

	<p style="text-align: center;">Partnership—Veteran-Owned Small Business Mentor/Protégé Program Guidelines</p>
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I. Program Overview

The Illinois State Toll Highway Authority (hereinafter "Tollway") has created the Partnership—Mentor/Protégé Program in an effort to facilitate our professional service consultants with:

- A. Meeting our stated Veteran Owned/Service-Disabled Veteran-Owned Small Business (VOSB) goals,
- B. Establishing new partnerships with VOSB firms that have no prior experience providing professional services to the Tollway,
- C. Continuing technical and nontechnical support for VOSB firms that have limited experience providing professional services to the Tollway, and
- D. Assisting VOSB firms with building their capacity and becoming and/or remaining self-sufficient, competitive, and profitable business enterprises.

Professional Services shall be defined as Architecture, Landscape Architecture, Professional Engineering and Professional Land Surveying.

The Professional Service Consultant (Mentor) will receive, by entering into a Mentor/Protégé Agreement with a Protégé that has not been mentored previously on either a Tollway or Illinois Department of Transportation (IDOT) project, a quarter-percent (0.25%) credit toward meeting the VOSB participation goal.

The Mentor may not receive both VOSB and DBE participation credits for the same protégé on a contract.

The VOSB goal is separate and distinct from the DBE goal. A single firm may not be utilized to achieve credit toward both VOSB and DBE goals on a single project. Therefore, the protégé participation must match the goal for which the protégé is being utilized.

II. Procedure for Participating in the Tollway's Partnership—VOSB Mentor/Protégé Program

A **VOSB** means a business certified by the State of Illinois Department of Central Management Services (CMS) as a VOSB or SDVOSB business.

- A. The Mentor and VOSB Protégé must sign a Memorandum of Understanding (Exhibit E) as part of the Statement of Interest submitted in response to a Professional Service Bulletin (PSB). The Memorandum of Understanding must include the following:
 1. Level of participation by the VOSB Protégé (percentage of contract value).

There is no minimum participation level required for a VOSB firm to be eligible as a Protégé in an MP Agreement.

2. Assessment of the Protégé's needs.

3. Description of specific assistance the Mentor will provide to address the Protégé's needs.
 4. Mentor experience with the Tollway's Mentor/Protégé Program.
 5. Protégé experience with the Tollway's Mentor/Protégé Program and IDOT's Mentor/Protégé Program.
 6. Explanation of need for additional mentoring if the Protégé has been mentored in the same Area of Assistance for a Tollway and/or IDOT project a combined total of more than three times.
- B. After selection of the professional service consultant for the PSB item, the awarded consultant (Mentor) will submit a Mentor/Protégé Agreement to the Tollway. The Mentor/Protégé Agreement is more detailed than the Memorandum of Understanding submitted with the Statement of Interest as it describes the Protégé's participation by tasks, hours, and deliverables. It also provides a schedule for monitoring progress, submitting interim reports, and preparing a final assessment of the Mentor/Protégé relationship.
- C. The Mentor/Protégé Agreement is subject to the approval of the Tollway.

III. Mentor/Protégé Agreement Requirements

The Mentor must demonstrate a significant level of commitment, performance, and capability to provide meaningful instruction and beneficial resources to its Protégé.

The Mentor/Protégé Agreement will not be approved if the assistance to be provided is not sufficient to promote any real gains to the Protégé.

The Mentor/Protégé Agreement must describe in narrative form the scope of services that the Protégé will perform. The work to be performed by the Protégé under the mentorship of the prime consultant may be in technical areas that require IDOT prequalification, or in nontechnical areas that do not require prequalification. When technical work that requires IDOT prequalification is being performed by the Protégé, but the Protégé does not possess that specific prequalification, the Protégé's work will be covered under the Mentor's prequalification category and the Mentor will maintain responsibility for the work.

- A. The Mentor must provide mandatory capacity-building to the Protégé in the following areas:
1. Provide guidance and oversight to the Protégé.
 2. Work with the Protégé in developing a Project Management Plan from conception of the project through project completion.
 3. Provide guidance and oversight to the Protégé on the development of the Quality Assurance/Quality Control Plan including the CAD Plan if applicable.
 4. Familiarizing Protégé with applicable laws, regulations and rules.
- B. The Mentor may provide optional capacity-building to the Protégé in the following areas:
1. Training in technical aspects of operating the business, such as invoicing, accounts receivable, marketing, business forecasting and associated budgeting, human resource and information technology development, selection techniques for insurance and banking relationships.
 2. Assistance in preparation of change orders, claim filing, resolution of

dispute scheduling and other aspects of performance.

3. Assistance in the preparation of contract documents, proposals and Statements of Interest.
4. Guidance regarding the Protégé's procedures in accounting for daily actual cost of labor, production and overhead.
5. Identify Protégé's unique challenges and provide a plan to address each challenge.
6. Other areas appropriate for Protégé needs.

C. The detailed Mentor/Protégé Agreement should include the following information:

1. A description of the Protégé's areas of assistance.
2. Description of mentoring activities and associated level of effort, including estimate of hours.
3. Deliverables associated with mentoring work.
4. Duties and responsibilities of Mentor and Protégé, including list of key personnel.
5. Benchmarks to measure mentoring progress.
6. Process for evaluating Mentor/Protégé relationship.
7. Termination provisions.

D. Termination of the Mentor/Protégé Agreement

The prime consultant will notify the Tollway in writing if the Mentor/Protégé Agreement is terminated prior to completion of the project. Reasons justifying termination of the Agreement may be that either party has failed or is unable to meet its obligations, or that the Protégé is not progressing or is not likely to progress in accordance with the Agreement. If the Agreement is terminated prior to completion of the project, and the Protégé is unable to continue working on the project, the amount credited toward meeting the VOSB participation goal will be commensurate with the amount paid to the Protégé at the time the Agreement is terminated. Further, if the Protégé had no prior experience being mentored, **the quarter-percent (0.25%) for VOSB credit** awarded as an incentive to the Mentor will be disallowed.

IV. Protégé Requirements

The Protégé must be certified and in Good Standing by the pre-identified agencies (as listed in Section II of this document) as a VOSB or SDVOSB firm. The Protégé firm must perform a commercially useful function under the contract, have the wherewithal and experience to perform under the prime consultant and not act merely as a middle-person, passive conduit or broker of services.

The Protégé should have an established track record as a professional service consultant and expressed interest in expanding its services in a particular field such as design services, construction management, construction inspection services, project management, or other business-related services.

The Protégé is eligible to participate in other subcontracting opportunities, outside the parameters of the Partnership—Mentor/Protégé Program, on other contracts. Exclusive agreements between the Mentor and Protégé are prohibited and violate federal anti-trust laws.

The Protégé must remain a separate and distinct independent business entity from the Mentor.

V. Program Monitoring, Reporting and Record Keeping

Tollway staff will conduct periodic compliance reviews to monitor and report the Protégé's progress. A schedule will be established with the parties to monitor performance and compliance with the Mentor/Protégé Agreement.

Following Tollway approval of the Mentor/Protégé Agreement, a Quarterly Report must be submitted to the Tollway to verify payments toward meeting the stated level of Protégé participation in the VOSB Program. The Quarterly Report must summarize the kinds of services and/or skills provided to Protégé including hours and areas of involvement, managerial, technical, or financial-related assistance. Additional information may be requested by the Tollway if the report is not acceptable.

Time sheets in a form acceptable to the Tollway and Quarterly Report must be maintained by the Mentor with a sign-off by Protégé to be submitted to the Tollway.

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