



PROGRAM OVERVIEW

Project Overview

The North Texas Tollway Authority (NTTA) is committed to increasing the participation of disadvantaged/minority/women business enterprises (D/M/WBEs) in procurement contracts through the implementation of the Relationships and Opportunities Advancing Diversity (ROAD) Program. The ROAD program will help position D/M/WBE firms to increase their capabilities and compete for larger contracts.

This document details the goals, characteristics and guidelines for the ROAD program.

The NTTA Business Diversity Department (BDD) mission is “to strengthen the Authority by the inclusion of disadvantaged, minority and women-owned business enterprises in the procurement of goods and services.” The program will strengthen NTTA’s image in the private and public business sectors, positioning NTTA as a model agency for building diverse business and community partnerships.

ROAD program objectives include:

- Increase D/M/WBE participation in contracting opportunities.
- Strengthen relationships with stakeholders, trade and advocacy organizations as well as the minority chambers of commerce throughout North Texas.
- Broaden its vendor base by removing barriers to obtaining contracts, thereby ensuring participation by the region’s best and most competitive firms.
- Develop relationships with vendors who are experienced at partnering with NTTA on large contracts.

The ROAD program will provide opportunities for new and emerging D/M/WBE firms to have expanded access to resources, a broader scope of services, deeper technical knowledge and improved business management and operations processes by partnering with larger, more established firms offering similar services. The program is designed to result in increased diverse participation in NTTA contracts by elevating the size and scope of projects on which D/M/WBE firms bid. An additional objective is to expose these successful partnerships to sister government agencies seeking increased D/M/WBE participation.

Developing viable relationships through the ROAD program will facilitate NTTA’s commitment to increasing diversity in procurement opportunities in order to create an equitable business environment for D/M/WBEs.



Background and Best Practices

NTTA identified that in order to increase the participation of D/M/WBEs in their large contracts, it must put forth an effort to validate its commitment to successfully achieving its goals. Transportation agencies around the country use mentor-protege programs to put into practice results-driven programs.

These established programs increase small or emerging contractor participation in transportation and service-related projects. Research indicates most programs emulate the Federal Government’s Small Business Administration program guidelines listed in part 124—8(A) Business Development/ Small Disadvantaged Business Status Determinations; Sec 123.520 Mentor/Protégé Program.

The following components are consistent with the aforementioned state agency programs:

- Programs focus on providing opportunities for new and emerging D/M/WBE firms to increase their business management, organization and professional skills via partnerships with established businesses, who provide similar services.
- All relationships are voluntary and initiated by a written agreement.
- An oversight committee monitors the program.
- Guidelines define the program’s scope and are measured quarterly.
- The mentor-protégé relationship averages one to two years for professional services and up to three years for construction and is usually driven by the life span or size of a shared project/contract.

The following states are listed as participants of, or in the process of developing, a mentor-protégé program.

State	Agency
California	Department of Transportation (DOT)
Delaware	DOT
District of Columbia	LADBE joint venture program
Georgia	Small business ‘Governors’ program
Illinois	DOT
Maryland	MBE program, including DOT & DBE
Massachusetts	Affirmative Market Program



State	Agency
Missouri	N/A
North Carolina	DOT & Historically Underutilized Business
Ohio	DOT/EDGE
Oregon	N/A
Texas	DOT
Virginia	MBE

Information provided by Insight – Center For Community Economic Development, web site statistics for M/W/S/DBE Business Development Services.

Program Objective – Improving Vendor Diversity

NTTA’s goals for D/M/WBE participation are project-specific, based on scope and size. The agency spent \$1.26 billion between 2004 – 2008 with these firms.

As NTTA drives toward its goal for meeting the regional demands for transportation, the development of a mentor-protege program positions smaller and emerging North Texas firms assist in meeting those needs.

The ROAD program goals are to:

- Increase and diversify participation in NTTA contracts by enabling D/M/WBEs to build capacity and compete for larger contracts.
- Provide guidance to deepen industry and technical knowledge through best practices.
- Equip consultants to develop their services and financial acumen to become prime contractors.

The projected outcome for increased consultant capacity:

- Expand the consultant’s scope and specialization of services and capabilities.
- Develop the consultant’s bidding capabilities.
- Broaden the consultant’s exposure to the processes, execution and management of larger, more complex contracts.
- Facilitate a strategic partnering of critical mass firms (large firms) with specialty firms (consultants).
- Leverage the knowledge base of in-house professionals at larger firms.



- Expand administrative and business-planning capabilities.
- Develop more robust accounting procedures and reporting.
- Strengthen financial stability and relationships with credit grantors.
- Create a dialog that includes coaching, innovation, guidance and best practices.

Participant Roles

The prime contractor (prime), who serves in the mentor role, and consultant, who serves in the protege role will:

- Mutually agree on all terms and conditions of the work agreement/relationship.
- Commit to the ROAD program for a minimum of two years (one year for the NTTA's pilot program).
- Complete confidential assessments to monitor ROAD program progress.
- Collaborate by working towards shared goals.
- Expect to learn and grow from each other's experiences.
- Abide by the agreed upon development plan.
- Set reasonable goals and milestones to measure progress.

The Role of NTTA and the Business Diversity Advisory Council

NTTA will develop, implement and oversee the program and serve in the following capacities:

- Identify potential applicants through soliciting an application from interested and qualified firms.
- Select final participants
- Remove obstacles limiting access and create opportunities for D/M/WBEs to increase their firms' capabilities.
- Actively review contracts for opportunities to split the scope of work into smaller contracts more accessible to D/M/WBE firms.
- Review the prime/consultant relationship quarterly to determine whether participants are achieving goals.
- Approve any/all changes to a prime/consultant agreement in advance.



- Encourage and support teams formed as joint ventures for bidding purposes between the prime/consultant.
- Provide seminars, information exchange sessions and networking meetings where the consultants can interact directly with larger firms and secure business connections.
- Communicate ROAD program progress to the Business Diversity Advisory Council (BDAC) and solicit support and counsel.
- Develop awards and recognition programs for participants as well as internal and community business partners.
- Serve as an ombudsman to resolve complaints and problems between primes and consultants.

Business Diversity Department (BDD):

- The BDD will implement the program by providing administrative support, processing and evaluating applications from participants and recommending participants to the oversight committee.
- Additionally, the BDD will monitor the progress of the participants to ensure they align with the development plan. The department reports participant progress to the Board of Directors, the BDAC, and the oversight committee quarterly.
- The Business Diversity Department also provides quarterly updates on the ROAD program to the Board of Directors.

Business Diversity Advisory Council (BDAC)

- The BDAC is comprised of area leaders with backgrounds in business diversity. Members of the BDAC use their expertise by identifying best practices in the field of business diversity and providing counsel to the BDD.
- Members of the BDAC receive quarterly reports on the progress of participants.
- BDAC will review development plans and provide feedback to BDD.

Oversight Committee

- The oversight committee is comprised of the Executive Director, Assistant Executive Directors and the Director of Business Diversity. The oversight committee selects vendors for participation in the ROAD program, approves final development plans prior to implementation and reviews the participants' quarterly reports.



- The oversight committee will also evaluate the prime/consultant relationship annually using pre-determined evaluation criteria and select projects eligible for the program.
- Members of the oversight committee may submit a proposed amendment to the ROAD program operating guidelines.

Core Program Curriculum

- Business development
- Business processes
- Marketing
- Operational processes and strategies
- Financial management/strategies
- Accounting
- Funding
- Bonding
- Insurance
- Human resource development
- Bid and proposal preparation
- Project management
- Long-term strategic development
- Industry relationship networking
- Technical assistance
- On-the-job training

Eligibility Requirements

Prime is required to:

- Possess at least three years experience as an approved NTTA contractor.



- Have completed jobs worth \$500,000.
- Demonstrate a commitment to volunteer in assisting the D/M/WBE firm with all aspects of business development.
- Possess favorable financial health, including profitability for at least two years.
- Possess good business character.
- Not appear on the federal list of debarred or suspended contractors.
- Impart value to a consultant firm from lessons learned and practical experience gained or through its general knowledge of government contracting.

Consultant is required to:

- Possess at least two years experience in the transportation industry
- Have completed prior or currently participating in contracts of at least \$250,000.
- Be open to assistance in all aspects of the ROAD program, including management, technical, financial and business development.
- Have a favorable record/work history with NTTA or other public agencies and a demonstrated ability to perform as a general or trade-specific construction contractor.
- Be a certified D/M/WBE or have an application on file upon entering the ROAD program.
- While enrolled in the ROAD program, consultants will be limited to working with one prime at a time.



OPERATING PROCEDURES AND GUIDELINES

ARTICLE I. EXISTENCE, DUTIES AND PURPOSES

- Section 1. The North Texas Tollway Authority (NTTA) Relationships and Opportunities Advancing Diversity (ROAD) program shall exist to increase the ability of disadvantaged, minority and women-owned business enterprises (D/M/WBEs) to perform prime contract and subcontract work with the NTTA.
- Section 2. The program shall operate through the Business Diversity Department (BDD) of NTTA. The Oversight Committee shall govern all aspects of the program with full decision-making or rule-making authority.
- Section 3. The program goals include:
- a. Increase and diversify NTTA contracts by enabling D/M/WBEs to build capacity and compete for larger contracts.
 - b. Provide guidance to deepen industry and technical knowledge through best practices.
 - c. Equip consultants to develop their services and financial acumen to become prime contractors (primes).
- Section 5. The following guidelines shall apply to all participants in the program:
- a. The prime/consultant participates voluntarily.
 - b. The prime/consultant relationship is established by a signed development plan outlining the parties' goals and expectations, including monitoring and reporting provisions, the duration of the relationship and the services and resources to be provided by the prime to the consultant. The plan shall be submitted to and approved by the BDD in conjunction with the Oversight Committee.
 - c. The following criteria shall be met in the drafting and implementation of the development plan, to be completed jointly by the prime/consultant:
 1. Copies of the plan shall be retained by all parties.
 2. The plan shall clearly set forth the objectives of the parties involved.
 3. The plan shall describe measurable benchmarks to be reached by the



consultant at successive stages of the plan.

4. The plan shall provide guidelines for resources of the prime that will be utilized by the consultant. The resources must be separately identified, accounted for and compensated directly by the consultant to the prime. If the plan provides for extensive use of prime's resources by the consultant, the arrangement will be closely monitored by the BDD.
- d. The plan shall allow provisions for the prime and the consultant to form a joint venture to bid on contracts subject to normal joint venture approval requirements.
- e. The plan may include training to be provided by the prime to the consultant.

ARTICLE II. APPLICATION AND ENROLLMENT

Section 1. Participant Qualification and Selection:

- a. All parties wishing to participate in the ROAD program shall complete the appropriate application. The completed application shall be accompanied by all supporting documentation required within the application form.
- b. The prime must have three years of experience as a contractor having completed contracts worth at least \$500,000 (preferably, but not necessarily as a prime contractor) on NTTA highway construction/professional services, and agree to devote between five and ten hours per month working with the consultant.
- c. The consultant must have at least two years experience, having completed or are currently participating in at least \$250,000 in highway construction contracts or professional services. Consultant must be certified by an entity recognized by the NTTA and remain certified throughout the duration of the program.

Section 2. Participant Notification:

- a. The BDD shall verify whether the applicant meets the minimum qualifications.
- b. Following notification of eligibility, the applicant must sign a ROAD program two-party agreement between the prime and contractor facilitated by the NTTA. This plan shall constitute the applicant's certification that its principal



has received, reviewed and agreed to abide by the rules and guidelines of the ROAD program. This agreement also shall act as the applicants' formal enrollment in the ROAD program. The agreement acts as NTTA's certification of the applicant suitability for participation in the program. This plan may be revoked by NTTA or either participant for cause as specified in the section of this document titled "Removal/Termination."

Section 3. Commencing Relationship

- a. All prime/consultant relationships will commence with the signing of a written ROAD program development plan. The plan shall be submitted to the ROAD Program Oversight Committee for review and approval
- b. Within thirty (30) days of receipt of the plan, the committee shall notify the parties of its acceptance or rejection of the terms of the proposed plan. Reasons for rejection of a plan shall be explained in writing to both parties. The plan shall be deemed effective on the date the committee sends written notification of its approval of the plan.

Section 4. Participant Roles:

- a. The prime will:
 1. Sign a development plan with the consultant.
 2. Attend regularly scheduled meetings with the consultant.
 3. Regularly review the consultant's business and implementation plans and other key indicators, such as cash flow, bonding, insurance, recently submitted bids, quotes and participation in construction/professional projects.
 4. Identify key organizational problems and business challenges.
 5. Identify and acknowledge improvements in specific areas such as estimating and bidding.
 6. Identify needs that can be met through one-on-one supportive services consultant assistance.
 7. Offer advice on best practices to achieve success during and after the program.



8. Identify critical steps towards meeting goals.
 9. Respond promptly to the consultant's request for assistance on significant business problems, not routine issues.
 10. Provide training in new construction/professional services skills to increase the consultant's competitiveness in their industry.
 11. Provide equipment, resources and personnel with specialized skills, provided the worker(s) is/are under the direct supervision of the consultant.
 12. Monitor the plan's progress.
 13. Report to NTTA regarding progress of the relationship/plan, achievements, etc., in the manner required by the development plan.
 14. Not be responsible for management of the consultant.
- b. The consultant will:
1. Sign the development plan with the prime.
 2. Attend regularly scheduled meetings with the prime and execute specific progress steps.
 3. Implement goals and objectives developed with the prime and accept reasonable suggestions to increase the management or operations of its business.
 4. Utilize the assistance of one-on-one supportive services consultants suggested by the prime or NTTA.
 5. Share information, including:
 - ◇ Working capital
 - ◇ Capacity, including payroll
 - ◇ Total material and overhead expenses
 - ◇ Net profit
 - ◇ Lines of credit



- ◇ Bonding aggregate limit or limit per project and current certificates for worker's compensation and general liability insurance
 - 6. Monitor the plan's progress.
 - 7. Report to NTTA concerning the progress of the relationship/plan, achievements, etc. in the manner required by the development plan.
 - 8. Perform administrative functions by personnel responsible to or employed by the consultant at locations under its control.
 - 9. Must have the latitude to contract with others, outside of the ROAD program.
- c. NTTA will:
- 1. Implement, oversee and monitor the progress of the ROAD program
 - 2. Conduct an evaluation and assessment of potential primes and D/M/WBEs for program participation.
 - 3. Assist the parties in tailoring a development plan.
 - 4. Identify potential applicants and select final participants.
 - 5. Provide on-going monitoring and inspection of approved plans including, but not limited to, mandated quarterly and annual reports of progress toward meeting the approved plans' goals and objectives.

ARTICLE III. REMOVAL/TERMINATION

- Section 1. The relationship may be terminated by either party or the committee. The relationship may not exceed three years in duration.
- Section 2. Any party requesting early termination of the relationship shall send a 30-day written notice of its intent to the other party and NTTA. Similarly, the ROAD Program Oversight Committee shall notify both parties in writing if it intends to end the relationship.
- Section 3. A relationship shall be deemed terminated effective on the date written notification is sent or received by the NTTA . This date shall be evidenced by postmark, date/time stamp of electronic mail, date of correspondence, etc.



- Section 4. The plan shall contain the aforementioned provision allowing termination either by one or all parties upon a 30-day notice to NTTA and by determination that:
- a. The consultant no longer meets the eligibility standards for certification as a D/M/WBE.
 - b. Either party has failed or is unable to meet its obligations outlined in the development plan.
 - c. The consultant is not progressing or is not likely to progress in accordance with the development plan.
 - d. The consultant has reached a satisfactory level of self-sufficiency to compete without utilizing the ROAD program.
 - e. The relationship has continued for the maximum allowable period.

ARTICLE IV. OVERSIGHT AND REPORTING

Section 1. NTTA ROAD Program Oversight Roles:

- a. The BDD shall be the “working arm” of ROAD program.
- b. The Road Program Oversight Committee shall consist of the NTTA Executive Director, the Assistant Executive Directors, and the Director of Business Diversity. The Road Program Oversight Committee makes decisions and policies relating to the program.
- c. The BDAC and its members have no decision-making or rule-making authority, nor any fiduciary obligations to NTTA and cannot take any action on behalf of NTTA or BDD. However, it shall provide counsel and feedback on the program.

Section 2. Participant Reporting

- a. The BDD shall require the parties to submit quarterly and annual reports indicating the status of their progress toward each of the plan’s stated goals. The reports will indicate the steps taken during each quarter to further the plan. The reports also shall list all projects for which the prime has received (or applied for) credit for using the consultant as a D/M/WBE subcontractor. The reports must be signed and dated by an authorized principal of each firm.
- b. The prime/consultant shall each submit an annual report regarding the



program and accomplishments for the year. Both the prime/consultant shall indicate in their reports the status of each goal outlined in the ROAD program development plan, accomplishments and how the prime specifically assisted the consultant in reaching the stated goal/accomplishment.

- c. Failure to submit timely reports, or submission of incomplete reports, is possible grounds for dissolution of the relationship. If at any time the BDD determines the guidelines of the program are not being adhered to by the parties, or satisfactory progress is not being made, the BDD in conjunction with the oversight committee reserves the right to revoke its approval of the relationship thereby invalidating the plan and/or any individual participant's enrollment in the program.
- d. Reasonable progress will be expected, though this will vary according to each plan. A finding that the parties have failed to make reasonable progress toward goals stated in the plan shall be communicated with the parties, in writing, within fifteen (15) days of submission of the report. If one report (or failure to submit a report) indicates a failure to progress as expected by BDD, the parties shall be given written notice that the prime/consultant relationship is in jeopardy of being revoked, along with the underlying reasons. The parties shall be given an additional quarter to rectify their prior inaction or failure to progress. Two successive quarters deemed not to have yielded reasonable progress shall be grounds for termination of the relationship.

Section 3. Evaluation Criteria:

- a. The committee will annually evaluate the prime/consultant relationship using the following criteria:
 - 1. Satisfactory progress toward the development plans' stated goals.
 - 2. Improved competency of the consultant in specific aspects of highway contracting/professional services.
 - 3. Decreased reliance on the prime by the consultant for equipment, personnel or capital.
 - 4. Increased capital and/or financial/bonding capacity.
 - 5. Increased number of projects with contractors other than the prime and/or increased bids submitted as a prime.



ARTICLE V. ADDITIONAL GUIDELINES AND REGULATIONS

Section 1. Equipment Use:

- a. Any property, equipment, supplies or other services sold, rented, or donated to the consultant must be detailed in the ROAD program development plan approved by NTTA and should further be covered by bills of sale, lease agreements, etc.
- b. Any financial investment(s) and security arrangements by the prime in the consultant are subject to approval under the ROAD program plan and will not permit the prime to assume control of the consultant.

Section 2. General Guidelines

- a. The ROAD program is not intended to diminish or circumvent existing D/M/WBE rules or regulations, but rather it is intended to improve legitimate activities. Abuse of this ROAD program may be used as the basis for action against both the prime/consultant including, but not limited to, suspension or debarment.
- b. Except as indicated otherwise herein, all federal regulations and local, state and federal statutes, in addition to NTTA policies must be adhered to in the conduct of any prime/consultant relationship or activities.

ARTICLE VI. RE-ENROLLMENT

Section 1. Unless a participant is debarred from ROAD program by NTTA, contractors may reenroll in the ROAD program every three years; primes may reenroll every other year. The ROAD Program Oversight Committee may waive this provision due to extenuating circumstances.

Section 2. Either party remains eligible to enter into a new ROAD program plan with a participant other than one with whom they have previously completed a relationship. One exception to this requirement: the parties may enter a plan with a participant with whom they have previously had a prime/consultant relationship if the prior plan did not reach the thirty-six (36) month deadline and the plan was not terminated by NTTA for violation of these or federal regulations.



ARTICLE VIII. AMENDMENTS

Section 1. Any member of the ROAD program may recommend a proposed amendment to these Operating Procedures and Guidelines to the BDD. To be implemented, the amendment shall be approved by the ROAD Oversight Committee.

ARTICLE IX. CERTIFICATION

Section 1. Program participants agree that interpretation of the guidelines or regulations shall determined by the BDD. 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 oversight committee decisions by appearing in person before the committee to appeal the decision within 10 business days of the adverse decision.



FAQ

1. What is the NTTA Relationships and Opportunities Advancing Diversity (ROAD) program?

The NTTA's Relationships and Opportunities Advancing Diversity (ROAD) program is a mentor/protégé program that pairs Disadvantaged/Minority/Women Business Enterprises (D/M/WBEs) with approved prime contractors that provide similar services. The program's goal is to increase and diversify participation in NTTA contracts by enabling D/M/WBEs to build capacity and compete for larger contracts.

2. How does this ROAD program fit in within NTTA as a whole?

Administered by the Business Diversity Department, the ROAD program is a part of NTTA's overall long-standing commitment to the inclusion and increased capacity of all business enterprises.

3. What are the benefits of participating?

This is an exceptional networking opportunity while participants expand their capabilities and gain substantial, hands-on experience.

Consultants broaden their exposure to larger, more complex contracts, deepen industry and technical knowledge, expand their scope and specialization of services and capabilities, and gain access to resources previously unattainable.

4. Will I be able to choose the company with which I am paired?

No. NTTA will match prime contractors and consultants based on developmental need of both participants.

5. How long will the ROAD program last?

The duration of the ROAD program ranges from one to two years. However, participants may agree to remain in the program longer if there is a mutual agreement.



6. What are the costs involved?

Participation in this ROAD program is strictly voluntary by both prime contractors and consultants. However, prime contractors/consultants may incur some administrative costs due to training and development purposes. These costs are to be agreed upon by primes and consultants. NTTA will not contribute towards agreed upon costs.

7. What types of projects/contracts will I be working on?

This will be determined by the prime contractor and based upon the need and development of the consultant. The development plan will be negotiated between the two parties.

8. Who can I contact if I have questions or need additional information?

You may contact the NTTA's Business Diversity Department at 214-461-2007 or www.ntta.org.

9. What should I do if I have a problem or concern?

If you have any concerns or issues, please do not hesitate to contact the Business Diversity Department at 214-461-2007.

10. What should I do if I decide I no longer want to participate in the ROAD program?

If this should occur, the ROAD program does have a termination process. Either party may terminate the prime contractor/consultant agreement with a 30-day advance notice, subject to certain provisions.