



101 FEDERAL STREET, 13TH FLOOR
BOSTON, MA 02110

REQUEST FOR RESPONSES (RFR)

Document Title: FINANCIAL AND CORPORATE STRUCTURE INVESTIGATIONS

COMMBUYS BID #: BD-20-2018-CNB-CNB-41691

July 8, 2019

Please Note: This is a single document associated with a complete Bid (also referred to as Solicitation) that can be found on [COMMBUYS \(www.COMMBUYS.com\)](http://www.COMMBUYS.com). All Bidders are responsible for reviewing and adhering to all information, forms and requirements for the entire Bid, which are all incorporated into the Bid. Bidders may also contact the COMMBUYS Helpdesk at COMMBUYS@state.ma.us or the COMMBUYS Helpline at 1-888-MA-STATE. The Helpline is staffed from 8:00 AM to 5:00 PM Monday through Friday Eastern Standard or Daylight time, as applicable, except on federal, state and Suffolk county holidays.

ESTIMATED PROCUREMENT CALENDAR

EVENT	DATE
Bid Release Date	7/8/19
Deadline for Submission of Questions through COMMBUYS Bid Q&A	7/17/19
Official Answers for Bid Q&A published (Estimated)	7/26/19
Bid Amendment Deadline/Online Quote submission begins. Bid documents will not be amended after this date.	7/29/19
Deadline for Quotes/Bid Responses ("Bid Opening Date/Time" in COMMBUYS)	8/9/19
Oral Presentations for Selected Bidder(s), if necessary (estimated)	8/19/19 – 8/23/19
Notification of Apparent Successful Bidder (Estimated)	8/30/19
Negotiations (Estimated)	9/3/19-9/6/19
Estimated Contract Start Date	9/9/19

All deadlines are 5:00 PM on the date listed unless otherwise specified. Times are Eastern Standard/Daylight Savings (US), as displayed on the COMMBUYS system clock displayed to vendors after logging in. If there is a conflict between the dates in this Procurement Calendar and dates in the Bid's Header, the dates in the Bid's Header on COMMBUYS shall prevail. Vendors are responsible for checking the Bid record, including Bid Q&A, on COMMBUYS for Procurement Calendar updates.

Correspondence and Submission Information

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1 INTRODUCTION/PROCUREMENT REQUIREMENTS

This Request for Response (RFR) is issued by the Commonwealth of Massachusetts Cannabis Control Commission (COMMISSION). The purpose of this RFR is to solicit bid proposals for investigative services and analysis of corporate entities, including their structure and finances, as it pertains to licensees' 1) compliance with qualifications for licensure; 2) requests for change in ownership or control in accordance with the Commission's laws and policies, including the requirement under M.G.L. c. 94G, § 16 that "[n]o licensee shall be granted more than 3 marijuana...licenses"; and 3) compliance with and conduct of audits under M.G.L. c. 94G, §18.

The intent of this RFR is to award a contract to that responsible bidder whose bid proposal conforms to this RFR and is most advantageous to the Commonwealth, based on the consideration of price and other factors.

The Commonwealth's Standard Contract and Terms and Conditions applies to all contracts or agreements for goods and services with the COMMISSION. These forms are among the required forms that are a necessary component of any agreement with the Commission and as such, are non-negotiable. The terms and conditions set forth in this RFR and should be read in conjunction with the Commonwealth's Standard Contract and Terms and Conditions unless the RFR specifically indicates otherwise.

1.1 BACKGROUND & OBJECTIVE

The COMMISSION is responsible for safely, equitably and effectively implementing and administering the laws enabling access to adult use and medical use of marijuana in the Commonwealth.

It is the objective of the COMMISSION to identify and then engage a consultant for implementation of a financial and corporate structure investigative program to 1) conduct due diligence reviews of licensees that have applied for a change in ownership or control (hereinafter, "control") or other change in corporate structure that may implicate these change; and 2) conduct audits of existing licensees as necessary to satisfy the requirements on M.G.L. c. 94G, §18 and 935 CMR 500.000. The purpose of the financial and corporate structure investigation and audits is to draw to the attention of the COMMISSION to any circumstance which may implicate a violation or attempt to violate M.G.L. c. 94G, § 16 (statutory cap on licenses); 935 CMR 500.050 (1)(b); 935 CMR 500.104 (1)(b); or other applicable law or policy.

1.2 VENDOR QUALIFICATIONS

The preferred vendors will have the capacity to commit personnel and resources necessary to provide high quality services in a timely and responsible manner.

The preferred vendors will have the following qualifications and experience:

- Familiarity with the COMMISSION's enabling statute as well as the laws and regulations pertaining to the licensure of Marijuana Establishments and Medical Marijuana Treatment Centers (MTCs);
- Familiarity with the statutory limitations on the number of licenses that may be controlled by an individual;

- Well-developed qualifications, experience, contacts and resources in conducting and coordinating thorough and efficient financial and corporate structure investigations with a minimum of initial orientation;
- Adequate qualified personnel that possess a demonstrated ability to provide, produce and present comprehensive reports on complex inquiries to the COMMISSION on each subject and be able to provide to the COMMISSION testimonial and expert witness support of findings and conclusions derived from investigative activities; and
- Ability to provide orientation and training to COMMISSION staff and to provide support for other investigative service contractors, as necessary, to fulfill the range of statutory and regulatory investigative and reporting requirements.

A detailed statement of bidder qualifications is to be submitted as part of the bidder's response per Section 3.3 and Attachment A of this RFR.

1.3 GENERAL PROCUREMENT REQUIREMENTS

This RFR is being issued by the COMMISSION consistent with 801 CMR 21.00, which governs the procurement of services by state agencies. The COMMISSION reserves the right to cancel or modify the procurement scope and/or process at any time and without notice.

801 CMR 21.00 requires a competitive procurement process, including the issuance of an RFR for acquisitions of all commodities and services. Words used in this RFR shall have the meanings defined in 801 CMR 21.00. All responses must be submitted in accordance with the specific terms of this RFR.

The COMMISSION makes no guarantee that a contract, or any obligation to purchase any commodities or services, will result from this RFR.

The COMMISSION reserves the right to amend this RFR at any time prior to the date the responses are due. Any such amendment will be posted to the Commonwealth's procurement web site, COMMBUYS (see **Section 5.2** for information on COMMBUYS). Bidders are cautioned to check this site regularly, as this will be the sole method used for notification of changes (See **Section 5.7**) All responses must be submitted in accordance with specifications in **Section 3. Response Requirements**.

The Commonwealth reserves the right to separately procure individual requirements that are the subject of the contract during the contract term, when deemed by the COMMISSION to be in its best interest.

1.3.1 Procurement Characteristics

1. Acquisition method: Time and Materials
2. Single or multiple vendor(s): Single
3. Use of Procurement by single or multiple agencies: Single
4. Anticipated Duration of Contract: The initial duration of the contract that results from this RFR shall be one (1) year from the date on which it is awarded. The contract may be extended in any increment at the discretion of the COMMISSION up to a maximum term, including all contract extensions, of one (1) one-year extension for a maximum contract duration from initial term to maximum extensions of two (2) years.

5. Anticipated Payment Structure: The contractor will be paid for services rendered, after submission and approval of invoices.

1.3.2 Procurement Timetable

Unless otherwise specified, the time of day for the following events shall be between 9:00 a.m. and 5:00 p.m., Eastern Standard Time. All other times specified in this RFR are Eastern Standard Time. **Submissions must be submitted electronically only via COMMBUYS. All vendors must submit responses online using tools available only to vendors registered in COMMBUYS.** Responses received after this deadline date and time will not be evaluated. **RESPONSES ARE DUE NO LATER THAN 5:00 PM ON AUGUST 9, 2019.**

The COMMISSION **may adjust this schedule as it deems necessary**. Notification of any adjustment to the RFR Timetable shall be posted on COMMBUYS.

LATE RESPONSES WILL NOT BE CONSIDERED.

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2 SCOPE OF SERVICES

2.1 General

The purpose of this contract is to engage professional consulting firms in order to implement an investigative program to conduct financial and corporate structure inquiries and reviews of licensees’ applications for changes in control of existing Marijuana Establishment and MTC licensees (Licensees); and to perform financial audits as necessary. Contractors must have a reputation for integrity,

professionalism, intellectual rigor, and independence in this investigative and audit role. Positive references must be available from public sector clients.

All bidders must be willing to abide by any regulatory requirements established by the COMMISSION whether currently in place, yet to be approved, temporary or permanent.

Services being procured on a Time and Materials basis include, but are not limited to the following:

1. Working with the COMMISSION to secure, review and analyze financial and corporate structure documentation to ascertain whether Licensees comply with the statutory limitation on licenses set forth in M.G. L. c. 94G, §16, including, but not limited to:
 - a. Contractual, management or other written documents that explicitly or implicitly convey direct or indirect control over the Marijuana Establishment or MTC;
 - b. Contracts, arrangements, management services agreements or other agreements under which a third-party receives consideration in the form of a percentage, portion or fixed sum of the licensee's sales revenue;
 - c. Contracts, arrangements or other agreements between the licensee and a third-party providing for exclusive intellectual property licensing rights associated with branding of the Licensee's products, physical location, marketing or other commercial purposes, including but not limited to agreements for exclusive inventory;
 - d. Documentation of loans, bonds, debt consolidations or other financial instruments executed between the licensee and a third-party; and
 - e. Leases, licenses or interests in real property or personal property used in connection with the Licensee's operations.
2. Undertaking appropriate checks on any Licensee to verify legal existence of the Licensee, and to identify a Licensee company's executives, managers, persons or entities having control over security operations, persons or entities having control over cultivation operations and controlling persons and entities as that term is defined by the statute and regulations;
3. Corroborating information provided by the Licensees;
4. Checking for current business affiliations of Licensees;
5. Reviewing the results of the investigations with the COMMISSION's Executive Director and Director of Investigations or a designee;
6. Making recommendations to the COMMISSION regarding any regulatory or legislative changes the Contractor concludes may be necessary to enable the COMMISSION to execute on its mandate of enforcing license caps, including, but not limited to the review of draft regulations; and
7. Drafting Standard Operating Procedures to be used by the COMMISSION upon conclusion of the contract that will enable the COMMISSION to train COMMISSION staff to perform these investigations independently.

3 RESPONSE REQUIREMENTS

3.1 General Submission Instructions

Complete responses must be submitted by the date listed in the Procurement Timetable, **Section 1.3.2**, no later than **5:00 p.m.**, Eastern Standard Time. Responses must be submitted **only via COMMBUYS** and directed to:

Shawn Collins
Executive Director
Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

3.2 Complete Response

A complete response in the following format:

- Proposal must not be in excess of 50 pages (excluding required forms, tables listing client references and résumés, which may be attached as exhibits).
- Each copy should be labeled with the name of the response document it contains.
- The sections of the response documents should be identified by a separator page to match the order and names of the sections listed in the checklist below.
- Complete Response Checklist (please structure your response in the same order listed)
 - Cover Letter (instructions provided in Section 3.3)
 - Required Forms (instructions provided in Section 3.4, and all forms are found in the “Forms and Terms” tab on COMMBUYS or as listed.)
 - Executed Commonwealth Standard Contract Form and Instructions
 - Executed Commonwealth Terms and Conditions
 - Contractor Authorized Signatory Listing
 - Massachusetts Substitute W-9 form – Request for Taxpayer Identification Number and Certification
 - Certificate of Tax Compliance
 - Executive Order 504 Contractor Certification
 - Consultant Contractor Mandatory Submission Form
 - Supplier Diversity Program (SDP) Plan
 - Authorization for Electronic Funds Payment (EFT)
 - Prompt Payment Discount Form (PPD)
 - Business Reference Form
 - List of Potential Subcontractors

- Inventory of Bidder Qualifications (instructions and form provided in Attachment A)
- Programmatic Response (instructions provided in Section 3.5)
- Cost Response (instructions provided in Section 3.6) **MUST BE IN A SEPARATE PDF LABELED "COST PROPOSAL."**
- If the successful bidder anticipates that materials may be exempt under the public records laws, a copy of the above-referenced materials appropriately redacted in accordance with the public records laws and the exemptions identified.

Please note that the Commission cannot negotiate terms less favorable than those provided under the Commonwealth Standard Contract and Terms and Conditions.

Please note that it is the Commission's policy not to enter into end-user agreements. Any such agreement and the necessity of that agreement must be identified as part of the response or it will not be considered.

3.3 Cover letter

A cover letter that clearly states the name of the bidder organization, principal address, local (greater Boston) address (if applicable, and if different from principal address), and the name, address, e-mail, fax and telephone number of the bidder's contact person. The letter must:

- clearly identify the name, title, address, phone number, and email address of the primary contact for your firm relating to this procurement;
- be signed by an individual authorized to bind the contractor;
- clearly commit the key personnel named in the response to being available to COMMISSION for a minimum of six (6) months from the response due date and describe the manner in which subsequent staff assignments will be made to ensure continuity for the term of the contract;
- clearly identify any significant subcontractors, their roles, and responsibilities; and
- include a statement that the bidder's proposal will remain in effect for at least 90 days or until a contract resulting from this RFR is executed, whichever is earlier.

Unnecessary samples, attachments or other documents not specifically asked for should not be submitted.

3.4 Required forms

Bidders **must submit** as part of their Business Response the following Commonwealth-required forms. All of the referenced forms are available on the forms and terms tab for this solicitation on COMMBUYS (www.commbuys.com) or through the Operational Services Division at www.mass.gov/osd.

- Executed Standard Contract Form and Instructions. Please note that the successful bidder may be asked to re-execute this form.
- Executed Commonwealth Terms and Conditions. Please note that the successful bidder may be asked to re-execute this form.

- Massachusetts Substitute W-9 form – Request for Taxpayer Identification Number and Certification
- Certificate of Tax Compliance
- Contractor Authorized Signatory Listing
- Executive Order 504 Contractor Certification
- Consultant Contractor Mandatory Submission Form
- Supplier Diversity Program (SDP) Plan
- Authorization for Electronic Funds Payment (EFT)
- Prompt Payment Discount Form (PPD)
- Business Reference Form

3.5 Programmatic Response

In this section, the bidder shall describe its approach and plans for accomplishing the work outlined in the Scope of Work section, i.e., Section 3.0. The bidder must set forth its understanding of the requirements of this RFR and its ability to successfully complete the contract. This section of the bid proposal should minimally contain the information identified in the following sub-sections e.g. 3.3.x.

3.5.1 Vendor History

The bidder shall provide a brief description of the firm, including its organizational structure, its scope of business, its internal organization and number of personnel.

Each bidder shall sufficiently document the required vendor qualifications as set forth in Attachment A.

Each bidder shall also describe any previous assignments undertaken for any entities which might pose a potential conflict of interest.

Response to this Section should be no more than 1 page (Attachment A response is not included in this page count) and should be labeled “Response to Section 3.5.1 – Vendor History”

3.5.2 References & Key Relationships

The bidder shall provide references from at least **three (3) organizations** for which the bidder has provided services similar to the work contemplated by this RFR. Bidders are required to use the Business Reference Form posted along with this procurement on COMMBUYS.

The bidder shall also provide a listing of the major contacts and information sources (both domestic and international) that will enable the bidder to perform the services contemplated by this RFR in a time-efficient and authoritative manner. The limit on each such contact is **one (1) page**.

These contacts must include the following information:

- The client organization’s name and address; and
- What this contact or information source will be used for.

3.5.3 Experience With Contracts Of Similar Size And Scope

The bidder shall provide a comprehensive listing of contracts of similar size and scope that it has successfully completed, as evidence of the bidder’s ability to successfully complete the services required by this RFR. Emphasis should be placed on contracts that are similar in size and scope to the work required by this RFR. A description of all such contracts should be included and should show how such contracts relate to the ability of the firm to complete the services required by this RFR. For each such contract, the bidder should provide two names and telephone numbers of individuals for the other contract party. Beginning and ending dates should also be given for each contract. The bidder should provide documented experience to demonstrate that each subcontractor has successfully performed work on contracts of a similar size and scope to the work that the subcontractor is designated to perform in the bidder’s proposal. The bidder must provide a detailed description of services to be provided by each subcontractor.

In response to this section, bidders are to list the last similar services (5 desired) that have been performed by the bidder within the past 5 years. ALL such services performed are to be listed, even if non-referenceable (e.g. client was not willing to be a reference).

3.5.4 Financial Capability Of The Bidder

In order to provide the COMMISSION with the ability to judge the bidder’s financial capacity and capabilities to undertake and successfully complete the contract, the bidder should submit certified financial statements. If certified financial statements are not available, the bidder should provide either a reviewed or compiled statement from an independent accountant setting forth the same information required for the certified financial statements, together with a certification from the Chief Executive Officer and the Chief Financial Officer, that the financial statements and other information included in the statements fairly present in all material respects the financial condition, results of operations and cash flows of the bidder as of, and for, the periods presented in the statements. In addition, the bidder should submit a bank reference.

If the information is not supplied with the bid proposal, the State may still require the bidder to submit it. If the bidder fails to comply with the request within seven (7) business days, the COMMISSION may deem the proposal non-responsive.

A bidder may designate specific financial information as not subject to disclosure when the bidder has a good faith legal/factual basis for such assertion. Bidder may submit specific financial documents in a separate, sealed package clearly marked “Confidential-Financial Information” along with the Bid Proposal.

The COMMISSION reserves the right to make the determination to accept the assertion and shall so advise the bidder.

3.5.5 Investigative Strategy Overview

The bidder shall set forth its overall technical approach and plans to meet the requirements of the RFR in a narrative format. This narrative should convince the COMMISSION that the bidder understands the objectives that the contract is intended to meet, the nature of the required work and the level of effort necessary to successfully complete the contract. This narrative should convince the COMMISSION that the bidder's general approach and plans to undertake and complete the contract are appropriate to the tasks and subtasks involved. Mere reiterations of RFR tasks and subtasks are strongly discouraged, as they do not provide insight into the bidder's ability to complete the contract. The bidder's response to this section should be designed to convince the COMMISSION that the bidder's detailed plans and approach proposed to complete the Scope of Work are realistic, attainable and appropriate and that the bidder's bid proposal will lead to successful contract completion.

Bidders will differentiate themselves by providing evidence to the COMMISSION that the bidder understands the cannabis industry, issues relevant to the industry and has an approach, contacts and experience providing complex investigative services in the industry or a related industry.

3.5.6 Contract Management and Timeline for Commencement

The bidder should describe its specific plans to manage, control and supervise the contract to ensure satisfactory contract completion. The plan should describe an anticipated timeline that includes: the date on which the bidder will be able to accept referrals; how often and in what manner investigative findings will be shared with the COMMISSION's designee(s); and schedule for periodic check-in meetings. The plan should include the bidder's approach to communicate with the COMMISSION's Contract Manager including, but not limited to, status meetings, status reports, etc.

3.5.7 Potential Problems

The bidder should set forth a summary of any and all problems that the bidder anticipates during the term of the contract. For each problem identified, the bidder should provide its proposed solution.

3.5.8 Organizational Support and Experience

The bidder should include information relating to its organization, personnel, and experience, including, but not limited to, references, together with contact names and telephone numbers, evidencing the bidder's qualifications, and capabilities to perform the services required by this RFR. This section of the bid proposal must minimally contain the information identified below.

Provide an organizational overview of the management of its investigative and review process, including how its staff would interface with Massachusetts authorities both in the short term and long term including any transitional phases and needs.

3.5.9 Location

The bidder should include the address of the bidder's office that will be responsible for managing the contract. The bidder should include the telephone number and name of the individual to contact.

3.5.10 Staff & Organization

1. **Contract-Specific Chart.** The bidder should include a contract organization chart, with names showing management, supervisory and other key personnel (including subcontractor management, supervisory or other key personnel) to be assigned to the contract. The chart should include the labor category and title of each such individual.
2. **Chart for Entire Firm.** The bidder should include an organization chart showing the bidder's entire organizational structure. This chart should show the relationship of the individuals assigned to the contract to the bidder's overall organizational structure.
3. **Resumes. Key staff must have a demonstrated ability to provide comprehensive reports on complex inquires and be able to provide testimonial support of findings and conclusions derived from investigative activities.**

Detailed resumes should be submitted for all management, supervisory and key personnel to be assigned to the contract. Resumes should be structured to emphasize relevant qualifications and experience of these individuals in successfully completing contracts of a similar size and scope to those required by this RFR. Resumes should include the following:

- a. At the top of the resume, identify which of the following qualifications the individual possesses. It is highly desired that a majority of individuals possess AT LEAST 3 of the following characteristics:
 - Financial investigations
 - Financial forensic analysis
 - Financial and/or tax audits
 - Due diligence investigations
 - Cannabis or similar industry experience
 - The individual's previous experience in completing each similar contract.
- b. Beginning and ending dates should be given for each similar contract.
- c. A description of the contract should be given and should demonstrate how the individual's work on the completed contract relates to the individual's ability to contribute to successfully providing the services required by this RFR.
- d. With respect to each similar contract, the bidder should include the name and address of each reference together with a person to contact for a reference check and a telephone number.

The bidder should provide detailed resumes for each subcontractor's management, supervisory and other key personnel that demonstrate knowledge, ability and experience relevant to that part of the work which the subcontractor is designated to perform.

3.5.11 Backup Staff

The bidder should include a list of backup staff that may be called upon to assist or replace primary individuals assigned. Backup staff must be clearly identified as backup staff. In the event the bidder must hire management, supervisory and/or key personnel if awarded the contract, the bidder should include, as part of its recruitment plan, a plan to secure backup staff in the event personnel initially recruited need assistance or need to be replaced during the contract term.

3.6 Cost Response

The bidder must include with its response the following table of Time and Material Rates that shall be valid during the entire term of this contract including extensions. The Commonwealth prefers rates that are fully loaded inclusive of travel. All rates specified are to be firm and fixed throughout the term of the contract and any related extensions.

Cost Response Table 1: Blended Rate = \$ _____ per hour

- OR -

Cost Response Table 2: Rates by Category

Rate Category

Rate Category	Category Description	Rate (\$)
Add rows as required		

4 RESPONSE EVALUATION PROCESS

4.1 Evaluation Process

The RFR Evaluation Process will be conducted in three phases. Phase One Review will be conducted for all proposal submissions. The purpose of the Phase One Review is to eliminate any bids that are nonresponsive to the requirements of the RFR. Bids that are deemed to be qualified based on the Phase One Review will be submitted to the Procurement Management Team (PMT) for additional review (Phase Two Review). Only after the completion of Phase Two will the sealed cost proposals be opened and evaluated as a part of Phase Three. Prior to the final recommendation, the PMT reserves the right to request a “Best and Final Offer” from some or all of the Bidders. The PMT will consider any Best and Final Offers made in a reevaluation of Phase Three. The PMT will make a recommendation to the Commissioners who will then accept or reject the recommendation of the PMT. **(Phase One, Phase Two and Phase Three of this RFR will be evaluated separately).**

- (a) Phase One Review: Bidders’ responses will be reviewed based on listed criteria and completeness of response including mandatory attachments and compliance to submission criteria. Bids that do not comply with these components may be rejected and fail to proceed to Phase Two Review. The COMMISSION reserves the right to waive or permit cure of non-material errors or omissions. Staff and designated Commissioners at the COMMISSION will conduct this portion of the review.

(b) Phase Two Review (Total 90 points): Qualified bids, based on the Phase One Review, will be considered for additional review in Phase Two. Scoring criteria for the evaluation of proposals will be as follows:

- 30 Points –Investigative Strategy (per Section 3.5.5)
- 10 Points—Anticipated Timeline and Contract Management (per Section 3.5.3, 3.5.6)
- 10 Points –Prior Experience and Relationships (per Sections 3.5.2, 3.5.3, 3.5.8)
- 25 Points – Quality of Staff (per Sections 3.5.8, 3.5.10-3.5.11)
- 10 Points – Supplier Diversity
- 5 Points – Invest in Massachusetts

(c) Phase Three Review (Total 10 Points): Cost will be evaluated in relationship to the Phase Two Review and scoring of Bidders' responses. The Phase Two score will represent 90 Points and Cost will represent 10 Points of the Phase Three score, in order to determine "best value". The COMMISSION reserves the right to request a Best and Final Offer (BAFO). The successful bid will be determined based on the one that represents the "best value" overall, meets the needs of the COMMISSION and achieves the procurement goals.

- 10 Points – Cost Proposal: Cost will be evaluated based on the fee for services provided based on a 'pro-forma' model developed by the COMMISSION which best reflects the amount and type of skills required to perform a "standard" investigation.

4.2 Bidder interactions with COMMISSION

4.2.1 Bidder Questions

Bidders are encouraged to submit written questions and receive written answers from the Procurement Management Team (PMT) regarding this Solicitation. All Bidders' questions must be submitted via the Bid Q&A found on COMMBUYS (no phone calls or emails).

Please note that any questions submitted to the PMT using any other medium (including those that are sent by physical mail, fax, or voicemail, etc.) will not be answered. The Commonwealth reserves the right to either publicly post questions exactly as asked by the submitter or to combine or adjust questions in order to minimize redundancy or potentially conflicting responses.

Bidders are responsible for submitting content suitable for public viewing, since some or all of the questions will be posted on COMMBUYS. Bidders must not include any information that could be considered personal, security sensitive, inflammatory, incorrect, collusive, or otherwise objectionable, including information about the Bidder's company or other companies. The PMT reserves the right to edit or delete any submitted questions that raise any of these issues or that are not in the best interest of the Commonwealth or this Procurement. Only written response(s) posted on COMMBUYS which have been "finalized" will be binding on the Commonwealth.

4.2.2 Oral Presentations/Interviews.

After completion of Phase I and Phase II but prior to Phase III, the PMT shall have the option to invite all or some Bidders to make oral presentations/come in for interviews. Bidders will not be informed of their rank at the time of the oral presentation/interview. Additionally, the PMT reserves the right to adjust any Phase II score following any oral presentation/interview, and before proceeding on to Phase III.

The time allotments and the format shall be the same for all oral presentations/ interviews. The PMT will give the Bidder at least three (3) business days' prior notice regarding the date of an oral presentation. The PMT may require the Bidders assign key personnel to conduct the oral presentation/interview.

A Bidder is limited to the presentation of material contained in its proposal, with the limited exception that a Bidder may address specific questions posed by the PMT or provide clarification of information contained in its proposal. A Bidder's failure to agree to an oral presentation/interview may result in disqualification from further consideration.

4.3 Recommendation for Award

After the PMT completes its evaluation, comparison and ranking of all proposals, and, if applicable, interview(s) and BAFO, the PMT may recommend to COMMISSION a bidder or bidders with which to enter into contract negotiations. The decision shall be based on the PMT's recommendation and on the best interests of the Commonwealth. The COMMISSION is under no obligation to award a contract pursuant to this RFR.

5 ADDITIONAL TERMS AND CONDITIONS

5.1 Issuing Office

Massachusetts Cannabis Control Commission
101 Federal Street, 13th Floor
Boston, MA 02110

5.2 COMMBUYS

COMMBUYS is the official system of record for all procurement information which is publicly accessible at no charge at www.commbuys.com. Information contained in this document and in each tab of the Solicitation, including file attachments, and information contained in the related Bidders' Forum(s), are all components of the Solicitation.

Bidders are solely responsible for obtaining all information distributed for this Solicitation via COMMBUYS, by using the free Browse and Search tools offered on each record-related tab on the main navigation bar (Solicitations and Forums). Forums support bidder submission of written questions associated with a Solicitation and publication of official

answers. All records on COMMBUYS are comprised of multiple tabs, or pages. For example, Solicitation records contain Summary, Rules, Issuer(s), Intent or Forms & Terms and Specifications, and Other Information tabs. Each tab contains data and/or file attachments provided by the Procurement Management Team. All are incorporated into the Solicitation.

It is each bidder's responsibility to check COMMBUYS for:

- Any addenda or modifications to this Solicitation, by monitoring the "Last Change" field on the Solicitation's Summary tab; and
- Any Bidders' Forum records related to this Solicitation (see Locating an Online Bidders' Forum for information on locating these records).

The Commonwealth accepts no responsibility and will provide no accommodation to bidders who submit a response based on an out-of-date Solicitation or on information received from a source other than COMMBUYS.

COMMBUYS SmartBid Subscription. Bidders may elect to obtain an optional SmartBid subscription which provides value-added features, including automated email notification associated with postings and modifications to COMMBUYS records. When properly configured and managed, SmartBid provides a subscriber with:

- A secure desktop within COMMBUYS for efficient record management;
- A customizable profile reflecting the subscriber's product/service areas of interest;
- A customizable listing in the publicly accessible Business Directory, an online "yellow-pages" advertisement;
- Full-cycle, automated email alert whenever any record of interest is posted or updated;
- Access to Online Response Submission, when allowed by the Issuer, to support:
 - paperless bid drafting and submission to an encrypted lockbox prior to close date;
 - electronic signature of OSD forms and terms; agreement to defer wet-ink signature until contract award, if any;
 - withdrawal of submitted bids prior to close date; and
 - online storage of submitted bids.

Every public purchasing entity within the borders of Massachusetts may post records on COMMBUYS at no charge. SmartBid fees are only based on and expended for costs to operate, maintain and develop the COMMBUYS system.

5.3 Bidder Communications

Bidders are prohibited from communicating directly with any employee of the COMMISSION regarding this RFR, except as specified in this RFR, and no other individual Commonwealth employee or representative is authorized to provide any information or respond to any question or inquiry concerning this RFR. Bidders may contact the contact person for this RFR in the event this RFR is incomplete or the bidder is having trouble obtaining any required attachments electronically through COMMBUYS.

5.4 Reasonable Accommodation

Bidders with disabilities or hardships that seek reasonable accommodation, which may include the receipt of RFR information in an alternative format, must communicate such requests in writing to the contact person. Requests for accommodation will be addressed on a case-by-case basis. A bidder requesting accommodation must submit a written statement which describes the bidder's disability and the requested accommodation to the contact person for the RFR. The COMMISSION reserves the right to reject unreasonable requests.

5.5 RFR Copies

Bidders may request a copy of the RFR, or any of its components, by going to www.commbuys.com and searching for the solicitation number as noted on the front page of this document.

5.6 RFR Inquiries

Bidders may submit questions regarding concerning this RFR until no later than the date and time specified in **Section 1.3.2** of this RFR via COMMBUYS. Any written responses will be posted on COMMBUYS. Only written responses will be binding on the COMMISSION.

5.7 Amendment or Withdrawal of RFR

If the COMMISSION decides to amend or clarify any part of this RFR, any written amendment will be posted on COMMBUYS. Bidders are cautioned to check this site regularly, as this will be the sole method used for notification of changes. The COMMISSION reserves the right to amend the RFR at any time prior to the deadline for submission of responses and to terminate this procurement in whole or in part at any time before or after submission of responses.

5.8 Costs

Costs which are not specifically identified in the bidder's response, and accepted by the COMMISSION as part of a contract, will not be compensated under any contract awarded pursuant to this RFR. The Commonwealth will not be responsible for any costs or expenses incurred by bidders in responding to this RFR.

5.9 Closing Date

Responses received after the response due date and time specified in **Section 1.3.2** of this RFR will be rejected. Due to statutorily imposed timelines, requests for extensions of time for submitting responses cannot be granted. All responses become the property of the Commonwealth of Massachusetts.

5.10 Acceptance of Response Content

The entire contents of the bidder's response shall be binding on the bidder. The specifications and contents of a successful bidder's response may be incorporated into the contract.

5.11 Public Records Law and Open Meeting Law

Upon conclusion of this process, all responses and related documents submitted in response to this RFR may be considered public records and as such be subject to the Massachusetts Public Records Law, G.L. c. 66, § 10 and G.L. c. 4, § 7 subsection 26. Any statements in submitted responses that are inconsistent with these statutes will be disregarded.

The COMMISSION is subject to the Open Meeting Law, GL. c. 30A, §§18-25. Accordingly, the RFR process and responses received as the result of this RFR may be discussed during public meetings, with all efforts within the bounds of the law made to protect confidential or proprietary information.

5.12 Response Duration

The bidder's response shall remain in effect until any contract with the bidder is executed or the bidder withdraws its proposal.

5.13 Confidentiality

Bidders shall demonstrate that they can comply with all state and federal laws and regulations relating to confidentiality and privacy, and security of personal information, including but not limited to G.L. c. 93H, G.L. c. 66A, and associated regulations.

5.14 Incorporation of RFR

This RFR and the selected bidder's response may be incorporated into any contract awarded as a result of this RFR to that bidder.

5.15 Option to Modify Scope of Work

COMMISSION reserves the right, at its sole discretion and at any time after release of the RFR and during the contract term, to modify, increase, reduce or terminate any requirements under the contract, whenever the COMMISSION deems necessary or reasonable to reflect any change in policy or program goals. The COMMISSION additionally reserves the right, at its sole discretion and at any time after release of the RFR and during the contract term, to amend the contract to implement state or federal statutory or regulatory requirements, judicial orders, settlement agreements, or any state or federal initiatives or changes affecting the COMMISSION. In the event of a change in the scope of work for any contract tasks or portions thereof, the COMMISSION will provide written

notice to the contractor and will initiate negotiations with the contractor. The COMMISSION reserves the right to amend the contract accordingly, including payments under, or maximum obligation of the contract.

5.16 Authorizations and Appropriations

Any contract awarded under this RFR is subject to all necessary federal and state approvals, as applicable, including the Office of the Comptroller, and is subject to appropriation of sufficient funding, as determined by COMMISSION.

5.17 Electronic Funds Transfer (EFT)

All bidders must agree to participate in the Commonwealth Electronic Funds Transfer (EFT) program for receiving payments. A link to the EFT application can be found on the OSD Forms page (www.mass.gov/osd). Additional information about EFT is available on the Comptroller's VendorWeb site located at: <https://massfinance.state.ma.us/VendorWeb/vendor.asp>.

Upon notification of award, contractors are required to enroll in EFT by completing and submitting the "Authorization for Electronic Funds Payment Form" to the SSST for review, approval and forwarding to the Office of the Comptroller, unless already enrolled in EFT. A link to the EFT application can be found on the Comptroller's VendorWeb site (see above link). This form, and all information contained on this form, shall not be considered a public record and shall not be subject to public disclosure through a public records request.

5.18 Prompt Payment Discounts (PPD)

All bidders responding to this procurement must agree to offer discounts through participation in the Commonwealth Prompt Payment Discount (PPD) initiative for receiving early and/or on-time payments, unless the bidder can provide compelling proof that it would be unduly burdensome. PPD benefits both contractors and the Commonwealth. Contractors benefit by increased, usable cash flow as a result of fast and efficient payments for commodities or services rendered. Participation in the Electronic Funds Transfer initiative further maximizes the benefits with payments directed to designated accounts, thus eliminating the impact of check clearance policies and traditional mail lead time or delays. The Commonwealth benefits because contractors reduce the cost of products and services through the applied discount. Payments that are processed electronically can be tracked and verified through the Comptroller's Vendor Web system. The PPD form can be found under the Forms and Terms tab of this solicitation.

Bidders must submit agreeable terms for Prompt Payment Discount using the PPD form within their proposal, unless otherwise specified by the PMT. The PMT will review, negotiate or reject the offering as deemed in the best interest of the Commonwealth.

The requirement to use PPD offerings may be waived by the PMT on a case-by-case basis if participation in the program would be unduly burdensome on the bidder. If a bidder is claiming that this requirement is a hardship or unduly burdensome, the specific reason must be documented in or attached to the PPD form.

5.19 Electronic Communication/Update of Bidder's/Contractor's Contact Information

It is the responsibility of the prospective bidder and awarded contractor to keep current the email address of the bidder's contact person and prospective contract manager, if awarded a contract, and to monitor that email inbox for communications from the PMT, including requests for clarification. The PMT and the Commonwealth assume no responsibility if a prospective bidder's/awarded contractor's designated email address is not current, or if technical problems, including those with the prospective bidder's/awarded contractor's computer, network or internet service provider (ISP) cause email communications sent to/from the prospective bidder/awarded contractor and the PMT to be lost or rejected by any means including e-mail or spam filtering.

5.20 Restriction on the Use of the Commonwealth Seal Commission's Marks or Logos or Marks

Bidders and contractors are not allowed to display the Commonwealth of Massachusetts Seal in their bid package or subsequent marketing materials if they are awarded a contract because use of the coat of arms and the Great Seal of the Commonwealth for advertising or commercial purposes is prohibited by law. Bidders are also prohibited from using the Commission's logos or marks in a similar manner.

5.21 Subcontracting Policies

Prior approval of the department is required for any subcontracted service of the contract. Contractors are responsible for the satisfactory performance and adequate oversight of its subcontractors. Human and social service subcontractors are also required to meet the same state and federal financial and program reporting requirements and are held to the same reimbursable cost standards as contractors.

Attachment A: Format for Statement of Bidder Qualifications

Provide a statement for each item confirming your qualifications in this area or how your firm would address a lack of qualifications in each area: Please provide this form along with your response submission.

Familiarity with:

1. Adult Use of Marijuana Statutes, M.G.L c. 94G
2. Medical Use of Marijuana Statutes, M.G.L c. 94I
3. COMMISSION regulations (935 CMR 500.000 et seq, 935 CMR 501.000, and 935 CMR 502.000) and how they apply to and integrate with relevant laws of the COMMISSION.
4. The emerging body of law and direction of both the medical use of marijuana industry and the adult-use of marijuana industry, and particular issues that are attendant to the industries and, specifically, control of licenses.
5. The licensing and adjudication procedures of the COMMISSION, in particular, how those impact the investigative and reporting process.
6. Massachusetts procedures, record availability, government entities and their various roles and responsibilities.
7. Particular licensing and registration issues in the context of legalized, regulated marijuana.
8. The sources and methods of data research and the relative value and/or shortcomings of available systems and searching techniques. This includes any Massachusetts specific issues as to access and considerations.
9. The complexities of the degree of investigative penetration needed to properly evaluate the financial and corporate structures of Licensees for changes in ownership and control.

Ability to:

1. Assist in the development of a thorough and efficient COMMISSION database of corporate entities for operational and investigations use;
2. Contemporaneously provide intense orientation and training to COMMISSION staff, or other investigative service contractors, necessary to fulfill the range of statutory and regulatory investigative and reporting requirements of a full change in control investigation;
3. Immediately conduct and coordinate thorough and efficient investigations and audits;
4. Analyze and understand the various business structures and management systems, including but not limited to applicants, controlling persons and all participating entities from both a financial and management standpoint;

5. Make recommendations to the COMMISSION regarding any regulatory or legislative changes the Contractor concludes may be necessary to enable the COMMISSION to execute on its mandate of enforcing license caps; and
6. Draft Standard Operating Procedures, including investigation and report templates, to be used by the COMMISSION upon conclusion of the contract that will enable the COMMISSION to train COMMISSION staff to perform these investigations independently.

The firm possesses:

1. Experience in the medical-use of marijuana and/or adult-use marijuana industry.
2. Existing resources and contacts in other marijuana industry jurisdictions to facilitate future exchanges of information needed to satisfy statutory and regulatory duties and responsibilities.
3. The professional experience to supervise and review its investigative work product for legal and compliance sufficiency in order to ensure that any appeal or adverse decision is supportable from an evidentiary standpoint through the regulatory process and any subsequent hearing or procedure.