



MASSACHUSETTS
TECHNOLOGY
COLLABORATIVE

John Adams **Innovation** Institute

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PROJECT AWARD PROGRAM GRANT SOLICITATION

RFP No. 2007-JAII-03

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

Contact Person:	Christopher Scranton
Solicitation Issued:	April 4, 2007
Question and Answer Session:	April 20, 2007, 10:00 a.m.
Questions:	Anytime after issuance
Answers to Questions Posted:	As needed
Responses:	Accepted on a rolling basis; aggregated twice per year

PROJECT AWARD PROGRAM GRANT SOLICITATION
(RFP No. 2007-JAII-03)

This document is a Solicitation for the Innovation Institute Fund at the John Adams Innovation Institute. Established pursuant to Section 18 of Chapter 141 of the Acts of 2003, the Innovation Institute Fund is one of two funds administered by the John Adams Innovation Institute ('Innovation Institute' or 'JAII'), a division of the Massachusetts Technology Collaborative.

This is the second program supported by the Innovation Institute Fund. The first, the Regional Priority Grant Award, issued on February 7, 2005, is still open and in effect as of the issuance date of this document.

1.0 Introduction

1.1 Summary of Program Goals and Requirements

The John Adams Innovation Institute ("Innovation Institute"), a division of the Massachusetts Technology Collaborative, is hereby issuing this Solicitation for funding from the *Project Award Program*.

The Innovation Institute is committed to support a limited number of exceptional initiatives through this Program that will grow the Innovation Economy in regions throughout the Commonwealth.

This program will make investments in intermediate-scale projects and activities that will have a direct impact on business conditions, increase business formation, and strengthen technology clusters, bringing them to a level of maturity where their success will have substantial economic benefit for the region and the Commonwealth as a whole.

These projects should significantly advance opportunities for the development, retention, and growth of employment in technology-focused economic sectors across Massachusetts. Applicants must demonstrate a fundamental understanding of emerging market opportunities or barriers/constraints that inhibit economic growth in a region or cluster and make a persuasive case about how they propose to address them and thereby create new opportunities.

When proposing opportunities to achieve growth, applicants must describe the unmet need or 'but for' condition necessary to achieve success that will be met with program funds.

There are three categories of outcomes we seek with this Solicitation:

- Measurable job growth;
- New business formation;
- Increased economic activity, including collaborations by and among companies and, or cluster institutions that support cluster growth.

Overall, our approach to this investment activity is informed by focusing on a specific sector or cluster in order to foster growth and the economic and related conditions necessary for that growth. We believe that a focus on sectors and clusters is a compelling advantage in growing an economy.

This Solicitation seeks applications for projects and activities that will have a direct impact in these areas and seeks to make investments in intermediate-scale projects and activities that will help achieve these goals. Consequently, projects should significantly advance opportunities for the (a) development, (b) retention, and (c) growth of employment in clusters and related industry sectors. Clusters that focus on technologies and innovative methodologies for conducting operations across Massachusetts will be a particular priority.

The criteria for evaluating these applications, explained below in Section 2.2.3 include:

- Identification and documentation of emerging market opportunities and/or barriers to cluster or regional growth
- Project rationale, scope, and projected outcomes
- Potential for broad regional/statewide impact
- Generation of Public and/or Private Leveraged Funds
- Probability of Success
- Sustainability

All investments made through this Solicitation need to contribute to the overall competitiveness of Massachusetts and its Innovation Economy.

The *John Adams Innovation Institute* will make awards, ranging from \$250,000 to \$500,000, to eligible governmental and non-profit Massachusetts-based organizations in two competitive rounds per year. Unlike the Innovation Institute's *Regional Priority Award Program*, there are no predetermined allocations for awards to individual regions within the Commonwealth. Proposals are being solicited from partnerships represented by municipal governments, economic development agencies, industry associations, educational institutions, and other not-for-profit organizations that meet the eligibility criteria as set forth in this Solicitation. While for-profit businesses are not eligible to be recipients of a *Project Award*, the commitment and participation of industry is required and will be an essential component of every successful proposal.

Project Awards will be made on a competitive, statewide basis following this initial solicitation.

This Solicitation relates to financial assistance from the *Project Award Program* only.

1.2 Background on MTC

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.

MTC serves as a catalyst in growing the knowledge- and technology-based industries that comprise the state's Innovation Economy and in promoting the development and use of renewable energy technologies. It is also working with major healthcare organizations to implement e-health solutions that save lives and reduce costs.

MTC 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, a cleaner environment and improved healthcare.

MTC energizes emerging markets by filling gaps in the marketplace, connecting key stakeholders, conducting critical economic analyses, and providing access to intellectual and financial capital.

For more information about MTC and its programs and activities, please visit the web site at www.masstech.org.

1.3 An Overview of the John Adams Innovation Institute

The John Adams Innovation Institute (the “Innovation Institute”) is an operating division of the Massachusetts Technology Collaborative.

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.

What distinguishes the Innovation Institute is its ability to make strategic investments in high-value projects through two well-managed funds.

The Innovation Institute makes targeted 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 Innovation Institute:

- supports rigorous collaborative, interdisciplinary research and development (R&D) partnerships at Massachusetts’ universities as new ideas and technologies emerge;
- enhances the success of the state’s academic research centers to compete for millions of dollars in federal research awards; and
- seeks to secure the economic benefits of downstream production and employment for the Commonwealth as new research and technologies are commercialized in the marketplace.

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 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

2.0 The Innovation Institute's Project Award Program

2.1 Overview and Objectives

This Solicitation presents an opportunity for leaders and innovators in all regions of the Commonwealth to organize and deploy resources to advance economic development projects. Certain projects already funded from the Innovation Institute Fund under the Regional Priority Grant Program can help inform the thinking and project design for these larger awards, both in terms of a focus on measurable outcomes and the direct involvement of leaders and managers from business, academic, government and other civic institutions.

The objectives of the *Project Award Program* are to:

1. Grow a technology-intensive sector or cluster critical to the prosperity of a region or the Commonwealth at large;
2. Increase capacity for innovation;
3. Improve conditions for growth in the Innovation Economy;
4. Strengthen linkages between the drivers of the innovation process;
5. Increase the outcomes of the Massachusetts Innovation Economy – high paying jobs, wealth creation and improvements in the state's standard of living; and
6. Respond to critical unmet economic needs and correct marketplace imbalances and inefficiencies in order to create or enhance economic opportunities and thereby accelerate growth in the Innovation Economy.

2.2 Requirements and Guidelines

The following requirements and guidelines are intended to assist potential applicants in determining their eligibility under this Solicitation and to help facilitate the timely and successful review of applications. The text of this Solicitation does not necessarily include all details, terms, and conditions for agreements entered into between MTC and successful applicants. Successful applicants will be required to sign MTC's General Terms and Conditions (the "Agreement") which is available as Attachment B to this Solicitation. MTC reserves the right to amend the Agreement in the sole exercise of its discretion. In addition, Section 3 of this Solicitation discusses the application and selection process. Application forms and instructions are provided in Attachment A.

Information regarding this Solicitation will be posted on MTC's website at www.masstech.org/Awards_and_Awards/JA11/05JA1101Info.htm. MTC reserves the right to amend or suspend the Solicitation at its discretion. Eligible Applicants are advised to check the website periodically. Amendments and clarifications to this

Solicitation, 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 Solicitation document.

2.2.1 Eligible Applicants

The Innovation Institute may only contract with non-profit organizations. These can include: municipal governments, economic development agencies, industry associations, educational institutions, civic institutions and other not-for-profit organizations engaged in local and regional economic development.

2.2.2 Eligible Projects

An *eligible project* is one that addresses a demonstrated barrier or opportunity for growth in a defined industry cluster in Massachusetts. Projects that measurably improve the conditions for growth in local Innovation Economies are also deemed eligible for consideration. Applicants are required to describe the economic impacts expected from successful execution of the proposed project.

- Industry cluster growth – To qualify for an award, applicants must fully describe the size and scope of the industry cluster that is the subject of the proposal and demonstrate an understanding of the economic conditions that are influencing the cluster.
- Improved Local Conditions – There are a wide range of projects that can serve to improve available resources and the Innovation Potential of a cluster or a region. Applicants proposing to improve conditions for growth in local Innovation Economies must fully describe the need and the proposed intervention that will improve conditions for growth in a local Innovation Economy. In all instances demonstrated impact on economic growth is essential for favorable determination.

Listed below are three projects funded by the Innovation Institute under the Regional Priority Award Program. This new Project Award Solicitation incorporates and seeks to build on information and lessons learned about unmet needs and opportunities in the Massachusetts Innovation Economy from two year's experience with its Regional Priority Award Program. Regional Priority Grant Awards have been funded up to \$150,000 to support initiatives whose primary goal is to understand existing and/or emerging technology markets, and then organize and align resources to enable regions to compete for state, national and global market opportunities. These have included cluster development services and assistance, technology development programs and partnerships, and other investments that accelerate opportunities for growth in employment opportunities in technology-intensive industries and clusters.

A total of 22 awards have been made during the past two years. The investments described below highlight key, investment-specific attributes which we believe can prompt and inform the thinking of applicants to this Regional Project Award Program.

The Innovation Institute has invested \$150,000 in each of the following projects:

- **Massachusetts Biomedical Initiatives (MBI)** for a one-year project to create a *Center for Biocomputing*. MBI is expanding its existing competencies in biocomputing and informatics to help companies and research institutions accelerate their drug discovery and drug development work. MBI believes this effort will (i) help existing companies grow; (ii) attract new companies to the region; and (iii) build a level of expertise that will grow the life science sector in Central Massachusetts. MBI will provide advisory services to a minimum of five companies and fifteen life science researchers over the coming year, and believes this activity will be responsible for the formation or relocation of three or more startup companies, in Central Massachusetts, next year. In addition, the Center believes this work and experience will build its expertise and reputation and will position Central Massachusetts to compete for federal funding from multiple organizations and increase federal dollar flow into the region.
- **Regional Employment Board of Hampden County (REBHC)** for an eighteen-month project to develop a collaborative, sustainable strategy to attract and build a pipeline of qualified workers for this industry. REBHC is undertaking this effort on behalf of and in coordination with the Western Massachusetts Chapter of the National Tooling & Machining Association (WMNTMA). The goals of this project are to (1) attract people into occupations that can sustain and grow the precision machining cluster in the lower Pioneer Valley; and (2) build the capacity for training and education for this labor force. Industry leaders have consistently and recently reported that the number one issue limiting their growth is the lack of skilled labor. In the last six months they have demonstrated a genuine commitment to building awareness about their industry and the career opportunities in the Pioneer Valley region.
- **BioManufacturing Center at UMass Lowell** This center leads a collaborative effort to establish pilot projects at the an interdisciplinary research, development and education center, and assists biotechnology companies in developing procedures leading to validated, cGMP compliant manufacturing processes. The Center applies state-of-the-art technologies to a company's specific product, provides professional education courses, establishes an applied research program and conducts further needs assessments. A virtual network of public and private academic institutions throughout the state provides the biotech industry with easy access to specialized expertise and facilities to support manufacturing scale-up. By "jump starting" the Center through this grant, the Commonwealth is seeking to develop working relationships with the more than forty local companies with new drugs coming through the pipeline in the next 2-3 years as they make their long-term manufacturing decisions.

2.2.3 Evaluation Criteria

Applications will be reviewed against specific criteria to determine the extent to which they meet the objectives of the Project Award program, as outlined in this document. Applicants should describe the extent to which their work will focus on unmet economic needs and barriers to growth to create and implement new opportunities for accelerated economic growth.

The organizing and overarching concept for these criteria will be the competitiveness of the proposed economic activity and industry cluster manifested in

- Measurable job growth;
- New business formation; and
- Increased economic activity, including collaborations by and among companies and/or, cluster institutions that support cluster growth;

as well as the sustainability of these gains following the expenditure of program funds.

Proposals should identify measurable intermediate outcomes as well as longer-term measurable outcomes from the proposed activities. Such outcomes should be tied to the short-term objectives of the proposed use of funds and provide metrics for measurement within the timeframe of the program.

Projects can be structured to run for up to three years and can focus on economic activity in one or several regions.

Applicants will be reviewed by the extent to which they satisfy the following criteria:

Address emerging market opportunities and/or barriers to cluster or regional growth

- The project identifies one or more specific unmet needs or barriers to achieving accelerated economic growth of a cluster or regional economy.
- A description of why this opportunity has been selected, information on any work that has been done to date to address it, and relevant lessons learned from prior efforts in the region or elsewhere in the Commonwealth or in other states;
- There is a clear need for this project in the context of national and, where appropriate, global competition.
- Funding is not available from other sources.

Project rationale, scope, and projected outcomes

- The project evidences a clear logic for the activities that will be undertaken to address the identified unmet needs or barriers to accelerated economic growth.
- The timeframe for completion of the specific work to be undertaken is realistic.
- The project has realistic economic outcomes – both short term and long term - and a significant impact on the sector and the economy in the region. These outcomes should include new market opportunities, specific economic benefits to the region, the potential for job creation and other positive economic outcomes.

Potential for broad regional impact

- The project has significant impact on a market-based opportunity for growth of a key regional cluster or on the economy of the region as a whole as a result of addressing the unmet need or barrier.

- Participation in the project by key regional organizations and individuals, with explanations of why they were selected and specifics about their roles, contributions and responsibilities;
- Support from regional leaders who are willing to commit time and resources to the work.

Generation of Public and/or Private Leveraged Funds

- Additional public and private resources leveraged by the project which will support the work and contribute to the project's success.

Probability of Success

- Highly qualified individuals doing the work, including evidence of their credentials, descriptions of their expertise and a diagram or outline of the project management structure that specifies the roles each participant will play and their responsibilities.
- Measurable outcomes that appear reasonable to expect based on the planned activities. Metrics for use by the Innovation Institute for evaluation of the expected outcomes should also be suggested.
- A risk assessment of key elements of specific activities, including critical cause-and-effect sequences and decision points where the risks can affect the achievement of the expected outcomes and overall project success. Reasonable approaches to prepare for and either reduce or shift these risks should be described.

Sustainability

- Continuation of the proposed activities resulting in accelerated economic growth after the Project Award Program funds are expended.

2.2.4 Use of Proceeds

The Project Award Program will support the execution of an integrated set of activities that address one or more barriers to growth in a region or cluster, or which enhance the ability of a cluster or region to address a new or emerging growth opportunity.

The following activities/projects are **not** considered eligible for support under this program:

- Existing projects and services.** *Project Awards* are not designed to provide funding to maintain existing projects and cannot serve to support an organization's existing operating expenses.
- Projects where funding is available from other sources.** *Project Awards* are designed to fund new and unique collaborative efforts not currently supported by existing state and/or federal funds
- Supporting the growth or expansion of a single company or entity.** *Project Awards* must have a broad based impact which benefits the region as a whole rather than any one individual entity.

- d) **The development or expansion of real estate projects or parks.** 'Bricks and mortar" funding is not part of this effort.
- e) *Project Awards* are designed to foster and impact market development and growth. **Projects proposing basic planning or research studies** will not be funded.
- f) **Capital Intensive Requests.** *Project Awards* are not designed to support requests for long-term, fixed assets such as building, infrastructure or equipment.
- g) **R&D and Product Development.** *Project Award* funding is not intended to conduct scientific research or commercial product development. However, expenditures designed to enhance linkages between and among organizations and engaged in these activities are acceptable.

2.2.5 Leveraged Funding Requirements

The Innovation Institute will require that applicants identify separately the cash and in-kind contributions from participating partners, both public and private. A cash match of 10% of Project Award dollar requests is required and may be represented through public and/or private sector funding sources. *State funds are not eligible to be used to meet this requirement.*

Commitments by private companies to allocate resources are a strong indicator that the project has generated the requisite regional support and a broadly-based commitment to the project. Leveraged resources, especially from private sources, create a more robust project, with higher likelihood of success, and indicate that the project will be able to generate sufficient interest, commitment and financing to continue after Innovation Institute funds are expended.

2.2.6 Management and Reporting Requirements

Applicants who receive an award under the Project Award Program will receive:

- An award letter, which includes any special provisions applicable to the award, and
- A Task Order which details the specific terms and conditions of the award, including reporting requirements, supported tasks, approved project budget, etc.
- Recipients will also be required to sign an agreement setting forth the general terms and conditions applicable to any award received from MTC under any of its divisions (*see Section 3.5 for more information regarding this Agreement*).

All Awardees must provide the following minimum deliverables to the Innovation Institute:

- Quarterly progress and financial reports;
- Annual reports detailing accomplishments and related activities;
- Impact of the award on employment and other economic indicators.
- A delineation of other investments leveraged as a result of the Innovation Institute's award and
- Information on associated economic benefits.

In accordance with the Commonwealth's Public Records Law, Awardees will be required to agree that MTC shall have the unlimited right to make use of and disseminate all periodic reports, case studies and any other deliverables and work products.

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

For all multi-year awards, the awardee is required to submit an annual project report to the program manager at least 90 days before the end of the current budget period and a final project report prior to the expiration of an award.

2.2.7 Funding

The Innovation Institute has allocated \$4 Million to the Project Award program. This allocation will remain in force for a period of three years from the issuance of this Solicitation or until all funds are expended. Any funds remaining at the end of the three-year period may be re-allocated within the Innovation Institute Fund at the discretion of the Executive Committee of the JAIL Governing Board.

An individual award can range from \$250,000 to \$500,000. Awards can be made for up to three years. Applicants may propose terms for issuance of the award; however, MTC reserves the right to determine specific terms and conditions for each award.

2.2.8 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 rule, the payment schedule will provide quarterly reimbursement of documented, allowable expenses, specifically contingent on accomplishment of key milestones and review and acceptance of the required reports (summarized above in Section 2.2.6) in the sole exercise of MTC's discretion.

3.0 Application and Award Process

3.1 How to Apply

All applicants will be required to submit a full proposal. The competitive process for proposal submission will be announced twice a year; full proposals will be submitted in accordance with the schedule detailed in Section 3.3 below.

- (a) Any and all data, materials and documentation properly submitted to MTC in response to this Solicitation shall become MTC's property and shall be subject to public disclosure under the Massachusetts Public Records Act. In this regard, **PLEASE NOTE, BY EXECUTING THE AUTHORIZED APPLICANT'S SIGNATURE AND ACCEPTANCE FORM AND SUBMITTING A RESPONSE TO THIS SOLICITATION, APPLICANTS CERTIFY THAT THEY (1) ACKNOWLEDGE AND UNDERSTAND THE PROCEDURES FOR HANDLING MATERIALS SUBMITTED TO MTC AS SET FORTH IN SECTION 4, (2) AGREE TO BE BOUND BY THOSE PROCEDURES, AND (3) AGREE THAT MTC SHALL NOT BE LIABLE UNDER ANY CIRCUMSTANCES FOR THE DISCLOSURE OF ANY MATERIALS SUBMITTED TO MTC PURSUANT TO THIS SOLICITATION OR UPON THE APPLICANT'S SELECTION AS A GRANTEE.**

- (b) All Applications must be submitted in writing, on 8 ½ x 11 paper (including all required submissions), with one (1) bound original, ten (10) bound copies (no three ring binders) and one (1) unbound copy thereof.
- (c) Applications must be delivered to:
Project Award Program Grant Solicitation
Solicitation No. 2007-JAII-03
Massachusetts Technology Collaborative
75 North Drive
Westborough, MA 01581-3340
- (d) Additionally, a single electronic file (Adobe PDF or MS Word/Excel) of the Applications must be submitted via electronic mail to scranton@masstech.org.
APPLICANTS ARE CAUTIONED TO REVIEW THE PROCEDURES REGARDING THE SUBMISSION OF SENSITIVE INFORMATION CONTAINED IN SECTION 4.1 PRIOR TO SUBMITTING THE ELECTRONIC COPY OF THEIR APPLICATION. PURSUANT TO THOSE PROCEDURES, APPLICANTS SHOULD CONSIDER DELETING INFORMATION FROM THE ELECTRONIC COPY THAT THEY CONTEND IS CONFIDENTIAL.

3.2 Questions and Answers

- (a) A Question and Answer Session will be held on Friday, April 20, 2007, at 10:00 Eastern Standard Time in the Weiss Center on MTC's Westborough Campus. Directions to the Campus can be found at <http://www.masstech.org/AgencyOverview/directions.htm>
- (b) Questions concerning this Solicitation may be submitted anytime after issuance of this Solicitation. All questions must be submitted in writing to the Official Contact listed below. Submission of question by electronic mail is strongly encouraged. Please reference the Solicitation name and number in the submission. All questions and answers will be posted periodically to MTC's website. 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, Assistant Program Manager
Massachusetts Technology Collaborative
75 North Drive - Innovation Center
Westborough, MA 01581
Scranton@masstech.org
Fax: 508-898-9226

3.3 Solicitation Schedule

The schedule for this Solicitation 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 for updates to the schedule.

**Table 1
Solicitation Schedule**

Issuance of Solicitation	April 4, 2007
Question and Answer Session	April 20, 2007; 10:00 a.m.
Questions and Answers	Questions may be submitted at any time. Answers will be posted to MTC's website on an as needed basis as determined by MTC
Application Due Dates	Accepted on a rolling basis and aggregated twice per year. Dates of such aggregation will be posted to MTC's website.
Eligible Applicant Presentations (optional)	As requested by MTC

3.4 Selection of Awardees

Projects will be selected on a competitive basis according to the criteria set forth in Section 2.2.3. Innovation Institute staff and a panel of outside reviewers will only review and evaluate complete Applications. Innovation 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.

Based upon this review, the Director of the Innovation Institute will make funding recommendations to the Executive Director of the Massachusetts Technology Collaborative and to the Executive Committee of the Innovation Institute's Governing Board. The Massachusetts Technology Collaborative has appointed a Governing Board to oversee the activities of the John Adams Innovation Institute. The Executive Committee of the Governing Board will be consulted on all funding opportunities and will make all final funding decisions. Governing Board membership can be found by visiting the MTC's website, www.masstech.org.

As stated in the enabling legislation, the Innovation Institute will consult with the appropriate Regional Competitiveness Council (RCC) not less than 15 business days prior to the execution of any award. RCC's have developed thoughtful perspectives on economic development in their regions and their input and expertise will be solicited and valued.

Applicants will be notified of the final decision, and approved applicants will be invited to enter into an award agreement with the Massachusetts Technology Collaborative (see Section 3.5). Organizations whose applications are declined will be notified in writing as well, as promptly as possible.

3.5 Contractual Requirements

MTC intends to enter into an agreement with the selected applicant containing certain standard provisions (the "Agreement"). (See "Attachment B: General Terms and Conditions" for a copy of the Agreement.) MTC reserves the right to amend the Agreement without further issuance of another solicitation. Upon the award of funding, MTC and the selected applicant will execute a task order (the

"Task Order") (substantially in the form appended hereto as Attachment C) which will set forth the respective roles and responsibilities of parties specifically for the project funded.

APPLICANTS ARE REQUIRED TO SPECIFY ANY EXCEPTIONS TO THE AGREEMENT AND TO MAKE ANY SUGGESTED COUNTERPROPOSAL WITH THEIR APPLICATION. A FAILURE TO SPECIFY EXCEPTIONS AND/OR COUNTERPROPOSALS WILL BE DEEMED AN ACCEPTANCE OF THE AGREEMENT'S GENERAL TERMS AND CONDITIONS, AND NO SUBSEQUENT NEGOTIATION OF SUCH PROVISIONS SHALL BE PERMITTED. A SIGNED AGREEMENT MUST ACCOMPANY THE APPLICATION IF THE APPLICANT HAS NOT SPECIFIED ANY EXCEPTIONS OR COUNTERPROPOSALS AND HAS NOT PREVIOUSLY SIGNED THE AGREEMENT.

If the Applicant has no exceptions to the Agreement, applicant may complete and submit the Agreement as part of its Application.

4.0 General Conditions

4.1 Notice of Public Disclosure

4.1.1 General Statement.

Funds awarded are public funds and any information submitted to MTC by the applicant in response to this grant solicitation or generated in relation thereto is subject to public disclosure requirements as set forth in 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.

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 the applicant in response to the grant solicitation 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 applicant, or regarding the competitive position of such applicant 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 APPLICANTS DOES NOT CONTAIN ANY INFORMATION THAT WOULD WARRANT AN ASSERTION BY MTC OF AN EXEMPTION FROM THE PUBLIC RECORDS ACT. APPLICANTS SHOULD THEREFORE TAKE CARE IN DETERMINING WHICH DOCUMENTS THEY SUBMIT TO MTC IN RESPONSE TO A GRANT SOLICITATION, AND SHOULD ASSUME THAT ALL DOCUMENTS SUBMITTED TO MTC IN RESPONSE TO THE GRANT SOLICITATION ARE SUBJECT TO PUBLIC DISCLOSURE WITHOUT ANY PRIOR NOTICE TO THE APPLICANT AND WITHOUT RESORT TO ANY FORMAL PUBLIC RECORDS REQUEST.

4.1.2. Procedures for Handling Documents Identified as "Sensitive Information."

In the event that applicant's response to the grant solicitation includes the submission to MTC of documents that applicant believes 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:

- A) At the time of the applicant's initial submission of documents to MTC, the applicant 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 applicant 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 applicant's responsibility to provide detailed explanations for each such document.
- B) At the time of the applicant's initial submission of documents to MTC, the applicant 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 applicant's responsibility to ensure that all such documents are sufficiently identified as "Sensitive Information," and applicant'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 Section 4.1. 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 applicant.

- C) Documents that are not accompanied by the written notification to MTC's General Counsel or are not properly identified by the applicant 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 applicant with notice of any formal public records request for documents, as set forth below, shall be inapplicable.
- D) At the time MTC receives documents from applicant in response to the grant solicitation, any such documents designated by applicant as "Sensitive Information" shall be segregated and stored in a secure filing area when not being utilized by appropriate MTC staff for purposes of evaluating the application for funds. By submitting a signed grant application to MTC, applicant certifies, acknowledges and agrees that (a) MTC's receipt, segregation and storage of documents designated by applicant 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 for the subsequent disclosure of any documents submitted to MTC by the applicant, whether or not such documents are designated as "Sensitive Information" or MTC was negligent in disclosing such documents.

- E) In the event that MTC receives an inquiry or request for documents submitted by applicant in response to the grant solicitation, MTC shall produce all responsive documents without notice to applicant. In the event that the inquiry or request entails documents that the applicant 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 applicant 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.
- F) Upon the General Counsel's receipt of a formal, written public records request for documents that encompass materials previously designated by applicant as "Sensitive Information", the applicant shall be notified in writing of MTC's receipt of the public records request, and MTC may, but shall not be required to provide applicant 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.
- G) The General Counsel shall review the subject documents, the Public Records Act and the exemption(s) claimed by the applicant 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 APPLICANT 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 APPLICANT.

- H) MTC shall provide the requesting party and applicant with written notice of its determination that the subject documents are either exempt or not exempt from disclosure.
- I) 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 applicant in writing in the event that the requesting party pursues a review of MTC's determination.
- J) 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 applicant in writing prior to the disclosure of any such documents, and applicant may pursue injunctive relief or any other course of action in its discretion.

K) 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 applicant in writing prior to the disclosure of any such documents, and applicant may pursue injunctive relief or any other course of action in its discretion.

APPLICANT'S SUBMISSION OF A GRANT APPLICATION, WITH OR WITHOUT SUPPORTING DOCUMENTATION, SHALL REQUIRE A SIGNED CERTIFICATION THAT APPLICANT ACKNOWLEDGES, UNDERSTANDS AND AGREES WITH THE APPLICABILITY OF THE FOREGOING PROCEDURES TO ANY DOCUMENTS SUBMITTED BY APPLICANT IN RESPONSE TO THE GRANT SOLICITATION, INCLUDING BUT NOT LIMITED TO THE ACKNOWLEDGEMENTS SET FORTH IN SECTION 4.1.2(D), AND THAT APPLICANT SHALL BE BOUND BY THE PROCEDURES SET FORTH IN THIS SECTION 4.1.

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

4.2 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 solicitation at any time prior to awards.

4.3 Disclaimer

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

4.4 Changes/Amendments to Solicitation

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