

EXHIBIT C

Offer Content

Vendors must include all of the following in their offers in response to this RFO by the deadline set forth in the Schedule of Events. Failure to provide complete responses to any or all of these questions may result in the offer being disqualified. Conciseness and clarity of content are required. **Vague and general offers will be considered non-responsive, and will result in disqualification.** Offer pages must be numbered and contain an organized, paginated table of contents corresponding to the sections and pages of the offer. All paper responses shall be indexed and submitted in individual three-ring notebooks.

1. General Organization

Proposals must be organized as follows:

- A) Table of Contents
- B) Transmittal Letter
- C) Executive Summary
- D) Vendor Information
- E) Vendor Qualifications & Experience
- F) Proposed Workplan
- G) Software Functionalities
- H) Cost Proposal (Exhibit F)
- I) Proposed Personnel & Organizational Information
- J) Conflict of Interest Statement
- K) Execution of Proposal (Exhibit B)
- L) Criminal Conviction Certification (Exhibit G)

2. Transmittal Letter

Vendors must submit with their offers a transmittal letter that identifies the entity submitting the offer, and includes a commitment by that entity to provide the software and services required by TDLR. The transmittal letter must state that the offer is valid for **90 days from the deadline for delivery of offers to TDLR. Any offer containing a term of less than 90 days for acceptance from this deadline may be rejected as non-responsive. The transmittal letter must also state the acceptance of contract terms; exceptions, if any, must be specifically stated. The transmittal let must state that if selected as a finalist, Vendor will participate in the Software Demonstration Day scheduled under Section 4 of this RFO.** The transmittal letter must be signed by a person legally authorized to bind Vendor to the representations in the response. The transmittal letter should include a statement of why Vendor believes that it is the most qualified Vendor to provide the RFO services.

3. Executive Summary

Vendor must provide an executive summary of its offer and represent that its offer addresses all of the requirements of this RFO. The executive summary must not exceed three (3) pages, and must represent a full and concise summary of the contents of the offer. The executive summary must not include any information concerning the

cost of the offer. Vendor must identify any services or functionalities that are provided beyond those specifically requested. If Vendor is providing services that do not meet the specific requirements of this RFO, but in the opinion of Vendor are equivalent or superior to those specifically requested, any such differences must be noted in the executive summary. However, failure to provide the services specifically required may result in disqualification of the offer.

4. Vendor Information

Vendor must provide the following identifying information:

- name and address of Vendor firm submitting the offer;
- all principals;
- type of business entity (i.e., corporation, partnership, broker/dealer);
- state of incorporation or organization and principal place of business;
- name and location of major offices, and other facilities that relate to Vendor's performance under this RFO;
- name, address, business and home telephone number, and fax number of Vendor's principal contact person regarding the Contract;
- the Vendor's Federal Employer Identification Number and Texas Tax Identification/Registration Number, if any;
- full name and address for each member, partner, associate, and employee of the Vendor (and any subcontractors) who will perform services on this project;
- a statement regarding the financial stability of Vendor, including the ability of Vendor to perform the requisite services and additional services included in its response;
- detail any firm ownership changes which have occurred in the last five (5) years, including changes pending;
- all affiliated companies and subsidiaries, or any joint ventures or other affiliations; and
- an organizational chart showing who is responsible for the function.

5. Vendor Qualifications and Experience

All Proposals must include a detailed listing of the Vendor's experience in providing the requested services. Vendor must provide a profile that:

- describes the general nature of previous similar work performed by Vendor, particularly work in the last five (5) years;
- describes the size and scope of all operations, including number of Vendor's employees and years in business;
- describes Vendor's prior contracting experience with TDLR and similar agencies;
- describes Vendor's capability to provide the requested services; and

- any other information Vendor believes is pertinent to this Proposal.

Vendor must briefly state why it believes its proposed software and Services best meet TDLR's objectives and RFO requirements.

6. Proposed Workplan

The offer must include a detailed project workplan, including deliverables, milestones, tasks, Vendor resources (also TDLR, if any), estimated hours per resource, task dependencies and timelines. The workplan must include quantifiable and completed fixed-price deliverables that can be measured on a project percent completion basis. **The workplan must reflect a project start date of no earlier than October 1, 2009 and a projected completion date.** The proposed workplan must demonstrate Vendor's extensive experience in and understanding of the nature of the product and services required.

7. Vendor and Proposed Subcontractor(s) Project Personnel and Organizational Information

The offer must identify all personnel who are to be part of the Selected Vendor's team and detail their experience together with their educational and professional qualifications and a representative list of relevant client references. TDLR reserves the right, in its sole discretion, to approve each member of the team and to request substitutions.

Vendor must include in the offer detailed resumes of all proposed personnel who will provide Services under the Contract. Vendor must also provide for each person:

- a full name (including full middle name);
- a five-year employment history;
- a specific description of relevant experience and skills that person has with the scope of work (limit to one page);
- a specific indication of what role the individual will have in providing the Services to TDLR and what percent of those services will be performed on location at the offices of TDLR; and
- any additional helpful information to indicate the individual's ability to aid Vendor in successfully performing the required Services.

Resumes must present the required personnel information in sufficient detail to provide TDLR with a convincing indication that the personnel involved can successfully provide the Services and that the personnel meet the experience requirements set forth in this RFO. The personnel, as identified in the offer, are considered essential to the Services. No substitutions of personnel following Contract award will be made without the prior written consent of TDLR. All requested substitutes must be submitted to TDLR, together with their resumes, for approval, in accordance with this RFO and any Contract resulting from it.

Each of Selected Vendor's personnel is subject to removal from the Contract by TDLR and replacement personnel must have prior approval by TDLR. TDLR reserves the right, in its sole discretion, to approve each member of the team and to request substitutions. Vendor must provide an organizational chart covering the services offered in its offer, indicating lines of authority, names, titles, and functions of individuals assigned. Selected Vendor's personnel must be clearly reflected in the detailed workplan submitted as part of the offer. Vendor must assign and identify in the offer a contact person for the services and provide the person's home telephone number, office telephone number, and fax number.

8. Software Functionalities

In the format attached as RFO Attachment 1, Vendor must clearly and completely explain how its software meets the minimum required functionalities. Vendor must list each feature and explain how that feature separately or in combination with other features provide the required functionality.

Similarly, Vendor must list each feature of the software that exceeds the minimum required functionalities and using software menu selections demonstrate how that value added feature works.

9. Cost Proposal

Vendor must provide, in the minimum format attached as Exhibit F to this RFO, an estimate of the total costs proposed for the Contract. All costs must be clearly allocated among the Vendor's proposed fixed-price deliverables. These costs are subject to negotiation in the best interests of TDLR and may be negotiated prior to contract signature. Vendor must include in its cost offer all costs and expenses associated with its attendance at, and participation in, all meetings as requested by TDLR. Proposed costs must be detailed by the personnel proposed to provide the Services under the Contract. No additional allowances will be made for travel or other expenses in the Contract. Additionally, should legislative testimony or other support be required this will be understood to be included in total costs on a "firm-fixed price" basis.

10. Conflicts of Interest

By submitting an offer in response to this RFO, Vendor represents and warrants to TDLR that it and its personnel have the requisite professional expertise, resources and independence to perform the Services free from outside direction, control, or influence, and subject only to the accomplishment of Contract objectives. Vendors who cannot make this representation and warranty should not respond to this RFO.

In its offer, Vendor must disclose any existing or potential conflicts of interest or appearances of impropriety relative to Vendor's selection as Selected Vendor. Proposals must list in chronological order all past, present and anticipated future contractual, business, financial, adversarial or personal relationships between Vendor, its principals, clients and employees and TDLR. For each item, Vendor must provide a detailed explanation of why Vendor does or does not believe such item poses a conflict

of interest, potential conflict of interest, or appearance of impropriety issue relative to Vendor's selection as Selected Vendor.

Each Vendor must reveal any past or existing relationship between Vendor, its principals, employees, affiliates or subcontractors, and any state agency, entity, state employee, or other person in any way involved in the state's procurement and/or contracting processes. TDLR reserves the right, in its sole discretion, to determine if such relationship constitutes a conflict of interest. Each Vendor must also disclose any proposed personnel who are related to any current or former employees of TDLR or the State of Texas.

By submitting an offer in response to this RFO, Vendor affirms that it has not given, nor intends to give, at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant or any employee or representative of same in connection with this procurement.