



Agenda Item 4a

Bay Area Metro Center

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TO: Clipper® Executive Board

DATE: December 11, 2017

FR: Carol Kuester

RE: Next-Generation Clipper® (C2) System Integrator Request for Proposal (RFP)

This memorandum is to update Board members on key developments in the C2 System Integrator procurement since the last Clipper Executive Board meeting in September 2017 and request input on several key issues raised by vendors as requests for clarification or exception.

Site Visits

Site visits took place at selected operator sites throughout the region on October 18, 19 and 20, 2017, including BART's Test Lab, Caltrain San Francisco Station, VTA Mountain View light rail station, BART/Muni Embarcadero Station, the San Francisco Ferry Building, and bus yards at SFMTA, AC Transit, and VTA. The instructions and the schedule for the site visits are shown in Attachment A. Planning and preparation for the site visits required regional coordination. Clipper staff would like to thank operator staff for their support, particularly at SFMTA, BART, AC Transit, SamTrans/Caltrain, VTA, the Golden Gate Bridge District, and WETA.

Proposers' Conference

A Proposers' Conference was held at the Bay Area Metro Center on October 20, 2017. Attachment B sets forth the agenda for the conference, which clarified and highlighted certain aspects of the RFP, the Scope of Work and Technical Requirements, and various provisions of the Contract. The Proposers' Conference was attended by roughly 40 individuals as well as MTC and transit operator staff, and attendees were given time to network at the conclusion of the conference. Clipper staff requested that questions asked at the Proposers' Conference also be submitted in writing so that MTC could post written responses.

Addendum 1

Addendum 1 to the C2 System Integrator RFP was issued on October 26, 2017 and contained several revisions to the RFP. Notably, the closing date for interested proposers to submit requests for modifications and exceptions to the RFP requirements was extended from October 30, 2017 to November 16, 2017.

Addendum 2

Addendum 2 to the C2 System Integrator RFP was issued on December 1, 2017 and extended the date to submit proposals in response to the RFP from Tuesday, January 16, 2018 to Monday, March 5, 2018. This extension was viewed as necessary to fully consider close to 200 questions and requests for clarifications and exceptions received from vendors.

Addendum 3 and Questions & Answers #3

MTC and transit operator staff's consideration of the questions posed by prospective Proposers and vendors resulted in a number of changes to the RFP in Addendum #3. The changes fall into several categories:

- Clarifications to Proposal submission requirements and evaluation procedures
- Clarifications and revisions to the Price Forms
- Corrections of inconsistencies in Contract definitions and requirements
- Clarifications in MTC's expectations relative to rights to Project Software

Several substantive objections emerged that MTC wishes to discuss with the Board, since they may affect the vendors' pricing of their Proposals. They relate to:

- Liquidated damages
- No cap on liability
- Damages not limited to direct damages
- Contractor responsibility for lost revenue
- Contractor responsibility for loss of materials
- Performance/Payment Bonds and Letter of Credit
- Limitations on MTC compensation for Changes in Law

As of the date of this memorandum, the only revision to the foregoing requirements recommended by MTC, transit operator staff, the C2 technical advisor (IBI) and outside counsel (Thompson Coburn) is to agree to a cap on total liability equal to the Maximum Payment under the Contract. We are still discussing changes to the remaining items, and will present recommendations and seek input at the December 18 meeting.

We will continue to provide the Clipper® Executive Board with updates on key developments in this procurement process.



Carol Kuester

Attachments:

- Attachment A: Site Visit Information, Locations and Logistics for Solicitation Number #18761 Request for Proposal (RFP) For Next Generation Clipper® (C2) Regional Transit Fare Payment System Integrator (SI)
- Attachment B: Proposers' Conference Agenda for Solicitation Number #18761 Next Generation Clipper® (C2) Regional Transit Fare Payment System Integrator (SI) Request for Proposal (RFP)

**Site Visit Information, Locations and Logistics for
Solicitation Number #18761
Request for Proposal (RFP)
For Next Generation Clipper® (C2)
Regional Transit Fare Payment System Integrator (SI)**

Overarching Site Visit Information:

- All attendees must arrive on time at locations and times noted;
- Unless specified below that transportation will be provided to a specific site, attendees will be required to make arrangements for and pay for their own transit to and from the various sites being visited;
- Attendees are encouraged to take public transportation, as no parking will be provided at any of the locations;
- Lunch and refreshments will not be provided, attendees are responsible for providing their own drinks, snacks and lunch;
- Questions are allowed during the site visits, but any answers provided will be provided as a courtesy only and are not formalized as part of the C2 SI RFP. To receive a formal response to a question it must be submitted in writing to MTC. MTC will provide a formal response in the form of the Question and Answer document that will be posted as an addendum;
- Only registered attendees will be allowed to attend the site visits;
- No more than three (3) attendees per Proposer will be allowed;
- Attendees should wear appropriate attire including closed toe shoes appropriate for walking and visiting bus yards, etc. Temperatures may vary from site to site; and
- No pictures will be allowed in the BART Test Lab, and Transit Operators at any site may restrict photographs.

I. Site Visits Day #1-9:00 a.m. on October 18, 2017:

9:00 a.m.	Meet in the SFMTA Union Square Conference Room located at the SFMTA offices, One South Van Ness Avenue, 7 th floor, San Francisco, CA 94103 (closest stations - Muni Van Ness Station, BART Civic Center Station)
9:30 to 9:45 a.m.	Travel in SFMTA provided bus to SFMTA Potrero Division located at 1899 Bryant Street, San Francisco, CA, 94110
9:45 to 10:45 a.m.	Tour SFMTA Potrero Division
10:45 to 11:00 a.m.	Travel in SFMTA provided bus to from SFMTA Potrero Division to San Francisco Ferry Plaza located at 1 Ferry Building, San Francisco, CA 94111
11:00 a.m. to 12:25 p.m.	Lunch (Note: lunch will not be provided)
12:30 p.m.	Meet in the lobby at the BART offices located at 300 Lakeside Drive, Oakland, CA 94612 (closest station – BART 19 th Street Oakland Station)
12:35 to 2:00 p.m.	Tour BART Test Lab (Note: no pictures will be allowed in the BART Test Lab)
2:00 to 2:15 p.m.	Travel in AC Transit provided bus from BART Test Lab to AC Transit Division 2 Yard located at 1177 47 th Street, Emeryville, CA 94608
2:15 to 3:15 p.m.	Visit AC Transit Division 2 Yard
3:15 to 3:30 p.m.	Travel in AC Transit provided bus from AC Transit Division 2 Yard to 12 th Street Oakland City Center BART station

II. Site Visits Day #2-9:00 a.m. October 19, 2017:

9:00 a.m.	Meet at Caltrain San Francisco Station Plaza located at 700 4 th Street (at King Street), San Francisco, CA, 94107
9:05 to 10:00 a.m.	Tour Caltrain San Francisco Station
10:00 to 11:13 a.m.	Travel from Caltrain San Francisco Station to Caltrain/VTA Mountain View Station located at 600 West Evelyn Avenue, Mountain View, CA 94041 (Note: transportation not provided)
11:13 to 11:45 a.m.	Tour Caltrain/VTA Mountain View Station
11:45 a.m. to 1:00 p.m.	Lunch (Note: lunch will not be provided)
1:00 to 1:05 p.m.	Meet at Caltrain/VTA Mountain View Station
1:05 to 1:20 p.m.	Travel in VTA provided bus from VTA Mountain View Station to VTA Cerrone Yard located at 3990 Zanker Road, San Jose, CA 95134
1:20 to 2:30 p.m.	Tour VTA Cerrone Yard
2:30 to 2:45 p.m.	Travel in VTA-provided bus from VTA Cerrone Yard to Caltrain Sunnyvale Station located at 121 West Evelyn Avenue, Sunnyvale, CA 94086

III. Site Visits Day #3-9:00 a.m. on October 20, 2017:

9:00 a.m.	Meet at Embarcadero BART Station In Person Customer Service Center (IPCSC) located on the Mezzanine Level, San Francisco, CA 94111
9:05 to 10:00 a.m.	Tour Embarcadero BART Station
10:00 to 10:15 a.m.	Walk/travel to Ferry Building located at 1 Ferry Building, San Francisco, CA 94111
10:15 to 11:15 a.m.	Tour WETA/Golden Gate Ferry located within the Ferry Building

Proposers Conference Agenda
for Solicitation Number #18761
Next Generation Clipper® (C2) Regional Transit
Fare Payment System Integrator (SI) Request for Proposal (RFP)

Subject	Time*
I. Proposers Conference Commencement	12:30 p.m.
II. Opening Remarks and Introductions	12:31 p.m.
III. Site Visit Information	12:40 p.m.
IV. Overview of Solicitation <ul style="list-style-type: none"> <i>i. Minimum Qualifications</i> <i>ii. Scope of Work</i> <i>iii. Equipment Ordering</i> <i>iv. Form of Proposal</i> <ul style="list-style-type: none"> • <i>Part 1-Proposer Information</i> • <i>Part 2-Technical Proposal</i> 	12:45 p.m.
V. Break	2:15 p.m.
VI. Overview of Solicitation (continued) <ul style="list-style-type: none"> <i>iv. Form of Proposal (continued)</i> <ul style="list-style-type: none"> • <i>Part 3-Proposer Certifications</i> • <i>Part 4-Cost/Price Proposal</i> • <i>Part 5-Financial Responsibility Qualifications</i> <i>v. Contract Overview</i> <i>vii. Service Level Deficiency and Bonus Points</i> <i>viii. Timeline/Closing Date and Time</i> 	2:30 p.m.
VII. Break	3:45 p.m.
VIII. Questions and Answers	4:00 p.m.
IX. Proposer Networking	5:00 p.m.

**Other than the 12:30 start time, all times listed are preliminary and subject to change.*