small and-medium-sized businesses to emerge in the Innovation District and in the broader region, thereby leveraging clean and cost-effective energy synergistically with the proposed GHPCC.
 - iv) Define and propose a strategy that would leverage the presence of the GHPCC, clean energy, new transportation modes and intermodal connections, and an expanding broadband infrastructure, to spur the emergence of industry cluster formation processes in Holyoke and the Pioneer Valley.
 - (1) Identify synergies with existing businesses, universities, and colleges to devise a plan to promote entrepreneurial activity in ways that leverage the GHPCC.
 - (2) Identify opportunities to attract major industry players to the region, leveraging the GHPCC and the availability of clean, cost-effective energy.

This strategy includes the envisioning of space within the Innovation District for emerging entrepreneurs and young businesses.

- c. Identify where these assets align (or could evolve to align) with perceived growth opportunities in the innovation economy.

2.2.5. Task 5 – Innovation Ecosystem Strategy Development

- a. Name, specify, and prescribe strategies for enhancement, growth, and collaboration in and between players in industry, academia, and government, building on insights generated as part of analysis of baseline conditions and opportunities that will:
 - i) Enhance the innovation ecosystem, attract new businesses, strengthen existing businesses, and support the emergence of an Innovation District within the City of Holyoke.
 - ii) Enhance the innovation ecosystem, attract new businesses, strengthen existing businesses, and support economic growth within the Pioneer Valley region.
 - iii) Help upgrade workforce skills, establish alternative career ladders, and otherwise provide economic opportunity for disadvantaged and minority populations in the City of Holyoke and the Pioneer Valley.
- b. Present a calendar-based work plan for project participants to execute the above strategies.
- c. Provide explicit recommendations, consistent both with the economic development objectives and the order of priorities established by the concentric-circle framework, for how the recommended efforts should be implemented, including how community and regional interests will be balanced.

2.2.6. Task 6 – Public Input

The project will include several levels of public input throughout the process. It is estimated that there will be one large public charette during the process and smaller stakeholder interviews with key sectors throughout the process.

- a. Prepare a plan to engage stakeholders throughout the exercise to ensure the development and validation of shared understandings.
- b. Proposed inputs and expected participation include the Innovation District Task Force, the City of Holyoke, the Pioneer Valley Planning Commission, community residents, the Massachusetts Executive Office of Housing and Economic Development and the GHPCC consortium, among others.
- c. The consultant will be expected to be in regular communication with the City of Holyoke's consultant which is completing the Urban Renewal Plan and is also gathering other information through that work. The consultant will also be expected to share information gathered through its work on this project with the consultant completing the Urban Renewal Plan.

2.2.7. Task 7 – Reporting and Dissemination

- a. Prepare a final report suitable for dissemination to key stakeholders and the public at large.
- b. Prepare a communications plan designed to disseminate broadly and effectively the final recommended strategy devised by the consultant or consultant team selected to work with the Innovation District Task Force. Identify the creative means to execute the communication plan so as to achieve broad public awareness, understanding, and support for the successful implementation of the recommended Innovation District Strategy ultimately assembled under the auspices of this project.

2.3. Duration of Services

We expect the active portion of this engagement to be conducted over approximately nine months. Respondents should discuss this expectation as part of their response.

3. Instructions for Response

3.1. General

MTC is issuing this RFP (No. 2010-JAII-01) to solicit responses from firms and organizations capable of combining urban revitalization and innovation-based economic development strategies for the purpose of shaping and guiding public and private sector investments during a five-ten year period. MTC intends to select a firm to develop strategies (i) to support the establishment of an Innovation District within the City of Holyoke and (ii) to leverage the presence of that Innovation District for the explicit purpose of catalyzing business formation and job creation in Holyoke and throughout the Pioneer Valley.

Respondents will be competing against each other for selection to develop these strategies (as set forth in Section 2, the "Strategy Services"). The submissions of all Respondent firms shall be compared and evaluated pursuant to the evaluation criteria set forth in this RFP. Any firm interested in providing the Strategy Services requested in this RFP must: (i) respond to this RFP; and (ii) execute MTC's Master Agreement for Services (the "Master Agreement"), available at <http://www.masstech.org/AgencyOverview/opps.htm> (see Section 3.4 for more detail regarding the Master Agreement). In the event that a Respondent selected under this RFP is currently party to a Master Agreement, MTC will exercise its discretion in either maintaining the current Master Agreement or terminating the agreement and requiring execution of a new Master Agreement.

(c) RESPONDENTS PLEASE NOTE:

- (i) Individuals providing Strategy Services to MTC may be considered to be "special state employees" subject to the provisions of the Massachusetts Conflict of Interest Law (M.G.L. c.268A). MTC's Master Agreement requires contractors to certify, among other things, compliance with the Conflict of Interest law.
- (ii) Selection of a Respondent under this RFP does not commit MTC to procuring any services under any Master Agreement executed pursuant to this RFP.
- (iii) Respondents to the RFP who are currently (or who anticipate that they prospectively may be) providing services to MTC grantees are advised to review MTC's procurement conflicts policy (located at www.masstech.org/agencyoverview/procurement.htm). As part of its response, Respondent must affirmatively indicate whether it has contracts for services funded in part or in whole by MTC grants.

SEE Section 4.1 for more information regarding Respondent eligibility.

3.2. Clarification Procedures

3.2.1. Questions

Questions regarding this RFP may be submitted in writing to the address set forth in Section 4.2(b) or by electronic mail to ablett@masstech.org. All questions must be received by 4:00 PM Eastern Standard Time on June 25, 2010. Submission of questions by electronic mail is strongly encouraged. Please include the RFP number on the envelope or in the subject heading. Responses to all questions received will be posted on or before 4:00 pm EST on July 2, 2010, to the MTC website.

3.2.2. Bidders' Conference

An optional bidders' teleconference will be held at MTC offices at 4:00 PM, June 21, 2010. All potential applicants interested in participating in the tele-conference must register with MTC by 11:00 am June 17, 2010. **To register, please email Melissa Ablett (ablett@masstech.org).** MTC will transmit the conference call information to all registered bidders 24 hours in advance of the teleconference. MTC will post summary responses to procedural questions and issues addressed at the bidders' teleconference on its website.

3.3. Schedule

The RFP process will proceed according to the following anticipated schedule:

June 8, 2010	RFP Issued.
June 17, 2010	Deadline to Register for Bidders' Teleconference (see Section 3.2.2)
June 21, 2010	Bidders' Teleconference 4:00 p.m. (see Section 3.2.2)
June 25, 2010	Deadline for all questions and clarification inquiries, preferably submitted via e-mail to Ablett@masstech.org
July 2, 2010	Answers to Respondents questions posted.
July 15, 2010	Responses due by 3:00 p.m.

Responses will be due no later than 3:00 p.m. EDT, on July 15, 2010. Responses received later than the date and time specified will be rejected or deemed non-conforming and returned to the Respondent unopened. MTC assumes no responsibility or liability for late delivery or receipt of responses.

The responses will be evaluated pursuant to the criteria set forth in this RFP. Notification of selection or non-selection of all Respondents who submitted conforming responses will be mailed when the selection process is final.

3.4. Master Agreement:

The selected Respondent will execute the standard Master Agreement, available at <http://www.masstech.org/AgencyOverview/opps.htm>. **RESPONDENTS ARE REQUIRED TO SPECIFY ANY EXCEPTIONS TO THE MASTER AGREEMENT AND TO MAKE ANY SUGGESTED COUNTERPROPOSAL(S) WITH THEIR RESPONSE. FAILURE TO SPECIFY EXCEPTIONS AND/OR COUNTERPROPOSALS WILL BE DEEMED AN ACCEPTANCE OF THE MASTER AGREEMENT'S TERMS AND CONDITIONS, AND NO SUBSEQUENT NEGOTIATION OF SUCH PROVISIONS SHALL BE PERMITTED.** The Master Agreement and any work orders issued to Respondent will be managed for MTC by its Contracts Administrator and relevant Project Manager.

4. RFP Response Format & Contents

4.1. Eligibility

Respondents may elect to assemble a team to address all requirements of the Strategy Services if they are not available within a single organization. In such case, individual team members must demonstrate knowledge and experience in performing the services required. If a team or joint venture approach is proposed, the respondent must identify the legal entity which shall sign and be obligated to comply with the terms and conditions of the Master Agreement.

In order to be considered, respondents must, at a minimum, demonstrate:

- An understanding and knowledge of innovation-based economic development theory and practice;
- Demonstrated knowledge and expertise in clean energy industry-related strategic consultant services (i.e., this expertise should, at least in part, be obvious within the consultant team);
- Demonstrated experience, within the last 5 years, with the design and implementation of regional innovation-based economic development strategy in context with similar challenges and opportunities to those presented by Holyoke;
- A demonstrated capacity to approach the tasks at hand in an interdisciplinary way, with methods and conceptual frameworks relevant to practice in the specific context under consideration;
- Experience working with multiple stakeholders in industry, government and academia;
- Excellence in written communication and experience in the public dissemination of outcomes for general audiences;

- An Ability to come up to speed quickly on new industries and markets, understanding the business logic in new / evolving segments;
- A Substantive knowledge of regional economic development and its relationship to industrial innovation and the location decisions of firms;
- An ability to work effectively within the context of a government agency;
- That the rates proposed for these services are competitive with the rates provided to other clients for similar services; and
- A track record of completing work on schedule and within assigned budgets.

4.2. Instructions for Submission of Responses:

The preparation of the Proposal shall be at the expense of the prospective consultant. It is the sole responsibility of the prospective consultants to fully examine this RFP's addenda (if any) and referenced documents. Failure to comply with the provisions of this RFP may serve as grounds for rejection of a response. Therefore, Respondents are cautioned to read carefully and conform to the requirements of this specific RFP.

- (a) All responses must be submitted in writing, on 8 ½ x 11 paper (including all required submissions), with one (1) bound original; one (1) unbound copy; 10 bound copies (no three ring binders); and one electronic version (.pdf or .doc) thereof.

RESPONDENTS ARE CAUTIONED TO REVIEW APPENDIX B, PRIOR TO SUBMITTING AN ELECTRONIC COPY OF THEIR RESPONSE. IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN APPENDIX B, ANY INFORMATION THAT RESPONDENT HAS IDENTIFIED AS "SENSITIVE INFORMATION" IN THE HARD COPY OF THEIR RESPONSE SHOULD BE DELETED FROM THE ELECTRONIC COPY PRIOR TO SUBMISSION TO MTC.

- (b) Responses **must** be delivered to:

Request for Proposals for Innovation-Based Economic Development Strategy for
Holyoke and the Pioneer Valley
RFP No. 2010-JAII-01
Massachusetts Technology Collaborative
75 North Drive
Westborough, MA 01581

- (c) A statement indicating compliance with the terms, conditions and specifications contained in this RFP must be presented in the response. Submission of the signed Authorized Respondent's Signature and Acceptance form (Appendix C) shall satisfy this requirement.
- (d) Any and all materials and documentation submitted to MTC in response to this RFP shall become MTC's property and shall be subject to public disclosure under the Massachusetts Public Records Act. In this regard, Respondents are required to sign the Authorized Respondent's Signature and Acceptance Form, set forth as an Appendix hereto.

RESPONDENTS PLEASE NOTE : BY EXECUTING THE AUTHORIZED RESPONDENT'S SIGNATURE AND ACCEPTANCE FORM AND SUBMITTING A RESPONSE TO THIS RFP, RESPONDENT CERTIFIES THAT IT (1) ACKNOWLEDGES AND UNDERSTANDS THE PROCEDURES FOR HANDLING MATERIALS SUBMITTED TO MTC, AS SET FORTH IN APPENDIX B HERETO, (2) AGREES TO BE BOUND BY THOSE PROCEDURES, AND (3) AGREES THAT MTC SHALL NOT BE LIABLE UNDER ANY CIRCUMSTANCES FOR THE DISCLOSURE OF ANY MATERIALS SUBMITTED TO IT PURSUANT TO THIS RFP OR UPON RESPONDENT'S SELECTION.

4.3. Required Sections of a Submission to this RFP

In addition to the requirements set forth in Section 2, Respondent's should provide the following information in their Response.

Executive Summary

Respondents should provide a summary of their organization, their methodologies, their qualifications and their proposed approach for working with MTC. This summary should be a maximum of 2 pages in length.

Technical Proposal

Respondents will submit a detailed statement of their understanding of the consulting assignment and their proposed approach to addressing the Scope of Services as outlined in Section 2. The Technical Proposal shall include project milestones, an overall timeline for the project and the following information:

- A written process and plan to manage the overall project activities.
- A process and plan to engage stakeholders throughout the exercise to ensure the development and validation of shared understandings.
- Proposed inputs and expected participation from the Innovation District Task Force, the City of Holyoke, the Pioneer Valley Planning Commission, and MTC personnel.
- Proposed deliverables.
- Schedule, milestones, and consolidated project budget including task breakdowns.
- Key assumptions that form the basis for the proposal.
- Appropriate time horizon, as well as the rationale behind it.

Statement of General Qualifications

Respondents will submit a detailed statement of their qualifications for providing services to MTC. Respondents must include the following information:

- A general description of the Respondent including the nature of the business or organization, legal entity and state of jurisdiction; its size and organizational structure and the types of services provided and clients served. This description should include an identification of any subcontractors proposed to be used by the Respondent;
- If Respondent is a “team” or a joint venture, a general description of the legal relationship of the participants is required, including identification of the legal entity that will execute and be bound by the Master Agreement;
- A list of previous projects in which the respondent or team of respondents have been directly involved that are similar or comparable to this particular assignment. Each listed project should include a descriptive abstract of no more than 250 words and the name of one or more contact persons who could serve as a reference.
- The primary personnel comprising the likely project team to be assigned to work with MTC, including bios for each individual highlighting the areas of expertise and current position with the organization, as well as providing a description of their experience, credentials, employment history and relevant project experience. All Respondents must identify the individual(s) who (i) will have primary responsibility for contact and communications with MTC (x) for the provision of additional information and (y) for day-to-day management of the project; and (ii) is authorized to negotiate and contractually bind Respondent. MTC reserves the right to investigate and review the background of any or all personnel assigned to work under a contract and, based on such investigations, to reject the use of any persons within MTC’s discretion. Any changes to personnel require formal written approval by MTC, and MTC reserves the right to terminate a contract if changes are not approved.
- Samples of innovation-based economic development strategies performed by Respondent (particularly of Respondent’s proposed team) if available.

In addition to addressing the tasks, considerations, and work products cited above, the Respondent will provide:

Billing Rates and Structure

The Respondent selected hereunder will also be added to MTC's list of consultants prequalified to provide services to MTC. Therefore, MTC anticipates establishing a set rate schedule with the selected firm that will be held firm through June 30, 2012. In anticipation of this process, Respondents are required to include the following information in their response. Respondents may, but are not required to, use Appendix D for this purpose.

- The Respondent should bid this project based on time and materials with a not to exceed cap;
- A schedule of hourly rates to be charged by personnel identified in the qualification statement above and rate categories for additional personnel that may work on specific assignments. Respondents please note that work performed under a work order to the Master Agreement will generally be billed in accordance with the hourly rates provided by the Respondent (the "the Offered Rate"); and
- A list, by type and amount, of any additional fees, overhead charges, or reimbursable expenses, if any. As a general policy, MTC does not pay mark-ups on subcontractor costs, reimbursables or out-of-pocket expenses. Nor does MTC pay for word processing, secretarial overtime or meals. For travel costs, MTC pays the IRS rate per mile.

Tax Law Compliance/Debarment:

All responses must include an affidavit of compliance with all corporate filing requirements and compliance with Commonwealth and Federal tax laws. Respondents must also certify that they have not been debarred from performance by any Commonwealth and/or Federal agency. Submission of the signed Authorized Respondent's Signature and Acceptance form (Appendix C) shall satisfy this requirement.

5. Evaluation Process and Criteria

MTC's evaluation committee shall evaluate each Response that is complete and properly submitted. After submission and review of Responses, interviews may be requested. Evaluation of complete and properly submitted responses to this RFP will be based on the following criteria:

1. Technical Approach
 - a. Understanding of key issues to be addressed by the consultant.
 - b. Approach to communications and outreach, including approaches to engaging the public, City of Holyoke officials, and the Urban Renewal Consultant
 - c. Conceptual framework and empirical approach to energy strategy development
 - d. Conceptual framework and empirical approach to regional cluster strategy development
 - e. Conceptual framework and empirical approach to innovation ecosystem strategy development
2. Experience and Qualifications
 - a. Quality and clarity of the proposal
 - b. Relevant experience of proposing organization in energy strategy development
 - c. Relevant experience of proposing organization in regional cluster strategy development
 - d. Relevant experience of proposing organization in innovation ecosystem strategy development
 - e. Qualifications and relevant experience of Principal Investigator/Project Manager
 - f. Qualifications and relevant experience of other key personnel
3. Budget
 - a. Reasonableness of proposed level of effort to achieve project objectives
 - b. Overall value represented by the consultant

While the order of these factors does not generally denote relative importance, MTC acknowledges that selecting "best value" providers primarily requires a balanced combination of (1) reasonable rates and the availability of flat fees, blended rates and caps on fees, and (2) strong experience and demonstrated expertise in providing Strategy Services.

MTC reserves the right to consider such other relevant factors as it deems appropriate in order to hire the "best value" provider of the Strategy Services. MTC may or may not seek additional information from Respondents prior to making a selection.

This RFP does not commit MTC to select any firm, award any work order, pay any costs incurred in preparing a response, or procure or contract for any services or supplies. MTC reserves the right to accept or reject any or all submittals received, cancel or modify the RFP in part or in its entirety, or change the RFP guidelines, when it is in the best interests of MTC to do so.

6. Other Provisions

6.1. General Information

- (a) The terms of 801 C.M.R. 21.00: Procurement of Commodities and Services is incorporated by reference into this RFP. The foregoing notwithstanding, MTC's Master Agreement (available at <http://www.masstech.org/AgencyOverview/opps.htm>) incorporates the Commonwealth's Terms and Conditions and shall constitute the only contract requiring execution. Words used in this RFP shall have the meanings defined in 801 C.M.R. 21.00. Additional definitions may also be identified in this RFP. All terms, conditions, requirements, and procedures included in this RFP must be met for a Response to be determined responsive. If a Respondent fails to meet any material terms, conditions, requirements or procedures, its response may be deemed unresponsive and disqualified.
- (b) All responses, proposals, related documentation and information submitted in response to this RFP are subject to the Massachusetts Freedom of Information Law, M.G. L. c. 66, §10, and to M.G.L. c. 4, §7(26), regarding public access to such documents. Any statements reserving any confidentiality or privacy rights in submitted responses or otherwise inconsistent with these statutes will be void and disregarded. The foregoing notwithstanding, MTC has developed a set of procedures to deal with all documents submitted to it in response to the RFP, and those procedures are set forth in Appendix B hereto. By executing the Authorized Respondent's Signature and Acceptance Form, set forth as Appendix C hereto, Respondent acknowledges, understands and agrees to be bound by the procedures set forth in Appendix B, and agrees that MTC shall not be liable under any circumstances for the subsequent disclosure of any materials submitted to it by Respondent pursuant to this RFP and/or in connection with any contract entered into between Respondent and MTC as a result of the RFP process.
- (c) Further, any selected Respondent must recognize that in the performance of the Master Agreement and any work orders issued thereto it may become a holder of personal data (as defined in M.G.L. c. 66A) or other information deemed confidential by the Commonwealth. Respondent shall comply with the laws and regulations relating to confidentiality and privacy, including any rules or regulations of the MTC. Any questions concerning issues of confidentiality, the submission of materials to MTC, application of the procedures set forth in Appendix B or any other questions related to these matters, please contact Matthew L. Schemmel, Esq., at MTC.
- (d) It is the policy of MTC that contracts are awarded only to responsive and responsible Respondents. In order to qualify as responsive, the Respondent must respond to all requirements of the RFP in a complete and thorough manner. In order to qualify as responsible, the Respondent must demonstrate: (1) the availability of adequate resources and staffing to efficiently and expeditiously service MTC's needs; (2) the necessary experience, organization, qualifications, skills and facilities to provide the types of Strategy Services set forth in this RFP; (3) a satisfactory record of performance in the provision of the Strategy Services set forth in this RFP; (4) the ability and willingness to comply with the requirements of Federal and State law relative to equal employment opportunity. **ANY PROPOSAL DETERMINED TO BE NON-RESPONSIVE TO THIS RFP, INCLUDING INSTRUCTIONS GOVERNING THE**

SUBMISSION OF PROPOSALS, WILL BE DISQUALIFIED WITHOUT EVALUATION UNLESS THE EVALUATION COMMITTEE DETERMINES THAT THE NONCOMPLIANCE IS INSUBSTANTIAL.

- (e) MTC makes no guarantee that any Strategy Services will be purchased pursuant to any Master Agreement entered into with Respondent as a result of this RFP.
- (f) Unless otherwise specified in this RFP, all communications, responses, and documentation must be in English, and all cost proposals or figures in U.S. currency. All responses must be submitted in accordance with the specific terms of this RFP. Respondents should note that the procedures for handling information deemed sensitive by Respondent and submitted to MTC set forth in Appendix C apply only to hard copy documents, and are not applicable to information submitted by, among other methods, e-mail, facsimile or verbally.
- (g) Respondents are prohibited from communicating directly with any employee of MTC except as specified in this RFP, and no other individual Commonwealth employee or representative is authorized to provide any information or respond to any questions or inquiries concerning this RFP. Respondents may contact the Procurement Team Leader for this RFP in the event this RFP is incomplete.
- (h) The Procurement Team Leader may provide reasonable accommodations, including the provision of material in an alternative format, for qualified Respondents with disabilities or other hardships. Respondents requiring accommodations shall submit requests in writing, with supporting documentation justifying the accommodations, to the Procurement Team Leader. The Procurement Team Leader reserves the right to grant or reject any request for accommodations.
- (i) If a Respondent is unable to meet any of the specifications required in this RFP, the Respondent's response must include an alternative method for meeting such specification by identifying the specification, the proposed alternative and thoroughly describing how the alternative achieves substantially equivalent or better performance to the performance required in the RFP specification. MTC will determine if a proposed alternative method of performance achieves substantially equivalent or better performance.
- (j) The goal of this RFP is to select and enter into a Master Agreement with the Respondent that will provide the best value of Strategy Services to achieve the procurement goals of MTC. Respondents are therefore invited to propose alternatives which provide substantially better or more cost-effective performance than achievable under a stated RFP specification.
- (k) Costs that are not specifically identified in the Respondent's response and not specifically accepted by MTC as part of a contract will not be compensated under any contract awarded pursuant to this RFP. MTC shall not be responsible for any costs or expenses incurred by Respondents in responding to this RFP.
- (l) The Respondent may not alter the RFP or its components except for those portions intended to collect the Respondent's response (Cost pages, etc.). Modifications to the body of this RFP, specifications, terms and conditions, or which change the intent of this RFP are prohibited. Any modifications other than where the Respondent is prompted for a response will disqualify the response. The foregoing notwithstanding, proposed exceptions and/or counterproposals to the Master Service Agreement are permitted to be submitted with a Response.
- (m) Respondent's submitted Response shall be treated by MTC as an accurate statement of Respondent's capabilities and experience. Should any statement asserted by Respondent prove to be inaccurate or inconsistent with the foregoing, such inaccuracy or inconsistency shall constitute sufficient cause for rejection of the Response and/or of any resulting contract. The RFP evaluation committee will rule on any such matters and will determine appropriate action.

- (n) If MTC determines that it is necessary to revise any part of this RFP, or if additional data is necessary to clarify any of its provisions, a supplement will be posted to MTC's website. MTC's RFP evaluation committee reserves the right to amend the RFP at any time prior to the deadline for submission of responses.
- (o) Submitted Responses must be valid in all respects for a minimum period of sixty (60) days after the deadline for submission.
- p) MTC's prior approval is required for any subcontracted services under any Master Agreement entered into as a result of this RFP. Selected Respondent is responsible for the satisfactory performance and adequate oversight of its subcontractors. Subcontractors are required to meet the same requirements and are held to the same reimbursable cost standards as the selected Respondent.
- q) The Master Agreement and work orders entered into as a result of this RFP shall generally be on a fee for service basis. It is anticipated that MTC will select one Respondent to this RFP and will enter into a Master Agreement with the selected Respondent. It is anticipated that the term of the Master Agreement entered into pursuant to this RFP will be twenty-four (24) months, with MTC options to renew it in its discretion.

6.2. Waiver Authority

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

6.3. Disclaimer

This RFP does not commit MTC to award any funds, pay any costs incurred in preparing a response, or procure or contract for services or supplies. MTC reserves the right to accept or reject any or all responses received, negotiate with all qualified Respondents, cancel or modify the RFP in part or in its entirety, or change the response guidelines, when it is in its best interests.

6.4. Changes/Amendments to RFP

This RFP has been distributed electronically using MTC's website. It is the responsibility of Respondents to check MTC's website for any addenda or modifications to a RFP to which they intend to respond. MTC, the Commonwealth of Massachusetts, and its subdivisions accept no liability and will provide no accommodation to Respondents who submit a response based on an out-of-date RFP document

Appendix A: Additional Background Information

The availability of cost-competitive and clean energy is one of the key factors that led to Holyoke's selection as the site for the GHPCC. Currently, Holyoke offers some of the lowest commercial/industrial electric rates in the region, and the carbon content of the electricity is less than one-third that of the average New England utility. Holyoke Gas & Electric's (HG&E) competitive advantage is largely due to the low-cost, hydro-electric power generated in Holyoke. Cost-competitive, clean energy will also be a key factor in attracting additional development to the City. Therefore, because of the practical limitation of developing additional cost-competitive renewable energy capacity in Holyoke, it is important to understand how much additional economic development growth Holyoke can accommodate while maintaining this particular competitive advantage in terms of both price and carbon content. HG&E has developed a preliminary energy scaling plan based, in large part, on consultant recommendations to meet the GHPCC load as well as demand from other projects within the Innovation District which can drive job formation and economic growth.

Concurrently, the City of Holyoke and the Holyoke Redevelopment Authority (HRA) are in the process of developing a vision for their upcoming Urban Renewal Plan and will include an Innovation District as one of the core elements of their urban planning and redevelopment initiatives. The Pioneer Valley Planning Commission (PVPC), in concert with the City of Holyoke, has established an Innovation District Task Force to consider how best to leverage the establishment of the GHPCC as a catalyst for economic growth in Holyoke and in the region. The Massachusetts Technology Collaborative (MTC) has been tasked by Governor Patrick and Secretary Bialecki of the Executive Office of Housing and Economic Development, to work with the City and the PVPC to fund and support the development of regional and cluster-based strategies. This Request for Proposals (RFP) for strategic consulting services is a key element in the overall plan to develop those strategies.

This project is being initiated at an exciting and auspicious time for the City and the region as evidenced by the convergence of separate policy initiatives and program activities underway, including:

1. The City of Holyoke created a Redevelopment Authority authorized under MGL Chapter 121B on November 4, 2008
2. In the Fall of 2009, the City of Holyoke and the HRA released Holyoke's Center City Vision Plan, prepared by its consultant Vanasse Hangen Brustlin, Inc., (VHB) through a civic engagement process, as the vision to be used for the creation of an Urban Renewal Plan.
3. On October 21, 2009, the GHPCC Partnership announced the completion of its initial due diligence and its intent to proceed with a site selection and design of a facility to be located in the Canal District in the City of Holyoke.
4. The HRA has hired VHB to develop a comprehensive Urban Renewal Plan that will focus on the lower-four census tracts where the GHPCC is likely to be located.
5. On January 28, 2010, the US Department of Transportation announced a \$160 million project to upgrade high speed rail between New Haven, CT, and St. Albans, VT, which will include a \$70 million major reconstruction and upgrading to the Pioneer Valley's main north-south rail corridor, and the creation of a future rail hub along this corridor in Holyoke.
6. On February 10, 2010, the City of Holyoke and Cisco announced the signing of a Memorandum of Understanding that designates Holyoke as Cisco's first Smart and Connected Community in the United States. As part of this initiative, Holyoke and Cisco intend to develop projects focused on smart housing, healthcare, public safety, education, and energy.
7. Holyoke has committed to adopting the necessary criteria to become a Green Community in compliance with the Commonwealth's Green Communities Act.

Additionally, other important initiatives have been taking place within the Pioneer Valley region.

1. Federal funding has been secured and construction is underway to lay fiber optic cables along Route I-91 between Springfield and Greenfield, passing through Holyoke.
2. In 2004, the PVPC completed and released a major, ten-year update of the region's strategic economic plan, commonly referred to as the "Pioneer Valley Plan for Progress."
3. In January 2008, the PVPC released a Clean Energy Plan, which includes first steps toward articulating a regional cluster development strategy for the Clean Tech sector.
4. In Fall 2008, UMass Amherst and the City of Springfield established the Greater Springfield-UMass Amherst Partnership, designed to revitalize Springfield's economy and position the city, in the long term, as a center for environmentally-beneficial green industries and boost the Springfield's arts and creative economy.
5. In September 2007, the PVPC completed and released the Valley Vision II document that serves as the Pioneer Valley's regional land use plan for sustainability and smart growth. This document has been cross-accepted by 40 of PVPC's 43 member communities including the City of Holyoke.

Both in Holyoke and in the broader Pioneer Valley, there are key assets with important potential that need to be mobilized strategically to contribute to this process. These assets include:

1. Holyoke Gas & Electric, a municipally-owned utility, that provides electricity, natural gas, district steam, and fiber optic internet services to over 18,000 customers in the area.
2. The precision manufacturing industry concentration in the Pioneer Valley that has recently come together to form the Precision Manufacturing Regional Alliance Project to undertake initiatives to enhance competitiveness, expand markets, and develop the next generation of skilled workers.
3. A concentration of higher education institutions in the Pioneer Valley, including Holyoke Community College, the Springfield Technical Community College, and, in close proximity, the University of Massachusetts at Amherst and Amherst, Hampshire, Mount Holyoke, and Smith Colleges (the Five Colleges). In fact, the "Knowledge Corridor" boasts over 100,000 students attending 29 public and private higher education institutions along the Connecticut River Valley from Hartford, through Springfield and to the Massachusetts-Vermont border.

Appendix B: The Massachusetts Technology Collaborative Policy And Procedures Regarding Submission Of “Sensitive Information”

The Massachusetts Technology Collaborative and its divisions, the John Adams Innovation Institute, the Massachusetts Broadband Institute and the Massachusetts e-Health Institute, (collectively referred to herein as “MTC”) are 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 and obligation 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 and obligation 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 IN THIS POLICY. 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" in strict accordance with this Policy, 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, if not already submitted, 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.

Appendix C:
Massachusetts Technology Collaborative
Authorized Respondent's Signature and Acceptance Form

The undersigned is a duly authorized representative of the Respondent listed below. The Respondent has read and understands the RFP requirements. The Respondent acknowledges that all of the terms and conditions of the RFP are mandatory, and that Respondent's response is compliant with such requirements. The Respondent specifically acknowledges the application of the procedures regarding disclosure of sensitive information as set forth in Attachment A of the RFP, and specifically agrees that it shall be bound by those procedures.

The Respondent understands that, if selected by MTC, the Respondent and MTC will execute written agreements specifying the mutual requirements of participation. The undersigned (*please check one*):

- has specified exceptions and counterproposals to the terms and conditions of the Master Agreement;
 agrees to the terms and conditions set forth therein; or
 is already a signatory to a Master Agreement with MTC.

The undersigned acknowledges and agrees that the failure to submit exceptions and counterproposals with this Response shall be deemed a waiver and the Master Agreement shall not be subject to further negotiation.

Respondent agrees that the entire bid response will remain valid for sixty (60) days from receipt by MTC.

I certify that Respondent is in compliance with all corporate filing requirements and State and Federal tax laws and that Respondent has not been debarred from performance by any State and/or Federal agency.

I further certify that the statements made in this Response to the RFP, including all attachments and exhibits, are true and correct to the best of my knowledge.

Respondent: _____
(Printed Name of Respondent)

By: _____
(Signature of Authorized Representative)

Name: _____

Title: _____

Date: _____

