



**DSCYF**  
Department of Services for  
Children, Youth & Their Families

# **RFP# CYF 25-08**

**Request for Proposals  
For Professional Services  
Bid under Title 29 Chapter 69 Section 6981**

**SERVICE COMPONENTS IN THIS RFP**

**Early Childhood Mental Health Consultation**

INFORMATIONAL BIDDERS CONFERENCE: NONE

SUBMISSION DEADLINE: **Tuesday, January 21, 2026, by 2:00 pm Eastern Time**

**The RFP schedule is as follows:**

Submit questions to H. Ryan Bolles, DSCYF Procurement Administrator, at [herbert.bolles@Delaware.gov](mailto:herbert.bolles@Delaware.gov) Questions received close to the deadline may not receive a response. The State of Delaware reserves the right to determine if there is enough time to answer submitted questions.

**None** There is **no** bidders' conference scheduled for this RFP.

**01/21/26**  
**by 2:00 PM**  
**ET** For this RFP DSCYF will accept your proposal by email as described below. Please submit the **minimum number** of email attachments as possible keeping potential attachment size limitations. A single proposal attachment is preferred, but not mandatory.

**PROPOSAL DELIVERY:** Proposals must be received by email by **01/21/2026** by **2:00 PM** ET.

Please submit your agency's proposal to [DSCYF\\_Bids\\_Submission@delaware.gov](mailto:DSCYF_Bids_Submission@delaware.gov) Do not submit a link to a "dropbox". NOTE: the State of Delaware is not responsible for undelivered or delayed emails for any reason. **Submission email must have a date/time stamp when received by the State of Delaware in compliance with the stated due date/time. You are advised NOT to wait until the last minute to submit your proposal.**

Emailed proposals arriving with a **State of Delaware** system date/time stamp after 2:00 pm local time on the stated due date will not be accepted. DSCYF is not responsible for undelivered or delayed emails for any reason. If you experience any problem, please reach out to Ryan Bolles at [herbert.bolles@delaware.gov](mailto:herbert.bolles@delaware.gov) **as soon as possible**.

The contents of any proposal shall not be disclosed by the Stat to competing entities during the negotiation process.

As soon as possible The Department will work diligently to complete the proposal review and selection process in an expeditious fashion. While DSCYF reserves the right to contact bidders for additional information proposals are expected to be able to stand alone based upon the written information submitted.

As soon as possible Decisions are expected to be made and awards announced as soon as possible. Initial notification to all bidders will be by email.

## **Request for Proposals**

The State of Delaware's Department of Services for Children, Youth & Their Families (DSCYF), Division of Prevention and Behavioral Health Services (DPBHS) is seeking proposals from **individual licensed mental health professionals** (i.e., LCSW, LMFT, LPCMH and Psychologist) to provide the following professional service: **Early Childhood Mental Health Consultation (ECMHC)**. An ECMHC works to increase the capacity of early learning professionals to support social and emotional learning and address behavioral concerns of young children, birth to age 5. ECMHC is a prevention and multilevel early intervention service providing intensive onsite consultation, training, coaching and professional development opportunities across a variety of early learning settings including childcare centers, family-based childcare programs, pre-schools, Head Start, and Early Head Start programs. The service includes program, classroom-wide and child-specific consultation, and specialized training opportunities. The Department is **NOT** accepting proposals from agencies which would provide the staff. The Department is only accepting proposal from individuals/sole-proprietors.

The service needs described in this RFP currently exists in the following counties only:

- 1 ECMHC for Kent County
- 1 ECMHC for Sussex County

**CONTEXT:** DPBHS operates a comprehensive statewide behavioral health system of care, which includes services to support young children, birth to five years, and their families. There continues to be growing concern among many in the mental health arena and early care and education community that increasing numbers of very young children are manifesting serious behavior problems. According to the Centers for Disease Control and Prevention, the prevalence of clinically significant emotional and behavioral disabilities among young children, birth to age 5, ranges from 10% to 16%. Factors like poverty and race can disproportionately affect a child's risk for such problems. Children from low-socioeconomic positions face a higher risk, with some estimates finding 22% of babies in poverty experiencing mental health issues. Black, Indigenous, and People of Color (BIPOC) children are also disproportionately affected by social, emotional, and behavioral problems. While the national average is 12.3%, in Delaware 16.6% of children live in poverty. As well, 45% of Delaware's children have one or more ACEs (Adverse Childhood Experiences Score).

The early years of life, from birth to age 5, are critical for brain development. Nearly 90% of brain growth takes place during these first five years of life making these years of a child's life critical in developing certain functions like language, reasoning and empathy. During this period, the brain undergoes rapid growth and establishes the foundation for future cognitive, emotional, and social abilities. Early experiences, such as nurturing care, play, and stimulation, have a profound impact on brain development. These experiences promote the formation of healthy neural connections and support the development of cognitive abilities (e.g., language, problem-solving), emotional regulation, social skills and resilience. Early brain development is enhanced by positive early childhood education and care experiences. Supporting teaching professionals working in early childhood settings supports opportunities for a child's early brain development which is a crucial period for laying the foundation for a healthy and successful life. By providing children with nurturing environments, stimulating experiences, and support for their overall well-being, we can help them reach their full potential.

The range of clinically significant emotional and behavioral disabilities among young children includes internalizing disorders like anxiety and depression, and externalizing disorders such as ADHD, and oppositional defiant disorder (ODD). These conditions manifest with symptoms like excessive worry, mood swings, impulsivity, aggression, and social withdrawal, significantly impacting a child's functioning. These conditions can include emotional, behavioral and social problems that often interfere with a child's ability to positively engage with their environment.

In very young children, these behaviors can be severe enough to warrant their removal from pre-school programs (Gilliam, 2005) thus setting into motion a cascade of negative experiences. The 2005, Gilliam findings ranked Delaware as fourth in the nation for expelling young children from public pre-school programs. Evidence shows that early intervention and treatment services increases positive social child behaviors, decreases child behavior problems, decreases caregiver stress and prevents school expulsion. Early Childhood Mental Health Consultation is one such

service. DPBHS has successfully been operating a statewide early childhood mental health consultation service since 2010.

This service has been provided at no cost to the early learning community with both state and federal funding received through Delaware's Department of Education/Early Childhood Office of Early Learning and the Department of Health and Social Services/Division of Social Services Child Care and Development Fund. To ensure that these services focus on children at high risk for the development of serious emotional disturbance, priority is given to early childhood programs that meet the following qualifications:

- Have a significant proportion of children whose early child care tuition is assisted through the State of Delaware's Purchase of Care program.
- Participating in Delaware's Quality Improvement System (QIS) offered through the Delaware Institute for Excellence in Early Childhood (DIEEC), a partnership between the University of Delaware's College of Education and Human Development and the Delaware Department of Education's Office of Early Childhood. The aim is to strengthen early childhood experience, advance equity, promote high-quality education and build a brighter future for all children.

Early Childhood Mental Health Consultation is a problem-solving and capacity-building intervention implemented within a collaborative relationship between a professional consultant with mental health expertise and an early care and education provider agency and includes the classroom teacher and a child's family members as appropriate. Early childhood mental health consultation aims to build the capacity and improve the ability of child care professionals, programs and systems to prevent, identify, treat and reduce the impact of mental health problems among young children. Delaware's Early Childhood Mental Health Consultation (ECMHC) service primarily focuses on children between the ages of two years and five years, but programs serving younger children may also benefit from this service.

The Early Childhood Mental Health Consultation (ECMHC) service aims to improve the quality of early childhood programs, increase the capacity and skills of program staff to work with young children who exhibit challenging behaviors and improve children's social-emotional and behavioral health and development. Another component of the services is supporting program staff and families with resources and service connections for those children who may benefit from treatment to mental health treatment providers, particularly where screening indicates that there is an appropriate, evidence-based treatment available (e.g., Parent-Child Interaction Therapy, Trauma Focused-Cognitive Behavioral Therapy, Attachment Bio-Behavioral Catch-up, Early Intervention). Service connections may also include early intervention programs and early childhood special education services (e.g., Birth to Three, Child Find, OT, PT and Speech). In addition, the service focuses on promoting the importance of social and emotional wellness because young children's social, emotional and behavioral health is a key aspect of development and critical for school readiness and achievement, social relationships, and long-term health outcomes later in life.

Infants, toddlers and preschoolers with social, emotional and behavioral difficulties are at an increased risk for suspension and expulsion, which may put them on a negative educational and developmental trajectory. We know with the right supports and resources, young children with mental, emotional and behavioral health needs and their families can achieve a better quality of life and truly thrive in school and across the community. When untreated, however, mental health issues can lead to school failure, family conflicts, substance abuse, community violence, and juvenile justice involvement.

Nationally, ECMHC has emerged as an effective evidence-based strategy to promote young children's positive social emotional development and behavioral health and to prevent, identify, and reduce the impact of mental health problems among young children and their families. In Delaware, ECMHC has demonstrated significant impacts in improving children's social skills, reducing challenging behaviors, preventing preschool suspensions and expulsions, improving child-adult relationships, and reducing teacher stress.

This ECMHC service is part of the mental health early intervention and treatment services continuum for very young children and their families in Delaware provided under the Division of Prevention and Behavioral Health Services. Where available and clinically appropriate, evidence-based interventions/practices and a system of care approach to service delivery provide the framework of this service. The system of care service delivery approach is based on the

recognition that the needs of children with serious mental health issues can best be met within their home, school, and community, and that families and youth should be a driving force in making decisions about the services they receive from an array of mental health and support services that are organized on an individualized basis into a coordinated system to meet the unique clinical and functional needs of each child and family. These core values and principles of systems of care guide the work of the ECMHC service.

This is a supplemental rebid of **a portion** of the existing ECMHC program. Contracts awarded under this RFP will be incorporated into the overall existing ECMHC program and will be included in the rebid of the entire existing program in the future. As a result, these initial contracts will begin as soon as possible and extend through September 30, 2027, pending satisfactory performance and availability of funds. Leading up to September 30, 2027, the entire existing ECMHC program will be rebid. As good outcomes for early care and education providers and the children and families they serve are achieved through this service and as demand for this service increases, it is expected that DPBHS will continue to secure funding from a variety of sources to increase access for early child care and education providers to receive the very effective consultation and training that is provided through the early childhood mental health consultation service.

**Only proposals from individually licensed mental health professionals (i.e., LCSW, LMFT, LPCMH and Psychologist) with experience in providing services to children in the early childhood age range (includes birth to 5 years of age) will be accepted as eligible for consideration for contract award. Individual bidders who are successful in obtaining a contract award under this RFP must be clinically licensed in the state of Delaware at the time of the contract start date. The Department is NOT accepting proposals from agencies to provide staff.**

#### Trauma Informed Care:

DSCYF has committed to a trauma-informed approach in our work with children, families, staff and our partners. To guide our trauma-informed work, DSCYF has adopted the Substance Abuse and Mental Health Services Administration Concept of Trauma and Guidance for a Trauma-Informed Approach (<https://store.samhsa.gov/product/SAMHSA-s-Concept-of-Trauma-and-Guidance-for-a-Trauma-Informed-Approach/SMA14-4884.html>). Consistent with SAMHSA's framework, DSCYF is working to ensure that service recipients, service providers and DSCYF staff are knowledgeable about the prevalence of exposure and opportunities for resilience, healing and recovery for children, families and communities served. DSCYF encourages the use of strategies to build the capacity of staff and providers to recognize and respond to trauma exposure, including the use of trauma screening and assessment, trauma-specific treatment interventions, trauma training for staff, and trauma informed supervision practices. DSCYF is committed to actively resisting the re-traumatization of service recipients and staff and supports the incorporation of trauma informed principles into all aspects of organizational policy and practice (e.g. environments that promote a sense of physical and psychological safety, practices that promote collaboration with and empowerment of service recipients). This trauma informed framework is consistent with DSCYF's commitment to the systems of care principles. DSCYF reserves the right to give preference to bidder or bidders which demonstrate having adopted a Trauma Informed Care model in its service delivery practices.

**A pre-bid meeting will NOT be held for this Request for Proposal.**

#### **How to Respond to this RFP:**

A complete response to this RFP is required for consideration by proposal reviewers. Along with a cover letter, all items to be submitted with the proposal are described in the Proposal Requirements Forms, which may be found on page 8 of this RFP.

#### **Professional service areas to be contracted as a result of this RFP (details provided in subsequent pages):**

- Early Childhood Mental Health Consultants (ECMHCs) – Licensed Mental Health Professionals
  - Kent County ECMHC – 1 full-time consultant
  - Sussex County ECMHC – 1 full-time consultant

**Compensation** is competitive and negotiated based on qualifications, experience and expertise, however it is anticipated that total annual compensation for the county-based Early Childhood Mental Health Consultants will be approximately \$78,500. Independent contractors are responsible for payment of any and all federal, state or local taxes that may apply. The successful bidders must accept full payment by electronic direct deposit to a bank account.

Successful bidders are required to provide their own computer or laptop, cellphone, vehicle, and other “tools” to complete all service requirements. Laptop must be encrypted to the State of Delaware standard if state data is stored on the device.

**A Delaware Business License** is required of each independent contractor at the time of contract execution, but not at time of proposal. Successful bidders must obtain and maintain a Delaware business license for the period of the contract. The successful bidders are NOT a State of Delaware employee, but rather an independent contracted provider.

It is estimated that the early childhood mental health consultant service likely requires approximately 40 hours per week to complete the expected tasks of the position. Each contractor will be compensated for service hours based on an hourly rate.

**Criteria** for evaluating the proposals are included as Appendix A of this RFP.

**FOR ANY FORMER OR CURRENT STATE EMPLOYEE WHO IS INTERESTED IN COMPETING FOR THESE CONTRACTS:**

To ensure compliance with the State's Code of Conduct post-employment law (which provides that former State employees may not work on State projects if they were directly and materially related to their work as State employees), it is required that current State of Delaware employees who respond to this RFP, also contact Benjamin Warshaw, Esq. (302-739-2399), attorney for the Delaware Public Integrity Commission (PIC). The PIC Commission will assist such individuals in reviewing their situation, determining if a request to the Commission for advice is needed, and in drafting an appropriate letter to the Commission if necessary. Where such a letter is indicated, it must be submitted for consideration by the Commission at its regularly scheduled monthly meeting.

Individuals wishing to submit a proposal in response to this RFP who receive a pension benefit from the State Employee's Pension Plan are required to complete Form-SS-8 “Determination of Worker Status” with the Internal Revenue Service. The application and findings from the Internal Revenue Service must be reported to the Delaware Board of Pension Trustees for a determination of the individual meeting the definition of employee within the Plan. For more information visit <http://delawarepensions.com>

**Criminal Background Checks**

Delaware Code Title 31, Chapter 3, Section 309 requires a background check be completed specifically for the Department of Services for Children, Youth and their Families consisting of a State and Federal criminal record check and a Delaware Child Protection Registry check for all employees, volunteers, or representatives of any Department contractor who within the State of Delaware: a) has “regular direct access to children, or b) “provides services directly to a child or children”. The requirement applies to all current and future representatives working as part of a Department contract. Fingerprinting for a Department background check must be completed before any individual meeting the above criteria can begin providing services for the DEPARTMENT. The “DSCYF CONTRACTOR Criminal History and Child Abuse and Neglect Background Check Request Form” **MUST** be completed and submitted by each contractor representative using the process provided by the DEPARTMENT's Criminal History Unit. The contractor representative will then be given the DSCYF “service code” to be used by the contractor's representative when scheduling a fingerprinting appointment at a designated State of Delaware authorized location. The contractor or representative must bear the cost of the fingerprinting. If a “service code” other than the DSCYF “service code” is used for fingerprinting, the contractor or representative must bear the cost of re-fingerprinting the representative. Third party background checks are not accepted. The Department reserves the right to require additional provider representatives who have access to sensitive information, as determined by the Department, to complete the Department criminal background check and Child Abuse Registry Check to work under the resulting contract. Contractor representatives are prohibited from working with youth until fingerprinted in completed. Once the contractor receives the fingerprinting receipt the representative can begin work as part of the resulting contract with supervision at all times until final eligibility is determined by the Department's Criminal History Unit.

The contractor must notify the Department's Division of Management Support Services' Contract Administrator at

least quarterly, or as requested by the Department, all employee, volunteer, or representative changes including those no longer working under the resulting contract and those who begin working under the resulting contract.

Penalties for non-compliance: Any contractor failing to comply shall be guilty of a Class A misdemeanor and punished accordingly. The contractor shall also be subject to a civil penalty of not less than \$1,000 nor more than \$5, 000 for each violation.

Requirements for this contract opportunity are on the following pages.

**EARLY CHILDHOOD MENTAL HEALTH CONSULTANT - Opportunities in Kent and Sussex County**  
**(2 Contract Awards total)**

**Scope of Work for each ECHMC will include but is not necessarily limited to the following:**

- Increase awareness of the importance of young children’s mental health;
- Use indirect approaches to foster the social and emotional well-being of children at early care and education sites, including providing program-specific consultation focusing on improving the overall quality of the program and/or assisting the program to solve a specific issue that affects more than one child, staff member or family;
- Improve children’s social and emotional well-being by building the capacity of early care and education teachers and other caregivers to promote healthy child development and manage challenging behaviors;
- Use evidence-based clinical interventions and promising practices in the overall consultation provided;
- Develop and maintain effective working relationships based on mutual respect with early care and education provider staff to enhance their provision of child care services to promote social and emotional growth, wellness and a child’s overall mental health;
- Educate, train and coach caregivers so that they develop the skills and confidence to effectively address children’s social and emotional needs – whether it is the needs of one child or a classroom of children;
- Observe children, conduct individual assessments, model effective practices and integrate results and findings into an approach that will enhance caregiver competence in promoting child mental health and managing behavior problems of children;
- Screen/identify children and parent/caregiver who may benefit from treatment to mental health treatment providers, particularly where screening indicates that there is an appropriate, evidence-based treatment available (e.g. Parent-Child Interaction Therapy, Trauma Focused-Cognitive Behavioral Therapy, Attachment Bio-Behavioral Catch-up, Early Intervention);
- Gather, organize and report data on ECMHC services provided in the community;
- Work with DPBHS evaluators to analyze data and to help develop reports that present information about the effectiveness of the service for Delaware children and their families and caregivers.

**Requirements:**

- Master’s degree or higher in psychology, social work, counseling or a related field (**Mandatory**);
- Delaware license as a mental health professional (**Mandatory**);
- Training and/or education in early childhood development;
- Skill in working with caregivers/parents;
- Experience in the working with children in the birth to age 5 range, preferably working with children in group settings;
- Experience providing child or family-centered mental health consultation, including staff training;
- Experience/understanding of evidence-based clinical practices relevant to early childhood;
- Knowledge/understanding of child development and positive behavior management;
- Excellent oral and written communication skills; and
- Ability to travel to appointments, meetings, training – dependable transportation and valid driver’s license required (**Mandatory**). Note - mileage for work-related travel will not be reimbursed as the negotiated hourly rate is intended to cover all contractor service delivery costs.

## **BIDDER QUESTIONS**

All bidders must answer the questions below: A separate page(s) may be attached to complete the bidder's response to each question below. **A response to every question is required to complete the proposal, as is the attachment of a resume or vita along with a cover letter that briefly summarizes the bidder's interest in providing the professional service and any other form listed below.**

*Please ensure that the bidder's name, RFP number and the contracted service for which you are bidding are at the top of each page of the proposal. Do not include the RFP as part of your proposal. Number the responses in accordance with the numbered questions below.*

1. **List previous work which you believe qualifies you to perform the work** of the contract for which you are bidding.
2. **List any knowledge and training that is relevant to the work** as described in this RFP.
3. **List any experience and expertise that is relevant to the work** as described in this RFP.
4. **List any educational degrees, professional credentials and/or licenses** that relate to the service for which you are bidding.
5. **List what you see as the top three benefits of early childhood mental health consultation.** Please elaborate as necessary to successfully communicate your view.
6. **List key indicators of equity along with cultural and linguistic competence** in early care and education and how they contribute to effective early childhood mental health consultation.
7. **Provide references regarding professional services:** Provide the names and contact information for three (3) sources who may be contacted by DSCYF/DPBHS for a professional reference who can attest to your ability to perform the work of the resulting contract, for which you are bidding.
8. **Include the following documents:**
  - a. **Cover Letter**
  - b. **Copy of Resume or Vita** outlining your education and experience as part of the proposal.
  - c. **Copy of Professional License** or statement of ability to be licensed in Delaware at the time of contract execution
  - d. **Copy of Valid Driver's License**
  - e. **Reliable Transportation Attestation:** The box checked on the Bidder's Fact Sheet stating that dependable transportation is available to the bidder for work purposes.
9. **Provide signed forms named below** and include them with the complete Independent Contractor proposal.
  - a. Bidder's Fact Sheet **available online where this RFP is posted.** Please put this as the first page of your proposal.
  - b. Signed Assurances and Certification, Representation, and Acknowledgements documents **available online where this RFP is posted.**

**Failure to complete these forms will seriously affect the ability of the review panel to evaluate the bidder's proposal and may be a factor in proposal rejections.**

**APPENDIX A**  
**Proposal Evaluation Criteria with Weight**

**1. EARLY CHILDHOOD MENTAL HEALTH CONSULTANT (105 maximum points)**

- Possession of at least a Master’s degree in psychology or a related field [**Mandatory**]
- Evidence of a Delaware license as mental health professional [**Mandatory**]
- Dependable transportation and valid driver’s license. [**Mandatory**]
- Training, skill and experience in mental health clinical interventions with young children, with higher rating where this has included classroom observation/assessment in early childhood setting [maximum 35 points]
- Experience in coordinating and collaborating across child serving systems, including ability to foster positive relationships with staff as well as families receiving service [maximum 10 points]
- Education in child development (normal growth and development of young children, including developmental milestones, atypical behavior in young children) as part of child mental health- related education [maximum 10 points]
- Skill and understanding of the methods, techniques and benefits of early childhood MH consultation [maximum 10 points]
- Experience in developing and providing clinical training on young children’s social and emotional development [maximum 10 points]
- Experience in use of evidence-based interventions [maximum 5 points]
- Demonstration of equity and cultural and linguistic competence [maximum 5 points]
- Proposal reflects excellent communication skills [maximum 5 points]
- Experience and reputation of bidder with DSCYF or other state agencies [maximum 5 points]
- Assurance of the contractor’s ability for quick start-up anticipated for January 2026 [maximum 5 points]
- Special consideration – preference given to bilingual bidders (English/Spanish) [maximum 5 points]

***SPECIAL NOTE:*** Preference will be given to those individual bidders indicating the ability to quickly begin program implementation as well as those bidders who are bilingual (English/Spanish). Additionally, feedback from references will be considered as the panel makes recommendations for contract awards.

## APPENDIX B – Additional Bidder Information

Failure to follow Departmental procedures may disqualify a bidder's organization.

### 1. FORMAT

To be considered, all proposals must be submitted in writing and respond to the items outlined in this RFP. Videos will not be presented to the review panel. The State reserves the right to reject any non-responsive or non-conforming proposals.

To be considered, bidders must submit a complete response to this RFP. An official authorized to bind the bidder to the proposal must sign proposal documents. The successful bidder must be in compliance with all licensing requirements of the State of Delaware at time of contract execution.

### 2. QUESTIONS

All questions regarding this request should be directed to H. Ryan Bolles at [Herbert.Bolles@Delaware.gov](mailto:Herbert.Bolles@Delaware.gov) or 302-633-2701 (NOTE: all calls go to voicemail). Questions will be forwarded to the appropriate DSCYF program administrators for a response. Updates and answers to substantive questions will be posted on the State's solicitation web site [www.bids.delaware.gov](http://www.bids.delaware.gov) as an addendum to this RFP. **It is the bidder's responsibility to check the website for updates to this RFP.**

### 3. ASSISTANCE TO BIDDERS WITH A DISABILITY

Vendors with a disability may receive accommodation regarding the means of communicating this RFP or participating in the procurement process. For more information, contact the Designated Contact no later than ten days prior to the deadline for receipt of proposals.

### 4. CONSULTANTS AND LEGAL COUNSEL

The State of Delaware may retain consultants or legal counsel to assist in the review and evaluation of this RFP and the bidders' responses. Bidders shall not contact the State's consultant or legal counsel on any matter related to the RFP.

### 5. ETHICS LAW RESTRICTIONS

Neither the Contractor, including its parent company and its subsidiaries, nor any subcontractor, including its parent company and subsidiaries, may engage, directly or indirectly, any person who, while employed by the State of Delaware during two years immediately preceding the date of any Contract entered into as a result of this request for proposals, gave an opinion, conducted an investigation, was directly involved in, or whom otherwise was directly and materially responsible for said service described herein in this request for proposal in the course of official duties as a state employee, officer or official. The Department shall determine, at its sole discretion, whether a person was directly and materially responsible for said program, project, or contract or any other program, project, or contract related to the service described in any contract entered into as a result of this request for proposals.

### 6. CONTACT WITH STATE EMPLOYEES

Direct contact with State of Delaware employees other than the State of Delaware Designated Contact regarding this RFP is expressly prohibited without prior consent. Bidders directly contacting State of Delaware employees risk elimination of their proposal from further consideration. Exceptions exist only for organizations currently doing business in the State who require contact in the normal course of doing that business.

### 7. ORGANIZATIONS INELIGIBLE TO BID

Any individual, business, organization, corporation, consortium, partnership, joint venture, or any other entity including subcontractors currently debarred or suspended is ineligible to bid. Any entity ineligible to conduct business in the State of Delaware for any reason is ineligible to respond to the RFP.

### 8. EXCLUSIONS

The Proposal Evaluation Team reserves the right to refuse to consider any proposal from a bidder who:

- a. Has been convicted for commission of a criminal offense as an incident to obtaining or attempting to obtain a public or private contract or subcontract, or in the performance of the contract or subcontract:
- b. Has been convicted under State or Federal statutes of embezzlement, theft, forgery, bribery, falsification or destruction of records, receiving stolen property, or other offense indicating a lack of business integrity or business honesty that currently and seriously affects responsibility as a State contractor:
- c. Has been convicted or has had a civil judgment entered for a violation under State or Federal antitrust statutes:
- d. Has violated contract provisions such as;
  - 1) Known failure without good cause to perform in accordance with the specifications or within the time limit provided in the contract; or
  - 2) Failure to perform or unsatisfactory performance in accordance with terms of one or more contracts;
- e. Has violated ethical standards set out in law or regulation; and
- f. Any other cause listed in regulations of the State of Delaware determined to be serious and compelling as to affect responsibility as a State contractor, including suspension or debarment by another governmental entity for a cause listed in the regulations.

#### 9. PROPOSALS BECOME STATE PROPERTY

All proposals become the property of the State of Delaware and will not be returned to the bidder. Proposals submitted to the State may be reviewed and evaluated by any person other than competing vendors at the discretion of the State. The State has the right to use any or all ideas presented in reply to this RFP. Selection or rejection of the proposal does not affect this right.

#### 10. RFP AND FINAL CONTRACT

The contents of the RFP may be incorporated into the final contract and become binding upon the successful bidder. If the bidder is unwilling to comply with the requirements, terms, and conditions of the RFP, objections must be clearly stated in the proposal. Objections will be considered and may be subject to negotiation at the discretion of the State.

#### 11. PROPOSAL AND FINAL CONTRACT

The content of each proposal will be considered binding on the bidder and subject to subsequent contract confirmation if selected. The content of the successful proposal may be included by reference in any resulting contract. All prices, terms, and conditions contained in the proposal shall remain fixed and valid for one year after the proposal due date. Contract negotiations will include price re-verification if the price guarantee period has expired.

#### 12. MODIFICATIONS TO PROPOSALS

Any changes, amendments or modifications to a proposal must be made in writing, submitted in the same manner as the original proposal and conspicuously labeled as a change, amendment, or modification to a previously submitted proposal. Changes, amendments, or modifications to proposals shall not be accepted or considered after the hour and date specified as the deadline for submission of proposals.

#### 13. NON-CONFORMING PROPOSALS

Non-conforming proposals will not be considered. Non-conforming proposals are defined as those that do not meet the requirements of this RFP. The determination of whether an RFP requirement is substantive, or a mere formality shall reside solely within the State of Delaware.

#### 14. CONCISE PROPOSALS

The State of Delaware discourages overly lengthy and costly proposals. It is the desire that proposals be prepared in a straightforward and concise manner. Unnecessarily elaborate brochures or other promotional materials beyond those sufficient to present a complete and effective proposal are not desired. The State of Delaware's interest is in the quality and responsiveness of the proposal.

#### 15. DISCREPANCIES AND OMISSIONS

Bidder is fully responsible for the completeness and accuracy of their proposal, and for examining this RFP and all addenda. Failure to do so will be at the sole risk of bidder. Should bidder find discrepancies, omissions, unclear or ambiguous intent or meaning, or should any questions arise concerning this RFP, bidder shall notify the State of

Delaware's designated contact, in writing, of such findings at least ten (10) days before the proposal opening. This will allow issuance of any necessary addenda. It will also help prevent the opening of a defective proposal and exposure of bidder's proposal upon which award could not be made. All unresolved issues should be addressed in the proposal.

Protests based on any omission or error, or on the content of the solicitation, will be disallowed if these faults have not been brought to the attention of the designated contact, in writing, at least ten (10) calendar days prior to the time set for opening of the proposals.

#### 16. REALISTIC PROPOSALS

It is the expectation of the State of Delaware that bidders can fully satisfy the obligations of the proposal in the manner and timeframe defined within the proposal. Proposals must be realistic and must represent the best estimate of time, materials and other costs including the impact of inflation and any economic or other factors that are reasonably predictable.

The State of Delaware shall bear no responsibility or increase obligation for a bidder's failure to accurately estimate the costs or resources required to meet the obligations defined in the proposal.

#### 17. LATE PROPOSALS

Proposals received after the specified date and time will not be accepted or considered. To guard against premature opening, sealed proposals shall be submitted, plainly marked with the proposal title, vendor name, and time and date of the proposal opening. Evaluation of the proposals is expected to begin shortly after the proposal due date.

#### 18. PROPOSAL OPENING

The State of Delaware will accept proposals until the date and time shown in this RFP. Proposals will be opened in the presence of State of Delaware personnel. There will be no public opening of proposals, but a log will be kept of the names of all bidder organizations that submitted proposals. The contents of any proposal shall not be disclosed in accordance with [29 Del. C. § 10001](#), et seq. ("FOIA").

#### 19. ACKNOWLEDGEMENT OF UNDERSTANDING OF TERMS

By submitting a proposal, each bidder shall be deemed to acknowledge that it has carefully read all sections of this RFP, including all forms, schedules and exhibits hereto, and has fully informed itself as to all existing conditions and limitations.

Any proposal received after the deadline for receipt of proposals shall not be considered. The bidder bears the risk of delays in delivery. The contents of any proposal shall not be disclosed as to be made available to competing entities during the negotiation process.

Upon receipt of bidder proposals, each bidder shall be presumed to be thoroughly familiar with all specifications and requirements of this RFP. The failure or omission to examine any form, instrument or document shall in no way relieve bidders from any obligation in respect to this RFP.

#### 20. COST OF PROPOSAL PREPARATION

The State of Delaware will not pay any costs incurred by any bidder associated with any aspect of responding to this solicitation, including proposal preparation, attendance at vendor's conference, system demonstrations or negotiation process. All costs of proposal preparation will be borne by the bidder. The cost of all necessary permits, licenses, insurance policies, etc., required by local, state or federal laws shall be borne by the bidder at his/her own expense.

#### 21. MULTI-VENDOR PROPOSALS (JOINT VENTURES)

Multi-vendor proposals (joint ventures) will be allowed only if one of the venture partners is designated as the "prime contractor". The "prime contractor" must be the joint venture's contact point for the State of Delaware and be responsible for the joint venture's performance under the contract, including all project management, legal and financial responsibility for the implementation of all vendor systems. If a joint venture is proposed, a copy of the joint

venture agreement clearly describing the responsibilities of the partners must be submitted with the proposal. Services specified in the proposal shall not be subcontracted without prior written approval by the State of Delaware, and approval of a request to subcontract shall not in any way relieve the bidder of responsibility for the professional and technical accuracy and adequacy of the work. Further, the bidder shall be and remain liable for all damages to the State of Delaware caused by negligent performance or non-performance of work by its subcontractor or its sub-subcontractor.

Multi-vendor proposals must be a consolidated response with all cost included in the cost documents. Where necessary, RFP response pages are to be duplicated for each vendor.

a. Primary Vendor

The State of Delaware expects to negotiate and contract with only one “prime vendor”. The State of Delaware will not accept any proposals that reflect an equal teaming arrangement or from vendors who are co-bidding on this RFP. The prime bidder will be responsible for the management of all subcontractors.

Any contract that may result from this RFP shall specify that the prime bidder is solely responsible for fulfillment of any contract with the State as a result of this procurement. The State will make contract payments only to the awarded bidder. Payments to any-subcontractors are the sole responsibility of the prime bidder (awarded bidder).

Nothing in this section shall prohibit the State of Delaware from the full exercise of its options under Section 22 regarding multiple source contracting.

b. Sub-contracting

The bidder selected shall be solely responsible for contractual performance and management of all subcontract relationships. The resulting contract allows subcontracting assignments; however, bidders assume all responsibility for work quality, delivery, installation, maintenance, and any supporting services required by a subcontractor.

Use of subcontractors must be clearly explained in the proposal, and major subcontractors must be identified by name. The prime bidder shall be wholly responsible for the entire contract performance whether or not subcontractors are used. Any sub-contractors must be approved by State of Delaware.

c. Multiple Proposals

Sub-contracting agencies may participate in multiple joint venture proposals.

## 22. STATE’S RIGHT TO AWARD MULTIPLE SOURCE CONTRACTING

Pursuant to 29 Del. C. § 6986, the State of Delaware may award a contract for a particular professional service to two or more bidders if the state agency makes a determination that such an award is in the best interest of the State of Delaware.

## 23. POTENTIAL CONTRACT OVERLAP

Bidders shall be advised that the State, at its sole discretion, shall retain the right to solicit for goods and/or services as required by its agencies and as it serves the best interest of the State. As needs are identified, there may exist instances where contract deliverables, and/or goods or services to be solicited and subsequently awarded, overlap previous awards. The State reserves the right to reject any or all bids in whole or in part, to make partial awards, to award to multiple bidders during the same period, to award by types, on a zone-by-zone basis or on a service by service or lump sum basis service by service, or lump sum total, whichever may be most advantageous to the State of Delaware.

## 24. SUPPLEMENTAL SOLICITATION

The State reserves the right to advertise a supplemental solicitation during the term of any contract resulting from this solicitation if deemed in the best interest of the State.

## 25. NOTIFICATION OF WITHDRAWAL OF PROPOSAL

Bidder may modify or withdraw its proposal by written request, provided that both proposal and request is received by the State of Delaware prior to the proposal due date. Proposals may be re-submitted in accordance with the proposal due date in order to be considered further.

## 26. REVISIONS TO THE RFP

If it becomes necessary to revise any part of the RFP, an addendum will be posted on the State of Delaware's website at [bids.delaware.gov](http://bids.delaware.gov). The State of Delaware is not bound by any statement related to this RFP made by any State of Delaware employee, contractor, or its agents.

## 27. PROPOSAL CLARIFICATION

The Evaluation Team may contact any bidder in order to clarify uncertainties or eliminate confusion concerning the contents of a proposal. Proposals may not be modified as a result of any such clarification request.

## 28. REFERENCES

The Evaluation Team may contact any customer of the bidder, whether or not included in the bidder's reference list, and use such information in the evaluation process. Additionally, the State of Delaware may choose to visit existing installations of comparable services or programs, which may or may not include bidder personnel. If the bidder is involved in such site visits, the State of Delaware will pay travel costs only for State of Delaware personnel for these visits.

## 29. AWARD OF CONTRACT

The final award of a contract is subject to approval by the State of Delaware. The State of Delaware has the sole right to select the successful bidder(s) for award, to reject any proposal as unsatisfactory or non-responsive, to award a contract to other than the lowest priced proposal, to award multiple contracts, or not to award a contract, as a result of this RFP.

Notice in writing to a bidder of the acceptance of its proposal by the State of Delaware and the subsequent full execution of a written contract will constitute a contract, and no bidder will acquire any legal or equitable rights or privileges until the occurrence of both such events.

### a. RFP AWARD NOTIFICATION

After reviews of the proposal review committee report and its recommendation, and once the contract terms and conditions have been finalized, the State of Delaware will award/execute the contract which is then subject to the approval of a purchase order by the Secretary of the Department of Finance.

Any resulting contract shall be awarded to the bidder(s) whose proposal is most advantageous, taking into consideration the evaluation factors set forth in the RFP.

It should be explicitly noted that the State of Delaware is not obligated to award the contract to the bidder who submits the lowest priced proposal or the bidder who receives the highest total point score, rather the contract will be awarded to the bidder(s) whose proposal is the most advantageous to the State of Delaware. The award is subject to the appropriate State of Delaware approvals.

After a final selection is made, the winning bidder will be invited to negotiate a contract with the State of Delaware; remaining bidders will be notified in writing of their selection status.

## 30. COOPERATIVES

Bidders, who have been awarded similar contracts through a competitive bidding process with a cooperative, are welcome to submit the cooperative pricing for this solicitation. State of Delaware terms will take precedence.

### 31. EVALUATION REQUIREMENTS AND PROCESS

The Proposal Review Committee shall determine the bidders that meet the minimum requirements pursuant to selection criteria of the RFP and procedures established in 29 Del. C. §§ 6982(b). The Committee may interview at least one of the qualified bidders. The Committee may negotiate with one or more bidders during the same period and may, at its discretion, terminate negotiations with any or all bidders. The Committee shall make a recommendation regarding the award to the purchasing Division Director of this RFP, who shall have final authority, subject to the provisions of this RFP and 29 Del. C. § 6981 to award a contract to the successful bidder or bidders in the best interests of the State of Delaware. The Proposal Review Committee reserves the right to award to one or more than one bidder, in accordance to 29 Del. C. § 6986.

The Proposal Review Committee shall assign up to the maximum points as stated previously in this RFP. All assignments of points shall be at the sole discretion of the individual Proposal Review Committee members.

The Proposal Review Committee reserves the right to:

- Recommend for award or for negotiations, a proposal other than that with the lowest costs.
- Accept/Reject any and all proposals received in response to this RFP or to make no award or issue a new RFP.
- Waive or modify any information, irregularity, or inconsistency in proposals received.
- Request modification to proposals from any or all bidders during the review and negotiation.
- Negotiate any aspect of the proposal with any bidder and negotiate with more than one bidder at the same time. The Department reserves the right to contract with more than one vendor.
- Submit follow-up questions in response to the proposal to one or more bidders as part of the proposal review process.

All proposals shall be evaluated using the same criteria and scoring process. Bidders may be scheduled to make oral presentations in support of their written proposals. However, proposals are expected to stand on their own merits as written. The Review Panel will assess the strength and clarity of any oral presentation or responses to follow-up questions and combine the evaluations of both written and oral presentations (when applicable) in determining the overall evaluation of the proposal and in making recommendations. A summary of the Panel's recommendations will be available for review upon request.

Bidders are encouraged to review the evaluation criteria and to provide a response that addresses each of the scored items. Evaluators will not be able to make assumptions about a bidder's capabilities so the responding bidder should be detailed in their proposal responses.

### 32. REJECTION OF PROPOSALS

The State of Delaware reserves the right to accept or reject any or all proposals or any part of any proposal, to waive defects, technicalities or any specifications (whether they be in the State of Delaware's specifications or vendor's response), to sit and act as sole judge of the merit and qualifications of each service offered, or to solicit new proposals on the same service or on a modified service which may include portions of the originally proposed service as the State of Delaware may deem necessary in the best interest of the State of Delaware.

### 33. STATE'S RIGHT TO CANCEL SOLICITATION

The State of Delaware reserves the right to cancel this solicitation at any time during the procurement process, for any reason or for no reason. The State of Delaware makes no commitments expressed or implied, that this process will result in a business transaction with any vendor.

This RFP does not constitute an offer by the State of Delaware. Bidder's participation in this process may result in the State of Delaware selecting your agency to engage in further discussions and negotiations toward execution of a contract. The commencement of such negotiations does not, however, signify a commitment by the State of Delaware to execute a contract nor to continue negotiations. The State of Delaware may terminate negotiations at any time and for any reason, or for no reason.

#### 34. RESERVED RIGHTS

Notwithstanding anything to the contrary, the Department reserves the right to:

- Reject any and all proposals received in response to this RFP
- Select for contract or for negotiations a proposal other than that with the lowest cost
- Waive or modify any information, irregularities, or inconsistencies in proposals received
- Consider a late modification of a proposal if the proposal itself was submitted on time; and, if the modifications make the terms of the proposal more favorable to the Department, accept such proposal as modified.
- Negotiate as to any aspect of the proposal with any proposer and negotiate with more than one proposer at the same time
- If negotiations fail to result in an agreement within a reasonable period of time, terminate negotiations and select the next most responsive proposer, prepare and release a new RFP, or take such other action as the Department may deem appropriate
- Negotiate a renewal of the contract resulting from this RFP with appropriate modifications.
- SUPPLEMENTAL SOLICITATION: Advertise a supplemental solicitation during the term of resulting contracts from this RFP if deemed in the best interest of the State.

#### 35. STANDARDS FOR SUBCONTRACTORS

The prime contract with the contractor will bind sub or co-contractors to the terms, specifications, and standards of this RFP, resulting prime contracts, and any subsequent proposals and contracts. All such terms, specifications, and standards shall preserve and protect the rights of the Department under this RFP with respect to the services to be performed by the sub or co-contractor. Nothing in the RFP shall create any contractual relation between any sub or co-contractor and the Department.

All sub or co-contractors must be identified in the Contractor's proposal. The proposal's work plan must also state which tasks the sub or co-contractor will perform. Approval of all sub and/or co-contractors must be received from the Department prior to the contract negotiation.

The prime bidder will be the State's primary contractor.

#### 36. CONTRACT TERMINATION CONDITIONS

The State may terminate the contract resulting from this RFP at any time that the Contractor fails to carry out its provisions or to make substantial progress under the terms specified in this request and the resulting proposal.

The State shall provide the Contractor with 30 days notice of conditions which would warrant termination. If after such notice the Contractor fails to remedy the conditions contained in the notice, the State shall issue the Contractor an order to stop work immediately and deliver all work and work in progress to the State. The State shall be obligated only for those services rendered and accepted prior to the date of notice of termination.

With the mutual agreement of both parties, upon receipt and acceptance of not less than 30 days written notice, the contract may be terminated on an agreed date prior to the end of the contract period without penalty to either party.

Notwithstanding any other provisions of this contract, if funds anticipated for the continued fulfillment of this contract are at any time not forthcoming or insufficient, through the failure of the State of Delaware to appropriate funds or through discontinuance of appropriations from any source, the State of Delaware shall have the right to terminate this contract without penalty by giving not less than 30 days written notice documenting the lack of funding.

#### 37. NON-APPROPRIATION

In the event that the State fails to appropriate the specific funds necessary to continue the contractual agreement, in whole or in part, the agreement shall be terminated as to any obligation of the State requiring the expenditure of money for which no specific appropriation is available, at the end of the last fiscal year for which no appropriation is available or upon the exhaustion of funds.

### 38. FORMAL CONTRACT AND PURCHASE ORDER

The successful firm shall promptly execute a contract incorporating the terms of this RFP within thirty (30) days after the award of the contract. No bidder is to begin any service prior to approval of a State of Delaware Purchase Order by the Secretary of the Department of Finance. The Purchase Order shall serve as the authorization to proceed in accordance with the bid specifications, any special instructions and the Contract terms and conditions. The State of Delaware requires a new vendor to complete the registration process through the Delaware Supplier Portal at <http://esupplier.erp.delaware.gov>. Successful completion of this registration enables the creation of a State of Delaware supplier record. The taxpayer ID (SSN or EIN) and bidder (supplier) name are submitted to the Internal Revenue Service for "matching". If the Taxpayer ID and name do not match, the vendor record cannot be approved. It is the bidder's responsibility to select the appropriate 1099 Withholding Type and Class. If incorporated, a business is not subject to 1099 reporting unless the business is providing legal or medical services. Any questions about completing this registration or specific comments about the registration, please contact supplier maintenance by phone at 302-672-5000.

### 39. INDEMNIFICATION

By submitting a proposal, the proposing firm agrees that in the event it is awarded a contract, it will indemnify and otherwise hold harmless the State of Delaware, DSCYF, its agents, and employees from any and all liability, suits, actions, or claims, together with all costs, expenses for attorney's fees, arising out of the firm, its agents and employees' performance of work or services in connection with the contract, regardless of whether such suits, actions, claims or liabilities are based upon acts or failures to act attributable, in whole or in part, to the State, its employees or agents.

### 40. BUSINESS AND PROFESSIONAL LICENSES

In performance of this contract, the firm is required to comply with all applicable federal, state and local laws, ordinances, codes, and regulations. The cost of licenses and other relevant costs required in the performance of the contract shall be borne by the successful bidder. The bidder shall be properly licensed and authorized to transact business in the State of Delaware as defined in Delaware Code Title 30, Sec. 2502.

### 41. INSURANCE

Bidder recognizes that it is operating as an independent contractor and that it is liable for any and all losses, penalties, damages, expenses, attorney's fees, judgments, and/or settlements incurred by reason of injury to or death of any and all persons, or injury to any and all property, of any nature, arising out of the bidder's negligent performance under any resulting contract, and particularly without limiting the foregoing, caused by, resulting from, or arising out of any act of omission on the part of the bidder in its negligent performance under any resulting contract.

As a part of the resulting contract requirements, the contractor must obtain at its own cost and expense and keep in force and effect during the term of the contract, including all extensions, the minimum coverage limits specified below with a carrier satisfactory to the State. All contractors must carry the following coverage depending on the type of service or product being delivered.

- a. Worker's Compensation and Employer's Liability Insurance in accordance with applicable law.
- b. Commercial General Liability - \$1,000,000 per occurrence/\$3,000,000 per aggregate.
- c. Automotive Liability Insurance covering all automotive units used in the work (including all units leased from and/or provided by the State to Vendor pursuant to this Agreement as well as all units used by Vendor, regardless of the identity of the registered owner, used by Vendor for completing the Work required by this Agreement to include but not limited to transporting Delaware clients or staff), providing coverage on a primary non-contributory basis with limits of not less than:
  1. \$1,000,000 combined single limit each accident, for bodily injury;
  2. \$250,000 for property damage to others;
  3. \$25,000 per person per accident Uninsured/Underinsured Motorists coverage;
  4. \$25,000 per person, \$300,000 per accident Personal Injury Protection (PIP) benefits as provided for in 21 Del. C. §2118; and

5. Comprehensive coverage for all leased vehicles, which shall cover the replacement cost of the vehicle in the event of collision, damage or other loss.

The successful vendor must carry at least one of the following depending on the scope of work being performed.

- a. Medical/Professional Liability - \$1,000,000 per occurrence/\$3,000,000 per aggregate
- b. Miscellaneous Errors and Omissions - \$1,000,000 per occurrence/\$3,000,000 per aggregate
- c. Product Liability - \$1,000,000 per occurrence/\$3,000,000 aggregate

Should any of the above-described policies be cancelled before expiration date thereof, notice will be delivered in accordance with the policy provisions.

Before any work is done pursuant to this Agreement, the Certificate of Insurance and/or copies of the insurance policies, referencing the contract number stated therein, shall be submitted to DSCYF. The certificate holder is as follows:

Department of Services for Children, Youth & Their Families  
Attn: Contracts Unit  
Contract No: **CYF 25-08**  
State of Delaware  
1825 Faulkland Road  
Wilmington, Delaware 19805

Nothing contained herein shall restrict or limit the Bidder's right to procure insurance coverage in amounts higher than those required by this Agreement. To the extent that the Bidder procures insurance coverage in amounts higher than the amounts required by this RFP, all said additionally procured coverages will be applicable to any loss or claim and shall replace the insurance obligations contained herein.

Should any of the above-described policies be cancelled before expiration date thereof, notice will be delivered in accordance with the policy provision.

#### 42. NON-DISCRIMINATION

In performing the services subject to this RFP the successful bidder, as set forth in Title 19 Delaware Code Chapter 7 Section 711, agrees that it will not discriminate against any employee or applicant with respect to compensation, terms, conditions or privileges of employment because of such individual's race, marital status, genetic information, color, age, religion, sex, sexual orientation, gender identity, or national origin. The successful bidder shall comply with all federal and state laws, regulations and policies pertaining to the prevention of discriminatory employment practice. Failure to perform under this provision constitutes a material breach of contract.

#### 43. COVENANT AGAINST CONTINGENT FEES

The successful firm warrants that no person or selling agency has been employed or retained to solicit or secure this contract upon an agreement of understanding for a commission or percentage, brokerage or contingent fee excepting bona-fide employees and/or bona-fide established commercial or selling agencies maintained by the bidder for the purpose of securing business. For breach or violation of this warranty, the State shall have the right to annul the contract without liability or at its discretion and/or to deduct from the contract price or otherwise recover the full amount of such commission, percentage, brokerage or contingent fee.

#### 44. CONTRACT DOCUMENTS

The RFP, the purchase order, and the executed contract between the State and the successful bidder(s) shall constitute the contract between the state and the bidder(s). In the event there is any discrepancy between any of these contract documents, the following order of documents governs so that the former prevails over the latter: contract, contract amendments, RFP, purchase order and bidder proposal. No other documents unless incorporated by reference in the contract shall be considered. These documents contain the entire agreement between the state and the firm.

#### 45. APPLICABLE LAW

The Laws of the State of Delaware shall apply, except where Federal law has precedence. The successful bidder consents to jurisdiction and venue in the State of Delaware.

#### 46. SCOPE OF AGREEMENT

If the scope of any provision of the resulting contract is too broad in any respect whatsoever to permit enforcement to its full extent, then such provision shall be enforced to the maximum extent permitted by law, and the parties hereto consent and agree that such scope may be judicially modified accordingly and that the whole of such provisions of the contract shall not thereby fail, but the scope of such provisions shall be curtailed only to the extent necessary to conform to the law.

#### 47. CONFIDENTIALITY OF BIDDER DOCUMENTS

The State of Delaware and its constituent agencies are required to comply with the State of Delaware Freedom of Information Act, 29 Del. C. § 10001, et seq. (“FOIA”). FOIA requires that the State of Delaware’s records are public records (unless otherwise declared by FOIA or other law to be exempt from disclosure) and are subject to inspection and copying by any person upon a written request. All proposals are subject to FOIA’s public disclosure obligations.

The State of Delaware wishes to create a business-friendly environment and procurement process. As such, the state respects the vendor community’s desire to protect its intellectual property, trade secrets, and confidential business information (collectively referred to herein as “confidential business information”). Proposals must contain sufficient information to be evaluated. If a bidder feels that they cannot submit their proposal without including confidential business information, they must adhere to the following procedure, or their proposal may be deemed unresponsive, may not be recommended for selection, and any applicable protection for the bidder’s confidential business information may be lost.

In order to allow the state to assess its ability to protect a bidder’s confidential business information, bidders will be permitted to designate appropriate portions of their proposal as confidential business information.

Bidder(s) **must** clearly identify which portions of its proposal it considers to be confidential business information. The proposal must include an explanation in good faith that the identified information is not “public record” as defined by 29 Del. C. § 10002, briefly stating the reasons that each designated section of the proposal meets the said definitions. Bidder(s) also have the option of providing a **second** electronic copy of the complete proposal which has had the identified confidential business information redacted.

Upon receipt of a proposal indicating the inclusion of confidential information the State of Delaware will determine whether the procedure described above has been followed. A bidder’s allegation as to its confidential business information shall not be binding on the state. The state shall independently determine the validity of any bidder designation as set forth in this section. Any bidder submitting a proposal or using the procedures discussed herein expressly accepts the state’s absolute right and duty to independently assess the legal and factual validity of any information designated as confidential business information. Accordingly, bidder(s) assume the risk that confidential business information included in a proposal may enter the public domain.