

# ILLINOIS TOLLWAY PARTNERING FOR GROWTH - CONSTRUCTION GUIDELINES

## I. Program Overview

Purpose of program: the purpose of the Illinois Tollway Partnering for Growth - Construction Program is to provide a mutually beneficial working relationship between a Mentor and disadvantaged business enterprise (DBE) Protégé firm via assistance to and training of the DBE, thereby improving the firm's management and operating skills and leading to an increase in capacity and the ability to remain self-sufficient, competitive and profitable business enterprise.

Goals of the program:

- A. Establishing relationships between primes and diverse firms that have no prior or limited experience providing services to the Tollway
- B. Continuing technical and nontechnical support for diverse firms that have no prior or limited experience providing services to the Tollway
- C. Increase access to opportunities for underutilized groups who have limited or no participation in Tollway contracts
- D. Expand the scope of Protégé firm's services
- E. Increase the pool of diverse firms that will be qualified to work on Tollway construction projects
- F. Create a pipeline for firms to eventually bid as a prime contractor.

## II. Protégé Requirements

- A. The Protégé firm must be certified by at least one of the agencies specified within the Tollway's Disadvantaged Business Enterprise (DBE) Program used on construction contracts, and maintain that certification in good standing throughout the life of any P4G relationship. This definition of DBE firm currently includes, per the most recent revision of the ISTHA Special Provision for Disadvantaged Business Enterprise Participation:
  - i. ILUCP-certified DBE
  - ii. Cook County-certified MBE and WBE
  - iii. City of Chicago-certified MBE and WBE
  - iv. US Small Business Association-certified SBA 8(a)
- B. Potential Protégés participating in the Partnering for Growth – Construction Program must be independent business entities from the Mentor as outlined in 49 CFR Part 26 and not affiliated, and Protégés are required to perform all administrative functions at a facility under their control. Concerns are affiliates of each other when, either directly or indirectly:
  - i. One concern controls or has the power to control the other; or
  - ii. A third party or parties controls or has the power to control both; or
  - iii. An identity of interest between or among parties exists such that affiliation may be found.
- C. The Protégé shall be a firm not currently debarred or suspended from doing work by any governmental entity in any state.

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- D. The potential Protégé firm must apply to be a candidate and enroll in a Tollways Technical Assistance program. As part of these programs they will have been assessed and created a Needs Assessment and Technical Assistance Plan.
- E. The potential Protégé firm must then apply to the Partnering for Growth – Construction Program through a Partnering for Growth Portal at a participating Technical Assistance Program.
- F. The potential Protégé firm may be given opportunities to meet potential Mentor firms and determine if a mutually beneficial relationship and development plan/agreement can be created per Section IV. Partnering for Growth – Construction Portal via Technical Assistance Programs.
- G. Protégé firms must perform their due diligence in assessing a potential Mentor before entering into a Partnering for Growth – Construction Agreement. The Tollway does not, through its administration of the Program, endorse any particular firm or direct a potential Protégé to partner with any particular firm.
- H. The Protégé firm and/or the firm's CEO/President/Managing Member must have at least three (3) working years of experience in the highway construction industry or other construction industry that is applicable or related to work being contracted by the Illinois Tollway, as determined by the P4G - Construction Portal and P4G - Construction Oversight Committee.
- I. Protégés must be registered with IDOT as a subcontractor. Prequalification with IDOT as a prime contractor may also be accepted.
- J. Protégés must specify the lead individual responsible for implementing the relationship as identified in the Protégé application.
- K. Protégés must make a sincere commitment to the relationship and abide by the monthly time/meeting commitment specified in the Partnering for Growth – Construction Agreement per section 5 below.
- L. Protégés may not be mentored by more than one firm at a time.
- M. Protégés may not typically be mentored more than once in the Tollway's Partnering for Growth – Construction Program unless special circumstances are present and approved by the Tollway Partnering for Growth – Construction Oversight Committee during standard review of proposed relationships and draft Agreements.
- N. Participation in this Partnering for Growth - Construction Program does not guarantee or incentivize any work with the Mentor or any other construction firm on Tollway or any other contracts.
- O. The Protégé, together with the Mentor, will develop a Protégé Development Plan and Agreement that will be accomplished over the term of the relationship and which will include metrics and milestones and is subject to Tollway approval.

### **III. Mentor Requirements**

- A. A potential Mentor firm should preferably have seven (7) years minimum of demonstrated work history with Tollway-related work experience as a contractor (preferably, but not necessarily as a prime contractor).

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- B. A potential Mentor must have at least one successful Tollway contract as a prime contractor completed or near completion.
- C. The Mentor shall be a reputable firm in good standing with the State of Illinois and the Tollway and not currently debarred or suspended from doing business with any government entity in any state.
- D. Applications to be a Mentor will be assessed and managed through the Partnering for Growth Portal at participating Tollway Technical Assistance programs.
- E. Potential Mentors participating in the Partnering for Growth – Construction Program must be independent business entities from the Protégé as outlined in 49 CFR Part 26 and not affiliated. Concerns are affiliates of each other when, either directly or indirectly:
  - i. One concern controls or has the power to control the other; or
  - ii. A third party or parties controls or has the power to control both; or
  - iii. An identity of interest between or among parties exists such that affiliation may be found.
- F. Mentors must perform their own due diligence in assessing a potential Protégé before entering into a Partnering for Growth – Construction Agreement. The Tollway does not, through its administration of the Program, endorse any particular firm or direct a Mentor to partner with any particular firm.
- G. Mentors may, at their discretion, utilize the Protégé as a subcontractor on Tollway and non-Tollway construction contracts during the term of the P4G relationship, but this working relationship is not a requirement of the program and no incentive is given for utilization of the Protégé as a subcontractor.
- H. Mentors should be IDOT or Capital Development Board (CDB) prequalified at time of application to the P4G program. Exceptions to this requirement will be reviewed on a case by case basis.
- I. Mentors must specify the lead individual responsible for implementing the relationship as identified in the Mentor application.
- J. Mentors must make a sincere commitment to the relationship and abide by the monthly time/meeting commitment specified in the M/P Agreement per section 5 below.
- K. Mentors may not typically assist more than one Protégé at a time. Firms that have the capabilities to mentor more than one Protégé at a time will be considered on a case by case basis.
- L. The Mentor, together with the Protégé, will develop a Protégé Development Plan and Agreement that will be accomplished over the term of the relationship and which will include metrics and milestones and is subject to Tollway approval.

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## **IV. Partnering for Growth – Construction Portal of Tollway Technical Assistance Programs**

Any technical assistance program, tier 1 or tier 2, may recommend a firm as a potential Protégé. With that recommendation, the firm must apply to be a Protégé through a Partnering for Growth - Construction Portal.

Definition and responsibilities of a Partnering for Growth – Construction Portal of the Tollway Technical Assistance Agency:

- A. Seek out, cultivate and share potential mentor relationships/listing and provide regular networking opportunities
- B. Mentor application review and entry into the program
- C. Protégé application review, and assessment/planning if applicable
- D. Protégé additional technical assistance/business development as needed
- E. Providing opportunities for potential Protégés to meet potential Mentor firms and facilitate determination if a mutually beneficial relationship and protégé development plan/agreement can be created per Section IV. Partnering for Growth – Construction Portal via Technical Assistance Programs.
- F. Development of a Protégé Development Plan and a Partnering for Growth Agreement with the assistance of Tollway P4G Coordinators.
- G. Monitoring and reporting of Partnering for Growth relationships throughout the life of the Agreement
- H. Interface with the Tollway's Partnering for Growth – Construction Oversight Committee
- I. Follow up with mentors and Protégés after completion of relationship
- J. The Tollway makes no warranty as to a potential Protégé firm's fitness and ability to perform work through the Tollway's Technical Assistance program or through discussions conducted through the Partnering for Growth - Construction Portal.

## **V. Procedure for Participating in Program**

- A. The Protégé firm must first participate in one of the Tollway's Technical Assistance Programs. As part of these programs they will have been assessed and created a Technical Assistance Plan.
- B. The Protégé firm must then apply for the Partnering for Growth – Construction Program through an approved Partnering for Growth - Construction Portal.
- C. The potential Protégé may be introduced to Mentor firms that can provide guidance on fulfilling specific objectives of the plan.
- D. A draft Protégé Development Plan and Partnering for Growth – Construction Agreement will be developed as explained in Section VI.

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- E. The proposed relationship and draft Agreement will be submitted to the Tollway Oversight Committee for review.
- F. Upon approval of the match and draft Agreement, the Mentor and Protégé, under the guidance of the P4G – Construction Portal of a Tollway Technical Assistance agency, will develop and execute the final Agreement for review.
- G. The final Agreement must be reviewed and approved by the Tollway Oversight Committee in order to become effective.
- H. Quarterly and final written assessments and reviews of the relationship’s progress will take place.
- I. The Tollway Oversight Committee will review all quarterly and final reports, and recommend release of Partnering for Growth bid credits as applicable.

### **VI. Partnering for Growth – Construction Agreement**

The Partnering for Growth - Construction Agreement must incorporate the terms and conditions of this Tollway Partnering for Growth – Construction Guidelines by reference.

- A. The Partnering for Growth – Construction Agreement should, at a minimum:
  - i. Clearly set forth the objective and roles of the Mentor and Protégé based on the Protégé’s Protégé Development Plan
  - ii. Clearly set forth the time commitment and meeting schedule for the Mentor and Protégé
  - iii. Identify individual parties within each firm responsible for the relationship
  - iv. Describe measurable benchmarks such as increase in Protégé capacity, increase in bonding and lines of credit, IDOT prequalification obtained, bidding as a prime, etc. to be reached by the Protégé at successive stages of the plan
  - v. Provide that if resources of the Mentor are utilized by the Protégé in seeking DBE credit during the performance of Tollway contracts or subcontracts for the Mentor or for another contractor, the resources must be separately identified, accounted for, and compensated directly by the Protégé to the Mentor. If the plan provides for extensive use of the Mentor’s resources by the Protégé, the arrangement will be closely scrutinized for presence of a commercially useful function.
  - vi. Include termination provisions and conflict resolution.
  - vii. Training to be provided by the Mentor to the Protégé
  - viii. Reference training/support that will come from other arenas, such as Tollway Technical Assistance.
- B. The types of assistance that a Mentor may provide a DBE Protégé may include the following:
  - i. Business Planning
  - ii. Record Keeping
  - iii. Technical Assistance
  - iv. Capital Formation
  - v. Financial Counseling

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- vi. Bonding
  - vii. Equipment Utilization
  - viii. Submitting Quotations
  - ix. Employee Management
- C. Assistance may take “substantive status” consistent with applicable law and current 49 CFR Part 26 regulations, and consistent with the Tollway’s DBE special provision when the Mentor is seeking DBE credit on a Tollway project, and may include:
- i. Working capital provided to the DBE Protégé by the Mentor (time notes, loans; but not demand notes).
  - ii. Mentor-provided technical and management assistance:
    - o project management
    - o construction techniques
    - o plan interpretation
    - o estimating
    - o cost accounting
  - iii. A subcontracting or joint venture relationship between the Mentor and Protégé. If a subcontracting relationship is put in place for any Tollway or non-Tollway contract during the term of the relationship, this relationship must be reported and tracked via quarterly and final reports.
  - iv. The Mentor may provide, in limited instances, equipment, if a written lease or rental agreement covers the equipment, and/or skilled personnel, if the personnel are on the payroll and under the direct supervision of the Protégé.
  - v. Any property, equipment, supplies or other services that are sold, rented, or donated to the Protégé must be detailed in the Protégé Development Plan and approved by the Tollway and should be further covered by bills of sale, lease agreements, etc.
  - vi. Any financial investment and security arrangements by the Mentor for the Protégé are subject to approval by the Tollway, and must not permit the Mentor to assume control of the Protégé.
  - vi. Bonding

### **VII. Mentor Incentives: Partnering for Growth – Construction Bid Credits**

A contractor or subcontractor performing as a Mentor in an approved Partnering for Growth – Construction relationship can earn Partnering for Growth bid credits to be used toward future Tollway construction bids per the most recent revision of the Illinois Tollway Special Provision for Partnering for Growth – Construction for Disadvantaged Business Enterprises Bid Credit Incentive Program.

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A bidder can apply its Partnering for Growth bid credits to lower their bid amount and increase the chances of winning the contract as the low bidder. Partnering for Growth bid credits may be used in conjunction with Earned Credit Program (ECP) bid credits to a maximum cap as stated in the bid documents for each project.

### **VIII. Partnering for Growth - Construction Oversight Committee**

Oversight of the Partnering for Growth – Construction Program shall be performed by the Partnering for Growth - Construction Oversight Committee. The Committee shall be the "working arm" of the Partnering for Growth – Construction Program. The Committee consists of Tollway Diversity staff, a representative of Tollway Engineering, one representative of the Tollway Diversity Advisory Council and representative(s) from stakeholder associations.

The essential document that will govern the Partnering for Growth – Construction Program is the written Partnering for Growth – Construction Agreement (signed by both parties) that outlines the parties' goals and expectations. The agreement shall describe measurable benchmarks and milestones to be reached (by the DBE Protégé) at successive stages of the plan. The P4G Portal and Partnering for Growth - Construction Oversight Committee should give input to both firms regarding the Mentor-Protégé Agreement.

A. The Committee will quarterly and annually evaluate the Mentor- Protégé relationship, including the following criteria:

- i. Satisfactory progress toward the stated goals of the Agreement and Protégé Development Plan;
- ii. Improved competency of the Protégé in specific aspects of highway contracting;
- iii. Decreased reliance on the Mentor by the Protégé for equipment, personnel, and capital;
- iv. Protégé's increased capital and/or financial/bonding capacity; and
- v. Increased numbers of projects by Protégé with contractors including other than the Mentor
- vi. Bids submitted by Protégé as a prime contractor

B. The Committee shall require the parties to submit Quarterly Progress Reports, indicating the status of their progress toward each of the Agreement's stated goals. Reference the Tollway Special Provision for Partnering for Growth - Construction for Disadvantaged Business Enterprise Bid Credit Incentive Program.

The success of the Partnering for Growth – Construction relationship will be measured quarterly (Quarterly Progress Reports) by a system of metrics designed to coincide with milestones outlined in the Mentor- Protégé Agreement. Quarterly Progress Reports will include review of measurable progress (milestones) on the following:

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- i. Identification of specific assistance provided by Mentor to Protégé during quarter.
- ii. Listing of initiatives accomplished – consistent with goals outlined in the Partnering for Growth – Construction Agreement.
- iii. Listing of milestones reached to date, as well as milestones behind schedule (and reasons).
- iv. Listing of regularly scheduled Mentor and Protégé meetings and outcomes.
- v. Listing of targets set for improvement.

C. The Committee will consider for release any Partnering for Growth bid credits to the Mentor that result from evaluation and approval of a Quarterly Report.

D. If at any time the Committee determines that the Program Guidelines or the spirit thereof are not being adhered to by the parties, or that satisfactory progress is not being made, the Committee reserves the right to revoke its approval of the Mentor- Protégé relationship. Reasonable progress will be expected, though this will vary according to each Plan.

E. Program participants agree that interpretation of the Guidelines or regulations and award of P4G incentive credit shall rest with the Partnering for Growth – Construction Oversight Committee. Parties may feel free (and in fact are encouraged) to seek interpretation of any provision they find ambiguous or confusing. If both Participants so desire, they may jointly appeal any adverse Committee decisions to the Tollway's Chief of Diversity and Strategic Development. These requests shall be in writing. The Chief's determination shall be final.

### **IX. Term of Relationship**

The Partnering for Growth – Construction relationship shall be between twelve (12) and thirty-six (36) months in duration, but may not exceed thirty-six (36) months in duration.

If a mentor and Protégé wish to enter into a subsequent Partnering for Growth – Construction relationship, the request will be considered by the P4G-Construction Portal and P4G-Construction Oversight Committee on a case-by-case basis.