

EXHIBIT C

Proposal Content

Consultants must include all of the following in their proposals in response to this RFP 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 proposal being disqualified. Conciseness and clarity of content are required. **Vague and general proposals will be considered non-responsive, and will result in disqualification.** Proposal pages must be numbered and contain an organized, paginated table of contents corresponding to the sections and pages of the proposal. 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) Consultant Information
- E) Consultant Qualifications & Experience
- F) Proposed Workplan
- G) Project Approach and Methodology
- H) Proposed Personnel & Organizational Information
- I) Cost Proposal (Exhibit F)
- J) Conflict of Interest Statement
- K) Execution of Proposal (Exhibit B)
- L) Criminal Conviction Certification (Exhibit G)

2. Transmittal Letter

Consultants must submit with their proposals a transmittal letter that identifies the entity submitting the proposal, and includes a commitment by that entity to provide the services required by TDLR. The transmittal letter must state that the proposal is valid for **90 days from the deadline for delivery of proposals to TDLR. Any proposal 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 letter must be signed by a person legally authorized to bind Consultant to the representations in the response. The transmittal letter should include a statement of why Consultant believes that it is the most qualified Consultant to provide the RFP services.

3. Executive Summary

Consultant must provide an executive summary of its proposal and represent that its proposal addresses all of the requirements of this RFP. The executive summary must not exceed three (3) pages, and must represent a full and concise summary of the contents of the proposal. The executive summary must not include any information concerning the cost of the proposal. Consultant must identify any services that are

provided beyond those specifically requested. If Consultant is providing services that do not meet the specific requirements of this RFP, but in the opinion of Consultant 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 proposal.

4. Consultant Information

Consultant must provide the following identifying information:

- name and address of Consultant firm submitting the proposal;
- 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 Consultant's performance under this RFP;
- name, address, business and home telephone number, and fax number of Consultant's principal contact person regarding the Contract;
- the Consultant'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 Consultant (and any subcontractors) who will perform services on this project;
- a statement regarding the financial stability of Consultant, including the ability of Consultant 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. Consultant Qualifications and Experience

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

- describes the general nature of previous similar work performed by Consultant, particularly work in the last five (5) years;
- describes the size and scope of all operations, including number of Consultant's employees and years in business;
- describes Consultant's prior contracting experience with TDLR and similar agencies;
- describes Consultant's capability to provide the requested services; and
- any other information Consultant believes is pertinent to this Proposal.

Consultant must briefly state why it believes its proposed Services best meet TDLR's objectives and RFP requirements.

6. Proposed Workplan

The proposal must include a detailed project workplan, including deliverables, milestones, tasks, Consultant resources (also TDLR, if any), estimated hours per resource, task dependencies and timelines. The workplan must include quantifiable and completed fixed-price deliverables approximately every thirty (30) days that can be measured on a project percent completion basis and will represent support for periodic Consultant payments. **The workplan must reflect a project start date of no earlier than October 1, 2009 and a completion date of no later than April 30, 2010.** The proposed workplan must demonstrate Consultant's extensive experience in and understanding of the nature of the analysis and work required. The proposed workplan must support the Consultant's proposed project approach and methodology.

7. Project Approach and Methodology

Consultant must clearly and completely explain its approach to performing each item listed within the scope of work as defined in Section 3 – *Scope of Work and Minimum Qualifications* of this RFP and corresponding business case development methodology. The approach and methodology must support the work effort required to complete the project no later than April 30, 2010. Consultant must clearly indicate by scope of work item, what percent, if any, of the work would be performed onsite at TDLR facilities, by location, if any. The approach and methodology must demonstrate experience in strategic planning and business case analysis associated with the workplan.

8. Consultant and Proposed Subcontractor(s) Project Personnel and Organizational Information

The proposal must identify all personnel who are to be part of the Selected Consultant's team and detail their experience including the primary lead consultant, 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.

Consultant must include in the proposal detailed resumes of all proposed personnel who will provide Services under the Contract. Consultant 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 Consultant 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 RFP. The personnel, as identified in the proposal, 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 RFP and any Contract resulting from it.

Each of Selected Consultant'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. Consultant must provide an organizational chart covering the services offered in its proposal, indicating lines of authority, names, titles, and functions of individuals assigned. Selected Consultant's personnel must be clearly reflected in the detailed workplan submitted as part of the proposal. Consultant must assign and identify in the proposal a contact person for the services and provide the person's home telephone number, office telephone number, and fax number.

9. Cost Proposal

Consultant must provide, in the minimum format attached as Exhibit F to this RFP, an estimate of the total costs proposed for the Contract. All costs must be clearly allocated among the Consultant'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. Consultant must include in its cost proposal 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 a proposal in response to this RFP, Consultant 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. Consultants who cannot make this representation and warranty should not respond to this RFP.

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

Each Consultant must reveal any past or existing relationship between Consultant, 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 Consultant must also disclose any proposed personnel who are related to any current or former employees of TDLR or the State of Texas.

By submitting a proposal in response to this RFP, Consultant 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.