

**HOUSTON FIRST CORPORATION**  
**REQUEST FOR QUALIFICATIONS**  
**FOR**  
**A NEUTRAL HOST DISTRIBUTED ANTENNA SYSTEM PROVIDER**  
**FOR THE GEORGE R. BROWN CONVENTION CENTER**

**Release Date:**  
**August 21, 2015**

**Deadline for Submissions of Questions/Requests for Clarification:**

**No later than 3:00pm on September 16, 2015.**

**Submit all questions and requests for clarification in writing to**

**[bids@houstonfirst.com](mailto:bids@houstonfirst.com)**

**Statement of Qualifications Due Date:**

**September 18, 2015 no later than 3:00pm at:**

**Houston First Corporation  
George R. Brown Convention Center, Floor 2  
Attn: Tom Smyer, Capital Projects Manager  
1001 Avenida de las Americas  
Houston, TX 77010**

## SECTION 1 - INTRODUCTION

### A. THE OPPORTUNITY

Through the issuance of this Request for Qualifications (“RFQ”), Houston First Corporation (“HFC”), a local government corporation created by the City of Houston, requests Statements of Qualifications (“SOQ”) from firms with demonstrated experience and capability to finance, design, install, activate, operate, and maintain a commercially successful Neutral Host Distributed Antenna System (“NHDAS”) in defined areas of the George R. Brown Convention Center (“GRBCC”) in Houston, Texas.

HFC seeks to advance wireless communication capability within GRBCC to boost mobile broadband coverage, improve reliability, and enhance network capacity for convention center visitors, guests, and staff.

The timeline for completion and successful operation of the NHDAS is critical to HFC, as the GRBCC will host the NFL Fan Experience during Super Bowl LI, February 5, 2017.

The successful proposer will have the opportunity to enter into a Lease and License Agreement (“Agreement”) to install, operate, and maintain a NHDAS at GRBCC, the terms of which will be established in the RFP Phase. At this time, HFC expects the Agreement to include, but not be limited to, the following:

- **Term** – The term of the Agreement is anticipated to be at least 10 years following completion of installation.
- **Areas of Service** – The Agreement is anticipated to permit and require the successful proposer to provide robust service in the GRBCC (including all public and non-public areas).
- **Required and Permitted Services** - The Agreement is anticipated to permit and require the successful Proposer to provide the following services:
  - Cellular Voice and Data
  - Wi-Fi Data and VoIP Services (does not have to be a part of the cellular portion of the NHDAS system but RF design must be done together)
  - Emergency 911 Services, including but not limited to, E911 and 911 location services
  - SCADA/sensor connections (Non-Life-Safety)
  - Location Services (for HFC use and others as permitted by HFC)
  - Public Safety Radio (P25 trunked and Digital conventional) in support of HFC Operations, Police, and Fire)
  - Two Way Radio Services
- **Optional and Permitted Services** – The Agreement is anticipated to permit the successful Proposer to provide the following services on an optional basis:
  - RFID Based Bag Tracking
  - RFID Based Asset Tracking
  - Enhanced Location Services (using Bluetooth Low Energy beacons, e.g., iBeacons)
  - Over the air HDTV

**Minimum Investment Commitment** – The successful proposer will directly, or indirectly through agreements with third parties, fund, install, develop and construct improvements relating to a NHDAS. A minimum capital investment amount will be set in the RFP, with the SOQ team describing its proposed capital investment in the SOQ team's RFP response. No lenders or any other party providing financing will be permitted to have a mortgage or any other type of lien on the Agreement or any component of a NHDAS once installed. At the end of the initial term, HFC will own all NHDAS assets.

**Definitive Investment Plan** – After approval of the Agreement, the successful proposer will be responsible for preparing a facility-based set of drawings and specifications that will at a minimum include locations, improvements, design standards, operational standards, and tie-in to HFC facilities and utilities, among other things. The initial drawings and specs will be subject to HFC approval as will alterations or changes made during the term of the Agreement. All improvements must be designed to industry standards appropriate for a nationally prominent convention center and trade show facility.

**Compensation** – HFC anticipates the Agreement will require: (1) a fixed annual payment to HFC, (2) payments based on activity, and (3) a form of revenue sharing with HFC.

**Operating and Maintenance Requirements** – The successful proposer will be required to provide the services offered in its proposal in the RFP Phase pursuant to a Service Level Agreement, which will be incorporated into the Agreement.

**HFC Services** – HFC anticipates the Agreement will require the successful proposer to provide defined services for HFC as part of the initial installation and, thereafter, on a cost-reimbursable basis throughout the term of the Agreement in the event additional services are sought by HFC.

**Interested parties participating in the RFQ Phase of the competitive process must prepare and submit a SOQ that meets the requirements of this RFQ.**

## **B. HFC BACKGROUND**

HFC is local government corporation created by the City of Houston to facilitate economic growth through the business of conventions and the arts. HFC is responsible for management and operations of more than 10 city-owned buildings and plazas, and underground and surface parking for nearly 7,000 vehicles. Facilities include the George R. Brown Convention Center, Jones Hall, Wortham Theater, Miller Outdoor Theater, Sunset Coffee Building, and certain outdoor facilities such as Jones Plaza, Sesquicentennial Park, Ray C. Fish Plaza, Root Memorial Square, areas along ADLA, and several other small landscape properties.

The George R. Brown Convention Center is a nationally prominent convention center and trade show facility. Ranked among the nation's largest convention centers, GRBCC offers over one-million square feet of dedicate meeting space, including seven exhibit halls, a 36,00 tier-seated amphitheater, a level-three exhibit hall featuring telescopic arena-style seating, meeting rooms, and 31,500 square-foot ballroom.

## **C. THE SELECTION PROCESS**

RFQ Phase – This RFQ begins a competitive process designed to identify the respondents that proceed to the RFP Phase. The RFQ Phase of the competitive process will be completed when

the Selection Committee approves a qualified list from the SOQ respondents (“Qualified Proposers”). Only Qualified Proposers would proceed to the RFP Phase of the competitive process.

The scores of the Qualified Proposers from the RFQ Phase will not be carried forward to the RFP Phase. Each of the Qualified Proposers will enter the RFP Phase of the Selection Process with equal standing, considered to have sufficient qualifications and experience to serve as the NHDAS provider.

HFC may ask one or more of the Qualified Proposers to update their SOQ if HFC, in its sole judgment, feels a material change in the status of a Qualified Proposer may have occurred. HFC reserves the right to remove and replace a proposer from the Qualified Proposers list if, in HFC's sole discretion, a material change in the status of the Qualified Proposer has occurred from what was submitted in the SOQ by a Qualified Proposer. Additional terms and conditions governing the Selection Process are outlined in **Attachment A**, which must be reviewed by and are binding on all parties submitting an SOQ.

RFP Phase – HFC will issue RFP(s) only to Qualified Proposers. Final determination of HFC's requirements for proposals will be established in the RFP document, including the evaluation criteria for selection.

The RFP Phase Selection Committee may or may not have the same Selection Committee members as the RFQ Phase Selection Committee.

HFC may elect to issue a Draft Agreement for review and written comment prior to the proposal due date, as established in the RFP. If HFC issues a Draft Agreement for written comment during the RFP Phase, HFC will seek to also issue a Final Draft Agreement prior to the due date for proposals. HFC is under no obligation to post a Draft Agreement or issue a Final Draft Agreement as part of the RFP Phase of the competitive process.

#### **D. SOQ RESPONDENT'S STRUCTURE**

For purposes of this SOQ, HFC does not intend to limit the type of entity that may submit an SOQ. However, HFC may impose limits on the type of entity that may respond to the RFP. HFC recognizes it may be necessary to create special purpose entities for this opportunity. Proposing entities may include individuals, corporations, partnerships, limited liability corporations or joint ventures. An entity submitting an SOQ must be the legal entity that will execute the Agreement if designated for award upon completion of the RFP Phase. Such an entity may be one newly created for the purpose of submitting on this opportunity.

Entities submitting an SOQ need not have all the required skills and experience in house; the proposer may assemble a team to provide the necessary skills and experience (the SOQ Team). HFC will evaluate and score the entirety of the SOQ Team during the evaluation process. However, Selection Committee members may discount the role of entities included in an SOQ Team through contracting if the SOQ does not evidence a sufficiently binding commitment by the contracted entity to the team.

HFC further recognizes it may be difficult for proposers to precisely determine an optimal structure prior to submitting a proposal pursuant to the RFP Phase. Therefore, a Qualified Proposer may seek HFC approval to update its ownership structure to accommodate additional investors, joint ventures, or partners prior to submission of a proposal during the RFP Phase. In

addition, a Qualified Proposer may seek HFC approval to update its SOQ Team to accommodate the particular circumstances and requirements of the RFP Phase, however, newly formed entities must be able to show three years of NHDAS design and operation experience. HFC, in its sole discretion, may disapprove requested changes to the ownership structure or changes to an SOQ Team and will in no case consider changes where the entity (or entities) controlling a majority interest in the Qualified Proposer, as indicated in the SOQ, does not continue at all times to maintain at least a 51% equity interest. No change in majority ownership or effective control will be permitted.

Qualified Proposers may substitute an outside service provider for one listed as part of the SOQ Team prior to or during the RFP Phase, provided the substitution does not adversely affect the Qualified Proposer's capabilities, as determined by HFC in its sole discretion.

The Qualified Proposer will be obligated to submit requested changes and sufficient information to allow HFC sufficient time to consider such changes. HFC is under no obligation to expedite its review of requested changes or to accept them. All decisions related to changes to the Qualified Proposers team or list of service providers shall be made by HFC in its sole discretion.

**E. HFC DIVERSITY PROGRAM**

Qualified Proposer's engaged by HFC are encouraged to make good faith efforts to utilize subcontractors or include subcontractors as part of the Qualified Proposer's team who are certified, diverse suppliers of goods and services in accordance with the Contractor Diversity Program established by HFC, available at [www.houstonfirst.com/DoBusiness.aspx](http://www.houstonfirst.com/DoBusiness.aspx). If the Qualified Proposer is a Minority Woman Disadvantaged Business Enterprise (MWDBE) certified by the City of Houston or a historically-underutilized business (HUB) certified by the State of Texas, please note such certification in the SOQ.

**SECTION 2 - SOQ EVALUATION PROCESS**

**A. EVALUATION CRITERIA**

The Selection Committee will use the following Evaluation Criteria to score SOQs:

Evaluation Criteria	Available Points
1. Experience Designing, Installing, Operating, & Maintaining a NHDAS	30
2. Neutral Hosting & Participation Initiatives	35
3. Management Capabilities and Resources	10
4. Financial Capability for revenue at GRBCC	25
Total Available Points	100

**B. INTERVIEWS AND SHORT LISTING**

HFC reserves the right to conduct interviews or to proceed without conducting interviews. The purpose of interviews, if conducted, would be to provide proposers an opportunity to clarify and expand upon aspects of their SOQ. They also present HFC an opportunity to evaluate key personnel and discuss issues of experience, performance, qualifications and quality.

HFC reserves the right to interview only a short list of proposers or to establish a short list of proposers without conducting interviews. Proposers (either all or a short list) may be subsequently re-interviewed for final evaluation.

### **SECTION 3 - INSTRUCTIONS TO PROPOSERS**

#### **A. GENERAL INSTRUCTIONS**

Potential proposers should read, review and understand this RFQ, all the attachments, and any addenda issued. Proposers must submit an SOQ in accordance with the instructions given in this RFQ. The SOQ should be prepared as specified herein regarding form, content and sequence. HFC must receive delivery of the SOQ at the address specified on the cover page of this RFQ no later than the date and time specified on such cover page (the Submission Deadline). Any SOQ received at the wrong location or after the exact time specified for receipt will not be considered.

Each proposer must submit seven (7) hard copies and one electronic copy of the SOQ. All copies of the SOQ should be enclosed in a single sealed package, with the name and address of the proposer in the upper left hand corner, and marked, "Statement of Qualifications – Neutral Host Distributed Antenna System Provider for George R. Brown Convention Center."

Each copy of the SOQ must be printed and contained in an 8 ½" x 11" 3-ring binder with tabbed dividers corresponding to the numbers delineating each section as described in Section C below. Proposers must also provide a complete electronic copy of the SOQ as an Adobe Portable Document Format (PDF) file on a flash drive. Supplemental information may be included where indicated as part of a clearly marked appendix.

When responding to the requirements below, each proposer has the responsibility to clearly indicate the source of experience and capabilities. Each proposer should specifically indicate which entity or member of your SOQ Team is relevant to each of the requirements below.

#### **B. LETTERS OF CLARIFICATION/SUBMISSION OF QUESTIONS**

All questions regarding this RFQ should be clearly presented in writing and transmitted by email to [bids@houstonfirst.com](mailto:bids@houstonfirst.com). The deadline for submittal of questions is provided on the cover page of this RFQ. Responses to all written questions, corrections and clarifications to the RFQ will be made in writing, posted on [www.houstonfirst.com/DoBusiness.aspx](http://www.houstonfirst.com/DoBusiness.aspx) and made available to prospective proposers.

When issued by HFC, Letters of Clarification automatically become part of this RFQ and supersede any previous specifications or provisions in conflict therewith. By submitting a RFQ, proposers shall be deemed to have received the Letters of Clarification and to have incorporated them into their SOQ. Verbal responses will not otherwise alter the specifications, terms and conditions stated herein. It is the responsibility of the proposer to monitor the foregoing link and ensure they receive any such Letters of Clarification.

Proposers may only rely upon written information provided by HFC. Proposers should not rely upon, and HFC is not responsible for, any oral information or instructions provided in reference to the RFQ. Proposers and their SOQ Team members must not attempt to contact members of HFC staff, anyone associated with the implementation of the RFQ or Selection Committee

members to discuss or ask questions about the contents of the RFQ, other than in writing as provided above. Improper contact with HFC personnel or others may result in disqualification of the proposer.

### **C. INSTRUCTIONS FOR THE SUBMITTAL**

Responses to the requests in this section should be in full and complete answer form, numbered consecutively, and with all requested information enclosed. Each proposer should provide as much information as necessary to properly convey its ideas, and when applicable, provide any relevant additional information in an appendix.

SOQs must consist of the following sections in the sequence shown below. A set of tabs to identify each part of the SOQ should be inserted to facilitate quick reference.

<b>Tab</b>	<b>Title</b>
1.	Table of Contents
2.	Cover Letter
3.	Executive Summary
4.	Experience Designing & Installing a NHDAS
5.	Experience Operating & Maintaining a NHDAS
6.	Neutral Hosting & Participation Initiatives
7.	Management Capabilities and Resources
8.	Financial Capability
9.	Comments on Conceptual Business and Agreement Terms

#### **1. TABLE OF CONTENTS**

The proposer should list elements of the SOQ and identify any additional materials included in any appendix.

#### **2. COVER LETTER**

The proposer must provide a summary including the proposer's name, address, telephone number, fax number, email address, federal tax ID number, and name and title of contact person. Identify the proposer, the members of the SOQ Team, and the Guarantor, if applicable (see Section 8 below). Provide a description of the legal structure of the SOQ Team and the relationship to the Guarantor, if applicable, and the legal nature of the business relationships among SOQ Team members.

If a partnership, the proposer must state the full name, address and other occupation (if any) of each and every partner; whether he or she is full time or part time; whether each partner is a general or limited partner; and the proportionate share of the business owned by each partner. SOQ Team must provide a copy of the partnership agreement in an appendix.

If a joint venture or limited liability company, proposer must state the names of the firms or individuals participating in the joint venture or limited liability company and the principal officers in each firm or names of the members of the limited liability company; and the proportionate share of the business owned by each joint venture, or the number of shares held by each member of the limited liability company. Include a copy of the joint venture agreement or Limited Liability Company's operating agreement in an appendix.

If a corporation, proposer must state the full name and title of each of the corporate officers.

If the proposer is wholly owned by another entity, then provide sufficient information of the parent and upstream ownership entities for HFC to understand the ultimate ownership and control.

Regardless of the structure of the entity, the proposer must provide sufficient information for HFC to understand the ultimate ownership and control of the proposer. This must include information on any parent and upstream ownership entities, any voting rights, any control by a Guarantor (see Financial Capability Section below), and specific information on who has decision making authority for the proposer.

For purposes of the evaluation, the proposer should include information about any member of their SOQ team to assist HFC in its evaluation.

### **3. EXECUTIVE SUMMARY**

The Executive Summary should highlight the key features of the SOQ, the strengths of the SOQ Team, as these directly relate to the goals stated in this RFQ, and explain the rationale for the specifics included in the SOQ relative to HFC's objectives.

### **4. EXPERIENCE DESIGNING & INSTALLING A NHDAS**

HFC seeks SOQs from parties fully capable of providing a complete design and full installation of the NHDAS, particularly in a convention center and trade show facility, or in similar large, operating facilities where installation and operating challenges exist. The SOQ should describe projects the proposer considers most appropriate to demonstrate the SOQ Team's capabilities in regard to designing and installing NHDAS. For each project include information regarding:

- The location, the scope of services, the contract duration, the parties having an interest in the project's success, a specific summary of the scope of the assignment, and any capital investment requirements.
- A reference for each project who can be contacted by HFC to gather additional information.

At a minimum, the SOQ should provide sufficient information to show that the SOQ Team has a track record evidencing the following:

- Success designing and installing a NHDAS in an operating, complex, and distributed facility environment.
- Experience with NHDAS installation in older facilities subject to renovations and upgrades including multiple-facilities.
- Capability to develop systems designs that anticipate the rapid pace of change and demand levels for mobile devices and how the proposer's designs have accommodated such change.

### **5. EXPERIENCE OPERATING & MAINTAINING A NHDAS**



HFC seeks SOQs from parties having operating experience in a convention center and trade show facility environment with complete responsibility for operation and maintenance of the NHDAS. At a minimum, the SOQ should provide sufficient information to demonstrate the proposer has a track record of experience and success in:

- Operating an integrated NHDAS with trained and qualified systems integrators, technicians, and personnel.
- Providing extremely reliable system performance, including establishing standards for self-governing the delivery of such performance and what level of performance HFC should expect in a convention center environment.
- Upgrading existing NHDAS or similar systems to meet changing technology and demand while providing continuous high quality service.
- Establishing reliable mechanisms within its corporate funding structures to ensure an ongoing capacity to pay for maintenance and ongoing upgrade requirements.

## **6. NEUTRAL HOSTING & PARTICIPATION INITIATIVES**

In facilitating the installation of a NHDAS at GRBCC, HFC has an interest in enabling improved communications services at GRBCC, aggressively promoting usage of the NHDAS by a variety of telecommunication companies and other potential wholesale customers, and generating an excellent economic return to HFC over the term of the Agreement. To these ends, HFC will require the NHDAS provider host telecommunication companies, mobile phone operators, and other parties using radio frequency technologies to serve visitors, guests, and staff at GRBCC. The NHDAS provider may be an entity providing service to end users, but will be required to host other entities, including competitors, with a substantial degree of neutrality using business terms that are both reasonable and standard for the telecommunications industry.

The SOQ must provide the following information:

- An inventory of settings or locations where the proposer hosts other telecommunication companies, including competitors.
- A statement outlining the proposer's policies and practices with regard to hosting other entities when operating a NHDAS or similar equipment-based systems (e.g., cell towers).
- The proposer's established processes for soliciting or entertaining hosting requests in various settings, including, but not limited to, whether economic terms are published in advance, negotiated, and/or auctioned and whether the proposer offers ongoing open-hosting opportunities or uses defined time windows for participation.

In addition, the proposer should demonstrate the following:

- The proposer has the ability to collaborate with others and a track record evidencing success in neutral hosting and promoting participation in NHDAS projects and similar development.

- The proposer has a history of compliance with relevant governmental regulations regarding competition and has successfully self-regulated its operations where appropriate.
- The proposer has, in other circumstances when serving as a host, successfully employed methods to balance and optimize competing goals, such as increasing usage and participation while generating appropriate economic returns.
- How, in general, the proposer would (1) employ past experience hosting other entities on a NHDAS to promote participation at GRBCC and (2) what policies the proposer would adopt to meet HFC's goals outlined in this section.

## **7. MANAGEMENT'S CAPABILITIES AND RESOURCES**

In addition to the operational requirements of the NHDAS, a convention center and trade show environment creates important additional operating considerations, including continuous (24/7/365) operations, high-traffic events, security, and on-site facilities. The SOQ should outline the following:

- The type of organizational structure the SOQ Team envisions, including diversity participation, and, in particular, for multiple party or single purpose entities comprising the SOQ team for this opportunity, how HFC can rely on a single point of contact and accountability during all phases of NHDAS development and operation.
- How the proposer envisions providing superior service to non-HFC system users, including tenants such as restaurants.
- What resources and personnel the SOQ Team expects to dedicate to a NHDAS operation and how such resources may be scalable depending on the opportunities made available in the RFP Phase of the selection process.
- Examples of how the SOQ Team or its members manage a NHDAS in convention centers, stadiums, arenas, or similar facilities.
- What types of steps or commitments the SOQ Team is prepared to incorporate into its development and operations plans to ensure ongoing labor harmony and avoidance of disruptions arising from labor-related issues?

## **8. FINANCIAL CAPABILITY**

The proposer should demonstrate it has the capability to both (1) finance and manage all necessary capital improvements and (2) financially support the on-going operation and management of assets at HFC facilities (the Minimum Financial Capability).

Responses by the proposer will be used by HFC to determine, in its sole discretion, if the proposer has demonstrated it meets the Minimum Financial Capability. Each Qualified Proposer will be required to demonstrate on an ongoing basis that it meets the Minimum Financial Capability. HFC reserves the right at any time during the competitive process to require any or all Qualified Proposers to revalidate their Minimum Financial Capability.

If the proposer is newly created and determines it may not have sufficient financial capability to be qualified under this RFQ, then the proposer may identify and also submit the requisite financial information for a proposed guarantor (the Guarantor) who commits to guarantee any and all performance and financial obligations of the proposer to HFC. HFC will take into account the financial resources of the Guarantor, as well as the legal structure of the proposer and the legal commitments of the SOQ Team in evaluating the financial capability of the proposer. If consolidated financial information is provided as the basis of selection, including from the parent of a wholly owned entity, then a guarantee from the parent will be required.

The final amount to be financed and constructed will be established in the RFP. Depending on the final requirements of the RFP, Qualified Proposers should expect HFC may require them to demonstrate a specific financial capability greater than the Minimum Financial Capability described *above* and to be evaluated on the extent of the financial commitment(s) included in response to the future RFP.

The proposer must:

- Provide financial statements including the elements described below. All financial statements must either be audited and certified by a licensed public accountant or if unaudited, then accompanied by a notarized statement from the Chief Financial Officer certifying the accuracy of the financial information contained in such statements.

(1) Audited financial statements including a balance sheet, income statement and statement of cash flows, prepared in accordance with generally accepted accounting principles (GAAP), for the most recent three complete fiscal years. Footnote disclosures and the accountants audit report must accompany the financial statements. If the most recent audited statements are for a period ending more than six months prior to the due date for the SOQ, then supplement your response by submitting unaudited year to date financial statements. If audited statements are not available for the proposer, then so state and submit unaudited statements for the equivalent time periods, accompanied by a notarized statement from the proposer's Chief Financial Officer certifying the accuracy of the financial information contained in such statements and also submit audited statements for the Guarantor (if applicable) for such periods.

(2) A signed statement from the Chief Financial Officer stating there has been no material change in the financial condition of the company subsequent to the issuance of their last audited financial statements.

(3) If the proposer intends to organize as a partnership, limited liability partnership or joint venture or limited liability company, then the above-referenced financial information of each general partner, joint-venture member or LLC member respectively, must be submitted. Individuals required to provide financial information must submit their three most recent personal tax returns and a current statement of net worth.

(4) Any person or entity providing a guarantee must provide a written statement indicating the level of commitment together with the financial information detailed in this section as if the Guarantor were the proposer. HFC reserves the right to require guarantees if the proposer is an LLC or LLP.

(5) Provide three financial references. Additionally, the proposer should:

- Provide a detailed history of any financing of previous projects, including the Representative Projects.
- Demonstrate the proposer, together with the Guarantor if applicable, is capable of financing project costs in excess of the Minimum Financial Capability.
- Provide sufficient information to demonstrate proposer has potential sources of funding to be used for on-going improvements and working capital.

HFC reserves the right to request additional information from the proposers in order to determine if the proposer has the financial capability to meet the investment and other obligations of the Agreement. If HFC, in its sole discretion, determines an SOQ Team experiences a change in its financial condition that would materially or adversely affect its ability to perform the work contemplated in the Agreement, such proposer may be disqualified as a Qualified Proposer at any time during the competitive process.

## **9. COMMENTS ON AVAILABLE OPPORTUNITIES, BUSINESS TERMS, AND AGREEMENT ISSUES**

This RFQ outlines a range of opportunities HFC will be refining during the competitive process. The proposer may comment on anticipated services and business terms discussed in this RFQ and on how the proposer believes RFP(s) an Agreement or a deal should be structured to produce the collective best results for HFC and the Qualified Proposer. In particular, among other things about which proposer may have concerns or interests, comments on the following may assist HFC:

- How to balance the desire to definitively establish the inventory of NHDAS services at the time of contract award while allowing future development of NHDAS services opportunities during the Agreement's Term.
- The extent to which HFC should require a neutral-host provider or anchor tenant model and how HFC can adopt an appropriate level of neutrality.
- How payments to HFC might be structured and the value considering the traffic through the GRBCC under the terms of the Agreement.
- What types of liability, indemnification, may impair competition and what alternatives would be available in substitute?
- What barriers and areas of concern may exist for proposers in regards to fulfilling HFC's interest in having the NHDAS and the NHDAS provider serve public safety and emergency response communications in conjunction with services provided to telecommunications companies and the general public?
- Experience in providing P25 Phasell coverage in GRBCC.
- Other factors the proposer believes will contribute to a successful NHDAS.

## **SECTION 4 – ATTACHMENTS**

Attachment A – Additional Terms and Disclosures

**BY SUBMITTING A PROPOSAL IN RESPONSE TO AN RFP OR A STATEMENT OF QUALIFICATIONS IN RESPONSE TO AN RFQ ISSUED BY HFC (HOUSTON FIRST CORPORATION) PROPOSER AGREES TO BE BOUND BY ALL OF THE TERMS, CONDITIONS, DISCLAIMERS AND REQUIREMENTS SET FORTH IN THIS ATTACHMENT AND THIS RFP/RFQ.**

PUBLIC INFORMATION: As HFC is subject to the Texas Public Information Act (TPIA), all information submitted by proposers is subject to release under the provisions of the TPIA set forth in Chapter 552 of the Texas Government Code. Each page where confidential or proprietary information appears must be labeled as such clearly and unambiguously. Proposers will be advised of any request for public information that implicates their materials and will have the opportunity to raise objections to disclosure with the Texas Attorney General at their costs and expense.

EXPENSE, OWNERSHIP AND DISPOSITION: HFC shall not be responsible in any manner for any costs associated with the preparation or submission of any documents or materials purchased, prepared or presented during any interviews or any additional documentation provided or requested by HFC. All submitted documents, including all drawings, plans, photos, and narrative material, shall become the property of HFC upon receipt by HFC.

HFC shall have the right to copy, reproduce, publicize, release or otherwise dispose of each submittal in any way that HFC selects. HFC shall be free to use as its own, without payment of any kind or liability therefore, any idea, scheme, technique, suggestion, layout, or plan received during this RFP/RFQ process.

RIGHT OF REJECTION: HFC reserves the right to reject any or all submittals, to waive any informality in such submittals, to request new submittals or to not proceed to do the work or to proceed to do the work in any other manner for any reason. The receipt of any submittal shall not in any way, obligate HFC to enter into an agreement, concession agreement or any other contract of any kind with any Proposer/Respondent.

RIGHT TO RECEIVE ADDITIONAL INFORMATION AND VERIFICATION OF REFERENCES: HFC reserves the right to request any additional information at any time to assist in its evaluation. HFC reserves the right to verify all submitted information, including all references and to contact third parties for additional references and information as it deems advisable. If any information stated in the Proposal/Statement of Qualifications is found to be misrepresented in any manner, this may be grounds for disqualification of the Proposal/Statement of Qualifications.

PROPOSER/RESPONDENT QUESTIONS: If any Proposer/Respondent finds discrepancies or omissions in or there is doubt as to the true meaning of any part of this RFP/RFQ or if any Proposer/Respondent has any questions regarding this RFP/RFQ, written request for a clarification or interpretation should be clearly presented in writing and transmitted by email to address set forth on the cover page. The deadline for submittal of questions is set forth on the cover page. Responses to all written questions, corrections and clarifications to this RFP/RFQ will be made in writing and made available to all prospective Proposer/Respondent as an RFP/RFQ addendum. Only questions pertaining to the information and requirements in this RFP/RFQ will be answered. HFC is not responsible for any explanation, clarification,

interpretation or approval made or given in any manner except by addendum. Any addenda so issued are to be considered part of this RFP/RFQ document.

CONTACT WITH HFC PERSONNEL: Proposer/Respondent may only rely upon written information provided by HFC. Proposer/Respondent shall not rely upon, and HFC shall not be responsible for, any oral information or instructions provided in reference to this RFP/RFQ. Proposer/Respondent must not attempt to contact members of the Proposal/Statement of Qualifications Evaluation Team, HFC staff or the Selection Committee to discuss or ask questions about the contents of this RFP/RFQ, other than in writing as provided above. Improper contact with HFC personnel may result in the disqualification of the Proposer/Respondent.

ADEQUACY OF INFORMATION: The information presented in this RFP/RFQ is provided solely for the convenience of Proposers and other interested parties. It is the responsibility of the Proposers and interested parties to assure themselves that the information contained in this package is accurate and complete. HFC provides no assurances pertaining to the accuracy of the data in this RFP/RFQ.

ADDITIONAL DISCLAIMERS AND RESERVATIONS: HFC reserves the right to postpone the submittal due date. HFC reserves the right to cancel this RFP/RFQ; issue addenda to this RFP/RFQ; re-advertise and issue a new solicitation document; reject any and all responses to this RFP/RFQ in whole or in part; require amendments or modifications to the responses it receives with no liability whatsoever; or pursue other options when it is in HFC's best interest to do so.

Each Proposer and its qualified team must not have any pending, active or previous legal action or conflict of interest that would, in HFC's sole judgment, prevent the Proposer from fulfilling their obligations under the Agreement.