



TENNESSEE DEPARTMENT OF TRANSPORTATION

**MEMPHIS/WEST TENNESSEE
SMART FREIGHT CORRIDOR
REQUEST FOR PROPOSALS**

PROJECT IDENTIFICATION NUMBER: 137033.00

ADVERTISEMENT DATE: December 5, 2025

PROPOSALS DUE: February 19, 2026

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1. INTRODUCTION

The State of Tennessee (State) recognizes the potentially transformative effect of Connected Autonomous Vehicles (CAV) on personal mobility, public transit, and the movement of freight.

The Tennessee Department of Transportation (TDOT), an agency of the State, is actively pursuing a public-private initiative to research, analyze, measure, design and test technology through a proof of concept (POC) to demonstrate how a freight-based CAV corridor would provide the following benefits (Project):

1. *Safety* — Improve safety for road users, including freight haulers.
2. *Original Equipment Manufacturer (OEM) Neutrality* — Promote neutrality and interoperability among OEMs with the pursuit of best-in-class technologies, among vehicle types, form factors, and open, industry-wide standards that ensure different systems can communicate and work together seamlessly.
3. *Reduction of Traffic and Congestion* — Materially reduce traffic congestion by increasing throughput and coordinating traffic at macro and micro scales.
4. *Efficient Systems Operation and Maintenance* — Improve operations and maintenance by enhancing connectivity and coordination among and between roads and vehicles, coordinating CAVs across multiple modes, and instituting predictive maintenance of Project systems.
5. *System Efficiency* — Make systems more efficient for faster, more effective repairs, upgrades, and maintenance of roadways.
6. *Incident Response and Resiliency* — Improve incident response and management of emergency situations and create stronger resiliency of road assets to extreme weather and other events.
7. *Innovation, Research and Development* — Affirm Tennessee as a leading innovator in applying technology to enhance CAV deployment.
8. *Economic Development* — Create jobs and economic growth through capital investment, improved transportation, and technology development.
9. *Privacy-Preserving Open Data Access* — Implement secure, accessible platforms and Application Programming Interfaces (API) that encourage third-party innovation, consistent with robust privacy and cybersecurity protections.
10. *Replicability* — Establish replicable systems to potentially introduce CAV corridors broadly in Tennessee.
11. *Adoption by Freight Movers and Operators* — Identify the desire of freight-based entities to have access to CAV corridors and their propensity to utilize if available.

TDOT has established I-40 between Memphis and Blue Oval City as the limits and boundaries for the Memphis/West Tennessee Smart Freight Corridor (Corridor) where the Project will take place.

1.1 Statement of Procurement Purpose

TDOT invites private entities to provide a response (Proposer) to this Request for Proposals (RFP) to fulfill the Project scope as described in Section 2 (Scope of Work). TDOT will select and enter into an Agreement with the Proposer that demonstrates the best qualifications to implement the Project (Provider). The Project

and any Agreement awarded under this public-private initiative shall be deemed complete upon TDOT receipt and approval of the deliverables defined in Section 2.3 (Deliverables).

The scope of this RFP is focused on concept development, design, feasibility analysis, and testing of a scalable and practical technology solution. The objective is to demonstrate real-world feasibility of CAV freight applications at scale and provide a foundation for future procurement and statewide integration.

While the final deliverables and results of this Project may inform potential future implementation, any additional scope beyond that detailed in this RFP will be procured under a separate, independent project.

2. SCOPE OF WORK

2.1 Overview

The Project will assess the feasibility of the proposed Corridor, evaluate its operational performance and scalability, and determine its potential benefits and value to the State. Completion of this Project will provide TDOT with the information necessary to assess the viability of implementing a CAV freight corridor solution at scale.

2.2 Description of Proposed Contracting Opportunity

2.2.1 Contract Structure

Following award to the Provider, TDOT intends to enter into negotiation for interval payments under an established maximum budget (Agreement). The entire Project shall not exceed the project cap of \$5 million in total funding from TDOT.

The Proposer shall develop the Project using the most current versions of TDOT's Standard Specifications for Road and Bridge Construction, Standard Drawings, the Project Delivery Network (PDN), and any supplemental specifications or Project-specific drawings/plans, where applicable.

2.2.2 Construction Materials and Products Not on the QPL

In accordance with [TDOT's Materials and Tests SOP 1-9](#) (*Material Exceptions for Alternative Delivery Project*) during the preliminary design/preconstruction phase, the Provider may request to use an innovative or alternative product in lieu of a product on TDOT's qualified product list (QPL). For all requests, the Provider shall provide to TDOT for review and acceptance the following:

- a. Explanation of intent to use alternate materials/products
- b. Type of material or product not meeting current specifications or procedures
 - i. Difference of materials/products proposed
 - ii. Benefit of proposed materials/products
- c. History of material/product (e.g., list of projects using, date of usage, quantity)
- d. Manufacturer's certification and recommendation of placement/usage
- e. Submittal of contract documentation:
 - i. Standard/alternate drawings, plans, specifications, mix designs (e.g., using local

materials to the extent possible), documenting how the materials/product is to be used on the Project.

- ii. Proposed Quality Control Plan for use on the Project (see part 2 of the SOP for requirements)
- iii. Proposed method of acceptance (see part 3 of the SOP for requirements)

TDOT has no obligation but to review the product and shall not be liable for failure to accept or act upon any request.

2.3 Deliverables

The following scope defines the key tasks and deliverables required to plan, design, and implement a test installation within the Corridor limits and the demonstration of the feasibility and benefit of the Corridor itself. These deliverables are designed to provide TDOT with actionable insights on Corridor feasibility, technology integration, and operational performance. The outcomes of this work will guide TDOT's decisions on the future of CAV strategies in the State.

1. Deliverable 1: Stakeholder Analysis/Register

The Provider will prepare for TDOT review and approval a Stakeholder Analysis/Register that supports development of a practical concept and design for the Corridor. Engagement should focus on stakeholders directly relevant to the Corridor objectives, including:

- a. Freight operators and freight-dependent industries
- b. Relevant OEMs
- c. Regional planning agencies and authorities
- d. Local governmental agencies
- e. Infrastructure owners and operators (IOO)
- f. Communications and technology providers

The purpose of this task is to identify key participants, and user needs specific to the Corridor to inform concept development and testing. The emphasis is on stakeholders critical to the success of the Corridor and those influencing Corridor feasibility and usage.

2. Deliverable 2: Corridor Analysis

The Provider will prepare for TDOT review and approval a Corridor Analysis Report that evaluates:

- a. Freight volumes, traffic patterns, and roadway conditions that make the Corridor suitable for CAV operations.
- b. Infrastructure readiness, including pavement condition, connectivity assets, and Intelligent Transportation System (ITS) capabilities.
- c. Operational constraints such as weather, congestion, and safety considerations.
- d. Identification of critical Segments for test installation implementation based on feasibility and impact.

This deliverable will provide TDOT with data-driven insights to confirm Corridor suitability, identify most suitable Segments for testing, and identify potential risks to the Project.

3. Deliverable 3: Market Analysis

The Provider will prepare for TDOT review and approval a Market Analysis Report that provides:

- a. The States that have implemented either POCs or fully operational CAV solutions and the scale of each those implementations.
 - b. The various technology that was installed on each project and how each technical element contributed to the overall solution.
 - c. Lessons learned from each of the projects in the analysis, and how those lessons learned can be applied to the Project.
 - d. Details on the benefits realized by the State and the users of those projects.
 - e. Adoption rate by the users of the projects.
 - f. Insights from the data provided by the systems that can be leveraged to influence the Project.
- This deliverable will provide TDOT with data-driven insights to inform design decisions and implementation directions.

4. Deliverable 4: Concept of Operations (CONOPS)

The Provider will prepare for TDOT review and approval a Concept of Operations that defines how the testing portion of the Project will function and identifies key requirements. The CONOPS should include:

- a. Concept Design and Integrations - Outline the concept of the CAV solution that will be tested in one or more of the identified Segments.
- b. Infrastructure Needs - Outline physical and digital assets required for the test installation, including roadway Segments, connectivity infrastructure, and integration with existing ITS systems.
- c. Data Exchange and Security - Specify what data will be collected, how it will be shared among stakeholders, and measures to ensure cybersecurity and privacy compliance.
- d. Policy and Regulation Considerations - Identify applicable federal, state, and local regulations, and note any barriers or enabling actions needed for test installation implementation.
- e. Routes and Boundaries - Recommend Segment(s) within the boundaries of the Corridor that maximize freight impact and demonstrate technology feasibility.
- f. Operations Approach - Describe how CAV technologies will be deployed and managed to improve freight mobility, including interaction with mixed traffic and emergency protocols.

5. Deliverable 5: Initial Design Documentation

The Provider will prepare for TDOT review and approval of initial design documentation for the Project. This should include:

- a. Layouts and typical sections showing proposed Corridor Segment(s) and technology placement.
- b. Identification of existing utilities and potential conflicts at a high level that could impact technology installation (e.g., fiber availability for connectivity, power access for roadside equipment)
- c. Identification of any major constraints or risks that could affect implementation including:
 - i. Highlight environmental, regulatory, and operational constraints that could affect test installation deployment.
 - ii. Identify technology readiness risks (e.g., interoperability, scalability).
 - iii. Note any Corridor-specific challenges such as traffic patterns, freight volumes, or safety considerations.

The purpose is to provide TDOT with an understanding of infrastructure needs and risks and to provide feedback to achieve a final design.

6. Deliverable 6: Final Design Documentation

The Provider will prepare for TDOT review and approval of final design documentation to support test plan for the Project. This should include:

- a. Final layouts and typical sections within approved Corridor Segment(s) and technology placement in line with TDOT standard guidance for plan development, including but not limited to:
 - i. Typical Sections
 - ii. Environmental notes, if applicable
 - iii. Right of way
 - iv. Utilities
 - v. Erosion Prevention and Sediment Control Plans
 - vi. Structural Plans, if applicable
 - vii. ITS Plans
 - viii. Maintenance of Traffic (MOT) Plans
- b. Any federal approvals, if applicable
- c. Any permits, if applicable

All design requirements shall comply with Federal Highway Administration (FHWA), American Association of State Highway and Transportation Officials (AASHTO), and TDOT design requirements, standards and special details. Approval for any variances to design requirements/standards will be subject to TDOT and FHWA approval.

7. Deliverable 7: Field Installation and Test Plan

The Provider shall prepare for TDOT review and approval an implementation and test plan for the temporary implementation and testing of the concept proposed in the CONOPS.

- a. MOT Plans
- b. Installation Schedule
- c. Show how the technology supports safe and efficient operation of connected and automated vehicles in a real-world setting.
- d. Outline the process, expected results, and pass-fail objectives that will ensure the results will satisfy the objectives of a successful POC.
- e. Align with the benefits defined in Section 1 of this RFP.

All the above deliverables 1-7 shall be complete, final, and approved by TDOT prior to any work described in Section 2.4 (Temporary Installation and Testing).

8. Deliverable 8: Evaluation and Reporting

The Provider will prepare for TDOT review and approval a comprehensive Evaluation Report that includes:

- a. Information summarizing the deployment steps and initial observations from the temporary test and installation described in Section 2.4 (Temporary Installation and Testing).
- b. Performance metrics from the temporary test and installation described in Section 2.4 (e.g., freight throughput, travel time reliability, safety indicators) demonstrating alignment with the identified benefits in Section 1 of this RFP or other benefits realized during the test.
- c. Assessment of scalability, cost-effectiveness, and technology readiness.

- d. Recommendations for future implementation, including phased deployment strategies, funding considerations, and policy guidance.

This final deliverable will provide TDOT with the information necessary to assess the viability of implementing a CAV freight corridor solution at scale.

2.4 Temporary Installation and Testing

TDOT will provide explicit authorization to initiate field installation and test plan described in Deliverable 7 of Section 2.3 (Deliverables), to the Provider. It is noted that such authorization may also require FHWA approval depending on the scope of the test installation. Only after receiving such individual authorization(s) will the Provider initiate the implementation of the field installation and test plan. Any modifications to the field installation and test plan will require TDOT or other approvals as necessary prior to modification in the field.

3. DESCRIPTION OF PROCUREMENT PROCESS

TDOT is seeking innovative responses to this RFP that will produce actionable data to inform future decisions. To streamline the process and encourage the most innovative and viable approaches to the Project, TDOT will utilize a single-step, qualifications-based selection process including both technical Proposals and verification of minimum qualifications within the same submission.

TDOT reserves the right, at its sole discretion, to adjust minimum requirements or other elements of this RFP process to maintain a competitive process and ensure timely advancement of the Project.

3.1 RFP

This RFP is issued to select the Proposer that demonstrates a sound and well-conceived approach and strategy to accomplish the full scope of the Project and sufficient expertise and experience to deliver the Project within the schedule and budget. To respond to this RFP, Proposers must comply with the minimum requirements outlined in Section 4.4.5 (Minimum Requirements).

3.2 Procurement Schedule

Table 3-1: Submission Schedule and Due Dates

Milestone	Date
RFP Advertisement	12/5/2025
Questions Due	1/8/2026
Responses Returned	1/21/2026
Amendment to RFP Issued	1/28/2026
Portal Access Request Deadline	2/5/2026
Proposal Due Date	2/19/2026
Announcement of Award to Provider	3/26/2026

3.3 RFP Questions

3.3.1 Submission

Proposers may submit written questions and requests for clarification (RFP Questions) to the TDOT Procurement Manager no later than the dates shown in Section 3.2 (Procurement Schedule). Proposers should refer to Section 6.2 (Tennessee Open Records Law) for details regarding the applicability of the Open Records Law to RFP Questions. No telephone or oral requests will be considered. Proposers must submit RFP Questions to the TDOT Procurement Manager at:

Attn: Dan Pallme

Email Address: SmartFreightProcurement@tn.gov

Proposers must ensure that all RFP Questions:

1. Are submitted in writing in Microsoft Word format using Form A-1 (RFP Questions), with the email subject line and document file name to both begin with “TN Smart Freight Corridor”;
2. Are sequentially numbered, as set forth in Form A-1 (RFP Questions);
3. Identify the relevant RFP section number and page number or, if it is a general question, indicate so;
4. Do not disclose the Proposer’s identity in the body of the question or any proprietary or confidential information;
5. Address a single issue per RFP Question; and
6. State a clear reason for the RFP Question.

Proposers will be limited to twelve (12) RFP Questions. Comments or questions relating to typographical or other errors in the RFP will not be counted towards the RFP Question limit. Proposers must not include multi-part questions in Form A-1 (RFP Questions). If an RFP Question has more than one subpart, each subpart of such question will be considered a separate question for the purpose of the RFP Question limit. TDOT will disregard any questions received in excess of the specified limits. TDOT may, in its sole discretion, add additional rounds of RFP Questions or change the maximum number of RFP Questions by amendment to this RFP in accordance with Section 3.4 (Amendments).

3.3.2 Responses

TDOT intends to provide written responses to RFP Questions that TDOT deems to be general in nature, material, or not otherwise adequately addressed in the RFP. TDOT will strive to provide responses to questions by the date specified in Section 3.2 (Procurement Schedule), provided that the RFP Questions are submitted before the deadlines specified in Section 3.2. In preparing responses to RFP Questions, TDOT may rephrase any RFP Question(s) as it deems appropriate and may consolidate similar comments. TDOT may also create and answer questions independently of the Proposers’ questions. TDOT may issue multiple sets of responses at different times during the procurement process. Such responses are provided for informational purposes only and will not amend or be considered part of this RFP, except to the extent they are specially incorporated in any addenda. Responses to RFP Questions will be posted on the Project procurement site here: <https://tnsmartfreightprocurement.com>

3.4 Amendments

TDOT reserves the right to amend the RFP at any time before the Due Date by issuing addenda to this RFP.

Any issued addenda will be posted to the website listed in Section 3.3.2 (Responses). It is the Proposers' responsibility to monitor the site for any posted addenda, and reference the form required to acknowledge all addenda provided by TDOT.

3.5 Prequalification and Licenses

TDOT requires all contractors and subcontractors that are domestic or foreign corporations, limited liability companies, limited partnerships, or limited liability partnerships to be in good standing with the Tennessee Secretary of State. This includes being duly incorporated, authorized to transact business, and in compliance with other requirements as detailed by the Tennessee Secretary of State. Proposers should contact the Tennessee Secretary of State with any questions at (615) 741-2286 or visit <https://sos.tn.gov/businesses>.

TDOT will not execute any contracts or approve subcontracts with contractors that are domestic or foreign corporations, limited liability companies, limited partnerships, or limited liability partnerships who are not in good standing with the Tennessee Secretary of State (i.e., have a valid certificate of existence/authorization).

3.6 Payment for Work Product

TDOT will not provide a reimbursement of cost for the development of the Proposal.

3.7 Nondiscrimination in Contracting/EEO Requirements

The Proposers will be required to follow State and federal equal employment opportunity policies. Proposers will be required to agree that no person is to be excluded from participation in, be denied benefits of, or be otherwise subjected to discrimination in the performance of any contract or in the Proposer's employment practices on the grounds of handicap or disability, age, race, color, religion, sex, national origin, or any other classification protected by federal or State constitutional or statutory law. Proposers will be required to, upon request, show proof of such nondiscrimination posted in conspicuous places, available to all employees and applicants, all notices of nondiscrimination.

4. PROPOSAL SUBMISSION REQUIREMENTS

4.1 General

TDOT expects Proposals submitted in response to this RFP to provide sufficient information about the requested items to allow TDOT to evaluate Proposers and determine whether Proposers are qualified to implement the Project based on the criteria set forth herein. Responses shall be submitted exclusively in the English language inclusive of English units of measure.

4.2 Format

4.2.1 Electronic Files

Each Proposer must submit:

1. One electronic file for each volume, in read-only format using a searchable, bookmarked PDF that allows content-copying and contains no additional materials, with the exception of PDFs of any form,

letter, or statement containing signatures. The signature pages need not be searchable, unless otherwise noted in the RFP. No file may exceed 50 MB. In addition, Proposers must provide the documents in the native format as prescribed in the RFP (e.g., Microsoft Word, Microsoft Excel).

2. Each volume labeled using the following naming convention:
 - a. For Volume 1: “TNSmartFreight_[Proposer-Name]Proposal_Vol-1.pdf”
 - b. For Volume 2: “TNSmartFreight_[Proposer-Name] Proposal_Vol-2.pdf”
3. Documents submitted in native formats must precisely match the document provided in PDF format in accordance with the specified terms of format and content (but excluding signatures and/or seals). If TDOT discovers a discrepancy in such documents, TDOT reserves the right in its sole discretion to accept, reject, or seek additional clarification regarding such submissions.

4.2.2 General Formatting Requirements

Proposals must be prepared on 8.5” x 11” sized pages with white background, except for organizational charts, schematics, or other drawings, which Proposers may present on 11” x 17” sized pages with white background. Text may be single-spaced. Use Arial or Times New Roman font in at least 12-point type, except for tables, which may be prepared in Arial or Times New Roman font in 10-point type.

4.2.3 Volume 1 Requirements

Volume 1 (as described in Appendix 2 (Proposal Submittal)) shall have all pages numbered sequentially. Volume 1 does not have a page limit.

4.2.4 Volume 2 Requirements

Volume 2 (as described in Appendix 2 (Proposal Submittal)) shall have all pages numbered sequentially and shall not exceed the page limits specified in Appendix 2 (Proposal Submittal). Each printed side shall be considered as one page.

4.2.5 Marketing Materials

Standard corporate brochures, awards, and marketing materials shall not be included in a Proposal.

4.3 Contents and Organization

Proposers must organize their Proposals in the order set forth in Appendix 2 (Proposal Submittal). If a Proposer is compelled to include material in addition to the information specifically requested, the Proposer shall append that material to the end of the most appropriate defined section of the outline. Additional material is subject to the page limits set forth in Appendix 2, Section 1 (Organization of Proposal), as applicable. Each volume may be subdivided as needed. Dividers do not count as pages with respect to page limits noted herein.

4.4 Proposal Submission Requirements

4.4.1 Time and Manner of RFP Submittal

The Proposal shall be submitted electronically on or before the prescribed Due Date set forth in Section 3.2 (Procurement Schedule) through the Procurement Portal in accordance with this RFP.

4.4.2 Proposer Access to Procurement Portal

Proposers must complete Form A-2 (Procurement Portal Access Request) in order to receive the necessary credentials to make the Proposal and interact with TDOT via the Procurement Portal. Proposers must submit a completed Form A-2 (Procurement Portal Access Request), prior to the deadline set forth in Section 3.2 (Procurement Schedule), to the TDOT Procurement Manager at the email address set forth in Section 3.3.1 (Submission).

Once received, TDOT will endeavor to provide access to the Procurement Portal to Proposers within two (2) business days of the deadline for submission of Form A-2 (Procurement Portal Access Request) set forth in Section 3.2 (Procurement Schedule). Any Form A-2 (Procurement Portal Access Request) submitted after such deadline may be rejected by TDOT and the prospective Proposer will not be allowed to submit a Proposal.

4.4.3 Submission of Proposal

All packages constituting the Proposal must be uploaded separately and be individually labeled as described in Section 4.2.1 (Electronic Files). The Proposal shall be uploaded to the relevant folder location on the Procurement Portal no later than the specified time on the Proposal Due Date. When the entire Proposal has been uploaded to the Procurement Portal; the Proposer must notify the TDOT Procurement Manager at the email address set forth in Section 3.3 (RFP Questions). Acknowledgment of receipt of the entire Proposal will be evidenced by the issuance of a receipt by a member of TDOT staff via email to the email address listed in the Proposer's Transmittal Letter.

TDOT will not accept any Proposals submitted by facsimile, as hard copy, or as attachments to an email. TDOT will not accept any Proposals submitted after the Proposal Due Date. Any Proposal received after such date will be rejected without opening, consideration, or evaluation. Proposers are solely responsible for ensuring that TDOT receives their Proposals by the specified Proposal Due Date. TDOT will not be responsible for delays in submitting Proposals caused by technical difficulties or any other circumstance or occurrence beyond the control of TDOT. Proposers are encouraged to familiarize themselves with the uploading and deleting interfaces within the Procurement Portal in advance of the Proposal Due Date.

4.4.4 References

Proposers are responsible for verifying that the reference information included on all Proposal forms is accurate and up-to-date. All references should be verified in advance. Each respective reference must be currently employed by the relevant public owner or entity.

No reference may be used who:

1. Has a conflict of interest, as further described in Section 6.3 (Organizational Conflicts and Ineligible Firms).

2. Is a member of the Transportation Modernization Board as of the Proposal Due Date.
3. Is a TDOT employee as of the Proposal Due Date.

TDOT reserves the right to contact references and obtain feedback, and such feedback may be taken into account by TDOT in evaluating the Proposal.

4.4.5 Minimum Requirements

As minimum qualifications, the Proposer’s Team must demonstrate an understanding of the physical, digital, and operational infrastructure attributes necessary to deliver the Project that supports, complements, and enhances freight and regional mobility. Proposers are expected to meet the minimum qualifications defined within Appendix 2 (Proposal Submittal) of this RFP for the relevant sections as defined.

5. PROPOSAL EVALUATION PROCEDURES

5.1 Responsiveness Review

Each Proposal will be reviewed for conformance to the RFP instructions regarding organization and format, and the responsiveness of the Proposer to the requirements set forth in this RFP.

Proposals not responsive to this RFP may be excluded from further consideration. TDOT also may exclude from consideration any Proposer whose Proposal contains a material misrepresentation, as determined by TDOT.

5.2 Scored Evaluation Criteria

Each responsive Proposal meeting the requirements of Section 5.1 (Responsiveness Review) will be evaluated and scored according to the criteria in Table 5-1. The relative weighting or importance of the evaluation criteria within each category is described in Sections 5.2.1 through 5.2.2 herein.

Table 5-1: Evaluation Criteria and Scoring

Evaluation Criteria	Maximum Points
Team Experience/Key Personnel and Capability <ul style="list-style-type: none"> • Experience of the Proposer Team • Key Personnel, Management Approach, and Team Structure 	500
Project Concept <ul style="list-style-type: none"> • Project Understanding and Vision • Project Scope of Work and Schedule 	500
Total	1,000

5.2.1 Team Experience/Key Personnel and Capability

TDOT will evaluate the qualifications and relevant experience of the Proposer, including the Proposer team and Key Personnel to successfully deliver the Project.

1. **Experience of the Proposer's Team:** TDOT will evaluate the Proposer's demonstrated capability to successfully deliver the Project scope based on relevant experience of the full team (Proposer, subconsultants, and subcontractors). Proposers should clearly identify the team member(s) responsible for each experience area.

TDOT will evaluate experience in the following areas:

- a. Freight and Corridor Planning
 - i. *Planning and development of freight-focused highway corridors in urban freight environments* — Demonstrated experience in corridor planning, freight mobility analysis, intermodal network integration, and planning/design in dense or industrial contexts.
 - ii. *Experience addressing heavy freight congestion, intermodal access and connectivity, and maintenance-of-traffic challenges* — Ability to plan for freight bottlenecks, coordinate terminal/intermodal access, and maintain operations in active traffic environments with significant commercial vehicle flows.
- b. CAV and Smart Corridor Development
 - i. *Planning, development and delivery of CAV/connected freight corridors, smart freight programs, and/or intelligent corridor initiatives* — Successful development and delivery of CAV pilots, smart freight corridors, automated logistics projects, or large-scale intelligent transportation deployments involving public-private and OEM collaboration.
 - ii. *ITS and V2X deployment and integration with Advanced Traffic Management Systems (ATMS) and Traffic Management Centers (TMC) platforms* — Experience installing and integrating ITS, vehicle-to-everything (V2X) technologies, roadside units, and communications systems with ATMS and TMC.
- c. Systems Architecture and Technology
 - i. *Digital system design, data architecture, and cybersecurity design* — Experience designing transportation system communications networks, cybersecurity frameworks, and cloud-based data environments.
 - ii. *Deployment of secure open-API platforms enabling multi-OEM interoperability and privacy compliance* — Delivery of open-architecture systems supporting multiple OEMs, freight operators, and third-party applications while maintaining privacy and cybersecurity controls.
- d. Feasibility Planning and Concept Development
 - i. *CONOPS, feasibility studies, test plans, and technology pilot/test planning* — Proven capability preparing CONOPS, feasibility assessments, test plans, and technology pilot designs for emerging mobility and freight technologies.
- e. Stakeholder and Market Engagement and Analysis
 - i. *Engagement with OEMs, freight carriers, regional planning agencies, local governments,*

and public-safety agencies — Demonstrated ability to coordinate with freight stakeholders, OEMs, Metropolitan Planning Organizations (MPO), emergency responders, and state/local agencies on technology and corridor programs.

- ii. *Public outreach, community and workforce engagement, and corridor user engagement and communications strategy* — Capability to conduct community engagement, freight-user outreach, workforce coordination, and public communication on innovation-focused transportation projects.

2. **Key Personnel, Management Approach and Team Structure**

TDOT will evaluate the strength and readiness of the proposed team to deliver the Project efficiently and collaboratively.

a. Experience of Key Personnel

- i. *Project Manager and other identified Key Personnel/leads with demonstrated experience managing complex, technology-enabled transportation corridor programs* — Experience overseeing multidisciplinary teams and delivering complex roadway, freight, ITS, or connected-vehicle programs with significant stakeholder engagement and technical integration.
- ii. *Expertise covering systems engineering, digital infrastructure, freight/logistics, cybersecurity, and stakeholder engagement* — Depth and relevance of leadership experience across core technical areas required for the Project, including digital/physical systems planning and public-sector coordination.

b. Management Approach and Team Structure

- i. *Ability of proposed team to operate as a cohesive, cross-functional delivery group* — Demonstrated collaboration across planning/design, civil, systems, technology, policy, and stakeholder disciplines, including teaming history and integration approach.
- ii. *Clear governance, communication, and issue-resolution structure* — Defined decision-making framework, roles, communication protocols, and approach for managing coordination with TDOT and external partners.

5.2.2 **Project Concept**

TDOT will evaluate each Project concept on the following factors:

1. **Project Understanding and Vision**

a. Project Understanding

- i. *Demonstrated understanding of objectives, technical requirements, stakeholder environment, and Corridor context* — Clear comprehension of freight operations, CAV/ITS system requirements, and multi-agency considerations.
- ii. *Clear identification of critical Project tasks and success criteria* — Logical Project sequencing, deliverable development strategies and success criteria

b. Risk Identification and Mitigation

- i. *Recognition of key technical, policy, financing, and stakeholder risks* — Identification of relevant Project risks including cybersecurity, stakeholder alignment, corridor fit, and market adoption.
- ii. *Practical mitigation strategies.* — Realistic strategies for addressing risks that are identified in the response.
- c. Technical Methodology
 - i. *Clear methodology for feasibility assessment, CONOPS development, and test plan design,* — Structured approach to planning concept design and development, testing, and engineering of proof of concept implementations consistent with industry best practices.
 - ii. *Defined approach for cybersecurity, privacy, and data governance* — Credible plan to ensure secure, privacy-preserving digital infrastructure.
- d. Stakeholder and Market Engagement Strategy: *Credible plan to engage freight carriers, OEMS, local governments, TMC/ATMS operators, law enforcement, and community partners* — Demonstrated approach for building partnerships, gathering input, and ensuring multi-agency and commercial coordination.
- e. Alignment with Project Benefits: *Plan advances the benefits of safety, freight mobility, OEM neutrality, interoperability, economic development, security, resilience, and replicability* — Demonstrates clear linkage between Project vision and TDOT’s stated Project benefit objectives.

2. Project Scope of Work and Schedule

- a. *Demonstrated ability to complete Project on schedule* — Realistic resourcing, sequencing, and milestone plan.

5.3 Proposal Evaluation Procedure

An assigned TDOT panel will review and evaluate the Proposals in accordance with the stated criteria in this RFP, and to make recommendations to TDOT senior leadership based upon such analysis.

At various times during the deliberations, TDOT may issue one or more requests for written clarification to the Proposers. TDOT may also schedule interviews with one or more Proposers on a one-on-one, confidential basis to enhance TDOT’s understanding of the Proposer’s Proposal and obtain clarification of the terms contained in such Proposal. If TDOT requires such interviews, interviews will be scheduled with individual Proposers according to both TDOT’s and the Proposer’s schedules and the procurement timeline. At the conclusion of this process, Proposers may be required to submit written confirmation of any new information and clarifications provided during an interview.

Evaluations and rankings of Proposals are subject to the sole discretion of TDOT, TDOT staff, and such professional and other advisors as TDOT may designate. TDOT will make the final determinations in its sole discretion and in the best interests of the State.

6. COMMUNICATIONS, PUBLIC INFORMATION, AND ORGANIZATIONAL CONFLICTS OF INTEREST

6.1 Prohibited Communications

The following rules of contact shall apply during the procurement process, which begins upon the date of issuance of this RFP and will be completed with the execution of the Agreement. These rules are designed to promote a fair and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, email, text message, or formal written communication.

The specific rules of contact are.

1. After issuance of this RFP, no Proposer or any of its team members may communicate with another Proposer or its respective team members with regard to the RFP or either team's Proposal, except team members that are shared between two or more Proposer teams may communicate with their respective team members so long as those Proposers establish a protocol to ensure that the subcontractor will not act as a conduit of information between the teams. Contact among Proposer organizations is allowed during TDOT-sponsored informational meetings.
2. The Proposers shall correspond with TDOT regarding the RFP only through TDOT's and Proposer's designated representatives.
3. Commencing with the issuance of this RFP and continuing until the earliest of (i) award and execution of the Agreement, (ii) rejection of all Proposals by TDOT, or (iii) cancellation of the procurement, no Proposer or representative thereof shall have any communications regarding the RFP, or the procurement described herein, with any member of Transportation Modernization Board, or any TDOT staff, advisors, contractors, or consultants as noted in Section 6.3 (Organizational Conflicts and Ineligible Firms) below involved with the procurement or Project. This limitation on communication shall not apply to communications with TDOT consultants who have completed their services for the Project and been released by TDOT, communications expressly permitted by the RFP, or communications approved in advance by TDOT, in its sole discretion. The foregoing restriction shall not preclude or restrict communications with regard to matters unrelated to the RFP or the procurement or from participating in public meetings of TDOT or any public or Proposer workshop related to this RFP. Any Proposer engaging in such prohibited communications may be disqualified at the sole discretion of TDOT.
4. Proposers shall not contact stakeholders regarding the Project, including employees, representatives, and members of the entities listed below, except as specifically approved in advance by TDOT in writing or as set forth in this Section 6.1(4):
 - a. Transportation Modernization Board;
 - b. Any political subdivision of the State, local government body, locality within the State, or public agency that, in each case, has an interest in the Project (including, but not limited to, the Memphis Metropolitan Planning Organization and Memphis Area Transit Authority (MATA));
 - c. FHWA, Tennessee Division; and
 - d. TDOT (except as provided herein).
5. Any communications determined by TDOT to be improper, at the sole discretion of TDOT, may result in disqualification.

6. Any official information regarding the Project will be disseminated from TDOT. Any official correspondence will be in writing and issued by the TDOT Procurement Manager.
7. TDOT will not be responsible for any oral exchange or any other information or exchange that occurs outside the official process specified herein.

6.2 Tennessee Open Records Law

6.2.1 Disclosure Waiver

All Proposals submitted to TDOT become the property of the State and are subject to the disclosure requirements of the Tennessee Open Records Law, including Tenn. Code Ann. §§ 10-7-503 to 10-7-506 et seq.; § 54-3-115; § 54-6-102; and § 54-6-107 (the Open Records Law). Proposers are advised to familiarize themselves with the provisions of the Open Records Law to ensure that documents identified as confidential will not be subject to disclosure under the Open Records Law. In no event shall the State, TDOT, or the Transportation Modernization Board be liable to a Proposer for the disclosure of all or a portion of a Proposal submitted pursuant to this RFP.

6.2.2 Public Disclosure of RFP Documents

Proposers are advised that all portions of the RFP may be disclosed publicly by TDOT in accordance with the Open Records Law and at TDOT's sole discretion.

6.3 Organizational Conflicts and Ineligible Firms

As detailed in TDOT Rule 1680-05-04-.07(5), this RFP shall address Proposers' potential organizational conflicts of interest. As defined in TDOT Rule 1680-05-04-.02(19), "organizational conflict of interest" means that, because of other activities or relationships with other persons or entities, a Proposer is unable or potentially unable to render impartial assistance or advice to TDOT, or the Proposer's objectivity in performing the contract work is or might be otherwise impaired, or the Proposer has an unfair competitive advantage. As a general rule, no person or firm that has assisted TDOT in preparing the RFP will be allowed to participate as a Proposer or in any capacity on a Proposer's team; provided, however, TDOT may determine that there is not an organizational conflict of interest where: (i) the role of a person or firm was limited to the provision of preliminary design, reports, or similar "low level" documents that may be incorporated into the RFP but did not include assistance in the development of instructions to Proposers or evaluation criteria; or (ii) all documents and reports delivered to TDOT by the person or firm are made available to all Proposers.

As such, the Proposer is prohibited from teaming with, receiving any advice from, or discussing any aspect relating to the Project or the procurement of the Project with any person or entity with an organizational conflict of interest, including:

- HNTB Corporation

Such persons and entities are also prohibited from participating on a Proposer team as a contractor, subcontractor, consultant, or subconsultant.

The Proposer is to provide information concerning organizational conflicts of interest and disclose all relevant

facts concerning any past, present, or currently planned interests that may present an organizational conflict of interest, as further detailed in Appendix 2 (RFP Proposal Submittal).

The Proposer is to state how its interests or those of any of its team members, consultants, contractors, or subcontractors, including the interests of any chief executives, directors, or Key Personnel, may result in, or could be viewed as, an organizational conflict of interest.

By submitting its Proposal, the Proposer agrees that, if an organizational conflict of interest is thereafter discovered, the Proposer must make an immediate and full written disclosure to TDOT that includes a description of the action that the Proposer has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest that the Proposer knew, or should have known about, but failed to disclose is determined to exist during the procurement process, TDOT may, in its sole discretion, disqualify the Proposer. If an organizational conflict of interest that the Proposer knew, or should have known about, but failed to disclose exists, and the Proposer has entered into a contract for the Project, TDOT may, in its sole discretion, terminate the contract. In either case, TDOT reserves all legal rights and remedies.

Proposers also are advised that TDOT's guidelines in this RFP are intended to augment applicable federal and state law, including federal organizational conflict of interest laws and rules, and the laws and rules relating to NEPA. Such applicable law also applies to Proposer teams and teaming and may preclude certain firms from participating on a Proposer team.

7. TDOT RESERVED RIGHTS

In connection with this procurement, TDOT reserves to itself all rights, which rights shall be exercisable by TDOT in its sole discretion, available to it under the Tennessee Transportation Modernization Act and applicable law, including without limitation, with or without cause and with or without notice, the right to:

1. Modify the procurement process or documentation described in this RFP;
2. Develop the Project in any manner that TDOT, in its sole discretion, deems necessary or desirable, including by modifying the scope of the Project, or the Project boundaries;
3. Cancel this RFP, in whole or in part, at any time prior to the execution by TDOT of an Agreement, without incurring any cost obligations (except as otherwise set forth in the RFP) or liabilities to the Proposer or any member of the Proposer's team;
4. Issue a new RFP after withdrawal of this RFP or a subsequent RFP;
5. Reject any and all Proposals;
6. Modify all dates set or projected in this RFP;
7. Terminate evaluations of Proposals;
8. Issue amendments, supplements, or modifications to this RFP;
9. Appoint evaluation panel members to review responses, make recommendations to TDOT, or seek the assistance of outside technical experts and consultants in evaluation;
10. Make independent calculations with respect to numbers and calculations submitted in a Proposal for purposes of its evaluation;

11. Revise the evaluation criteria or methodology by issuing an amendment to this RFP prior to the Due Date;
12. Require confirmation of information furnished by a Proposer, require additional information from a Proposer concerning its qualifications, or require additional evidence of qualifications to perform the work described in this RFP;
13. Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the Proposals;
14. Add or delete Proposer responsibilities from the information contained in this RFP;
15. Negotiate with a Proposer without TDOT being bound by any provision of a Proposer's Proposal;
16. Waive deficiencies in a Proposal, accept and review a non-conforming Proposal, or permit clarifications or supplements to a Proposal;
17. Disqualify any Proposer that changes its Proposal after submission without TDOT approval;
18. Disqualify any Proposer from the procurement process for violating any rules or requirements of the procurement specified in this RFP, the RFP, applicable law, or any other communication from TDOT;
19. Disclose information submitted to TDOT as permitted by applicable law or this RFP;
20. Exercise any other right reserved or afforded to TDOT under this RFP or a subsequent RFP and applicable law;
21. Exercise its discretion in relation to the matters that are the subject of this RFP as it considers necessary or expedient in light of all circumstances prevailing at the time that TDOT considers to be relevant; and
22. Modify electronic document file names.

This RFP does not commit TDOT to enter into a contract or proceed with the procurement described herein. TDOT and the State assume no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFP or any subsequent RFP. All such costs shall be borne solely by each Proposer.

In no event shall TDOT be bound by, or liable for, any obligations with respect to the Project until such time, if at all, as an Agreement, in form and substance satisfactory to TDOT, has been executed and authorized by TDOT and then, only to the extent set forth therein.

APPENDIX 1

DEFINITIONS

Capitalized terms used in this RFP and not otherwise defined shall have the meanings given below.

“**Agreement**” means the executed contract with TDOT for the Memphis West Tennessee Smart Freight Corridor, as further defined in Section 2.2.1 (Contract Structure).

“**CAVs**” is defined in Section 1 (Introduction).

“**Due Date**” means the date Proposals are due, as shown in Section 3.2 (Procurement Schedule).

“**FHWA**” means the Federal Highway Administration.

“**Key Personnel**” means those key personnel positions described in Section 3.A of Appendix 2.

“**MWTSFC**” or “**Corridor**” means Memphis/West Tennessee Smart Freight Corridor.

“**NEPA**” means the National Environmental Policy Act of 1969, as amended.

“**Open Records Law**” is defined in Section 6.2.1 (Disclosure Waiver).

“**Procurement Portal**” means the Memphis/West Tennessee Smart Freight Corridor electronic procurement document management system.

“**Project**” is defined in Section 1.1 (Statement of Procurement Purpose).

“**Project Manager**” is defined in Volume 2, Section 3.A.c of Appendix 2.

“**Proposal**” is defined in Section 4.1 (General).

“**Proposer**” is defined in Section 1.1 (Statement of Procurement Purpose).

“**Provider**” means the entity selected by TDOT in accordance with the RFP, and who thereafter executes the Agreement with TDOT. The Provider will have primary responsibility for the development of the Project as further described in this RFP.

“**RFP**” is defined in Section 1.1 (Statement of Procurement Purpose).

“**RFP Questions**” is defined in Section 3.3.1 (Submission).

“**Segment**” means the most suitable identified portions of the Corridor identified by the Provider for equipment testing as defined in Section 2.4 (Temporary Installation and Testing).

“**State**” means the State of Tennessee.

“**TDOT**” means the Tennessee Department of Transportation.

“TDOT Procurement Manager” is defined in Section 3.3.1 (Submission).

“Transportation Modernization Act” or **“TMA”** means the Transportation Modernization Act of 2023.

“Transportation Modernization Board” means the board established under the TMA and authorized to execute certain duties and powers with respect to user fee facility projects undertaken pursuant to the TMA. More information about the Transportation Modernization Board is available at: <https://www.tn.gov/tdot/build-with-us/transportation-modernizationboard.html>.

APPENDIX 2

PROPOSAL SUBMITTAL

1. ORGANIZATION OF PROPOSAL

Proposers are required to assemble their Proposals in the order prescribed and following the outline form contained in Table 1. Sections that are exempt from the page count pursuant are marked as “Exempt.” For documents that must be completed for multiple people or projects (e.g., Project descriptions), the page limit indicates the maximum number of pages for each document.

Table 1: Proposal Outline

Proposal Organization		Page Limit
Volume I -Administrative Submittal		Total Exempt
Section A	Transmittal Letter (Form A-3)	Exempt
	Acknowledgement of RFP (Form A-4)	Exempt
Section B	Proposer Information (Forms B-1 and B-2)	Exempt
	(1) Information Regarding Proposer, Subconsultants, and Subcontractors	Exempt
	(a) The Proposer	Exempt
	(b) Subconsultants	Exempt
	(c) Subcontractors	Exempt
	(2) Proposer Management Approach and Team Structure	2
	(a) Organizational Chart(s)	2
Section B	(3) Organizational Conflicts of Interest	Exempt
	Section C	Exempt
Section C	Certification (Form C)	Exempt
Section D	Executive Summary	2
Section E	Proposal Checklist and Contents (Form F)	Exempt
Volume 2 - Technical Submittal		Total: 58 pages
Section A	Team Experience / Key Personnel and Capability	
	(1) Team Narrative and Relevant Experience	15
	(2) Expertise Forms and Project Description	8
	Team Experience (Form D)	2
	(3) Technical Key Personnel (Form E)	10
	(4) Management Approach and Team Structure	3
Section B	Project Understanding and Vision Narrative	10
	Supporting graphics or information	5
Section C	Project Scope of Work and Schedule	5

2. VOLUME 1: ADMINISTRATIVE SUBMITTAL

Volume 1 of the Proposal shall contain the following:

Section A: Transmittal Letter, Acknowledgement of RFP

(1) Form A-3 — Transmittal Letter

A duly authorized official of the Proposer or lead firm of the Proposer must execute the transmittal letter in blue ink. For Proposers that are, or are expected to be, joint ventures, partnerships, limited liability companies, or other associations, the transmittal letter shall have appended to it letters on the letterhead stationery of each Equity Member, executed in *blue ink* by authorized officials of each Equity Member. These letters shall state that representations, statements, and commitments made by the lead firm on behalf of the Equity Member's firm have been authorized by, are correct, and accurately represent the role of the Equity Member's firm in the Proposer team.

(2) Form A-4 - Acknowledgement of RFP

A duly authorized official of the Proposer or lead firm of the Proposer must execute the Acknowledgement of RFP, certifying that the Proposer has received the RFP and any addenda.

Section B: Proposer Information (Forms B-1 and B-2)

Provide an executed original of Form B-1 for the Proposer, each subconsultant and each subcontractor. Provide a completed Form B-2 for the Proposer. Proposers are advised that Form B-1 may be released to the public.

(1) Information Regarding Proposer Subconsultants and Subcontractors

(a) Proposer

Identify the legal name of the Proposer. If the name is a "doing business as" or "DBA," identify underlying names. If the Proposer entity has not been legally formed yet, state that a legal entity has not yet been created, provide a proposed name, if any, or a temporary name for the Proposer and describe the expected timing for creating a legal entity for Proposer. Identify a sole point of contact (a real person) and include the following information: name, title, address, telephone number, fax number, and email address. Identify the legal name and nature of the Proposer and the state within which it was organized, or for Proposers that have not formed a legal entity yet, identify the proposed legal name and nature of the Proposer and the state within which the Proposer expects to organize the entity.

(b) Subconsultants and Subcontractors

Identify each subconsultant of the Proposer and each subcontractor, identify the entity's role and the entity's legal nature and state within which it was organized.

(2) Proposer Management Approach and Team Structure

For each Proposal, provide a narrative of no more than two (2) pages (8.5" x 11" size) describing the Proposer's teaming arrangements and its management structure. The narrative should include at a minimum a discussion of the following:

- (I) Table of Organization of the Proposer team showing the relationship between the entities comprising the Proposer, subconsultants, and subcontractors. This includes showing key staff contacts within the Proposer's project management team.
- (II) A narrative description of the relationship between all entities comprising

the Proposer team including Proposer, subconsultants, and subcontractors.

(a) Organizational Chart

The narrative will be supported by additional charts covering no more than two (2) pages, up to 11” x 17” size, as follows:

1. Organization chart showing the Proposer’s management structure and “chain of command” with Key Personnel shown together with any other relevant personnel Proposer wishes to identify at this time and identifying major functions to be performed and their reporting relationships in managing, designing, implementing, operating and maintaining the Project as necessary to align with the Proposer’s Proposal.

(3) Identification of Any Organizational Conflicts of Interest

As detailed in TDOT Rule 1680-05-04-.07(5), provide disclosure of the following:

- (I) The Proposer must identify all relevant facts relating to past, present, or planned interest(s) of the Proposer (including each Proposer, subconsultants, and subcontractors and their respective chief executives, directors, and Key Personnel) that may result in, or could be viewed as, an organizational conflict of interest in connection with this RFP. This includes preparation of TDOT reports, surveys, preliminary plans and similar low-level documents that may be incorporated into the RFP or the RFP. All documents and reports must be identified and assurances made that the information was delivered to a TDOT representative and to whom.
- (II) The Proposer, including any person or firm participating as part of the Proposer’s team, must disclose:
 1. Any current contractual relationships with TDOT, including identification of TDOT contract number and project manager;
 2. Present or planned contractual or employment relationships with any current TDOT employee;
 3. Current relationships between members of the Proposer’s team on any other TDOT project, including identification of TDOT contract number and project manager; and
 4. Any other circumstances that might be considered to create a financial interest in the contract for the Project by any current TDOT employee if the Proposer is awarded the Concession Agreement.

The foregoing is provided as a minimum requirement and shall not constitute a limitation on the disclosure obligations.

- (III) For any fact, relationship, or circumstance disclosed as provided for herein, the Proposer must identify steps that have been or will be taken to avoid, neutralize, or mitigate any organizational conflicts of interest.
- (IV) In cases where Proposer, subconsultants, and subcontractors on different Proposer teams belong to the same parent company or are affiliated with it, each Proposer must describe how the participants will avoid conflicts of interest through the RFP.

- (V) In the transmittal letter, the Proposer must include the following statement:

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Conflict of Interest Disclosure Statement, other than as disclosed in Volume 1, Section D(3).

- (VI) If no conflict of interest or items of note listed in Volume 1, Section D(3) exist, the Proposer must include the following statement in the transmittal letter:

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in Volume 1, Section D(3).

Section C: Certification (Form C)

Provide an executed original of Form C for the Proposer.

Section D: Executive Summary

An executive summary, not exceeding two (2) pages. The executive summary shall be written in a non-technical style and shall contain sufficient information for reviewers with both technical and non-technical backgrounds to become familiar with the Proposer's Proposal and its ability to satisfy the deliverables of the Project.

Section E: Proposal Checklist and Contents

Form F, with page numbers added, must be included as part of the Proposal.

3. VOLUME 2: TECHNICAL SUBMITTAL

Volume 2 of the Proposal shall contain the following:

Section A: Team Experience / Key Personnel and Capability

The Proposer shall demonstrate its capability to successfully deliver the Project. TDOT will evaluate the combined qualifications of the Proposer, subconsultants, and subcontractors, as well as the experience and availability of Key Personnel. The submission should clearly articulate the Proposer's experience in advancing freight-focused corridor planning and CAV and smart-corridor initiatives, as well as the supporting capabilities necessary to deliver the entire Project scope.

(a) Team Narrative and Relevant Experience

The Proposer shall submit a narrative of no more than fifteen (15) pages describing the team's relevant qualifications and experience delivering technology-enabled freight corridor programs or comparable intelligent transportation deployments. This narrative should:

- (a) Explain how the team has successfully advanced similar programs from feasibility and conceptual design through testing while identifying the roles performed by each major team member and Key Personnel who led those efforts.
- (b) Demonstrate the Proposer's ability to manage and integrate planning, systems engineering, digital infrastructure, public-agency and OEM coordination, and construction/field integration activities under complex

delivery environments, including corridors with heavy freight traffic and constrained right-of-way.

(b) Experience Forms and Project Descriptions

- (a) Provide a minimum of two (2) and up to eight (8) one-page case studies demonstrating the Proposer team’s most relevant experience. Form D shall also be completed referencing all the 1-page descriptions being submitted and included.
- (b) Case studies should collectively demonstrate capability in the priority experience areas including:
 - Freight and corridor planning
 - CAV and smart corridor development
 - Systems architecture and technology
 - Feasibility planning and concept development
 - Stakeholder and market engagement and analysis

The Proposer should emphasize lessons learned and applicability to the Project and the proposers Project concept.

(c) Key Personnel

The Proposer shall provide a completed Form E (Key Personnel Resume Form) for the following Key Personnel:

- (a) Project Manager – Minimum 10 years of relevant experience managing complex corridor programs including freight, ITS, connected vehicle, and smart-corridor programs in phases from planning through implementation
- (b) Up to four (4) additional persons as identified as key to the success of the Projects scope as defined herein, including addressing:
 - a. Role and responsibilities on the Project; and
 - b. Qualifications and relevant experience for role as defined.

Each Form E shall describe qualifications and past roles managing programs of similar scope and complexity. Project Manager and other identified Key Personnel resumes should highlight relevant leadership and experience managing complex corridor programs, including freight, ITS, connected vehicle, and smart-corridor programs, as well as core competencies necessary for implementation of the Project including, but not limited to: systems engineering, digital infrastructure, freight/logistics, cybersecurity, and stakeholder engagement.

Proposers shall demonstrate commitment to Key Personnel continuity throughout the Project.

(d) Management Approach and Team Structure

The Proposer shall provide a three (3) page narrative describing its teaming structure, management approach, decision-making protocols, and integration across disciplines. This narrative should:

- (a) Explain how the team will operate as a cohesive cross functional delivery group by demonstrating collaboration across planning/design, civil, systems, policy, and stakeholder disciplines, including teaming history and integration approach.

- (b) Explain how roles and responsibilities are allocated, how the team will coordinate with TDOT and how risk management, quality control and schedule management will be addressed

The narrative shall also discuss the structure of the team, reporting lines, key functional leads, and primary interface points with TDOT as represented in the Organizational Chart referenced in Volume 1, Section B.2.

Section B: Project Understanding and Vision

The Proposer shall provide a maximum of fifteen (15) pages comprised of:

- up to a ten (10) page narrative demonstrating the understanding of the Project, and a vision for how to deliver a proof of concept that can demonstrate the benefits of the Project
- up to five (5) pages of graphics or images supporting the narrative.

The narrative should emphasize Project understanding, risk identification and mitigation, technical methodology, stakeholder and market engagement strategy, and alignment with project benefits. Proposer may prioritize these concepts as they feel necessary to emphasize their understanding and alignment to the Project.

The Proposer should identify any innovative actions it would undertake, as well as unique in-house or technical skills it would deploy, to successfully deliver the Project.

Section C: Scope of Work and Schedule

A maximum five (5) page work scope for the Project tasks and work activities, which is consistent with the minimum requirements set out in Section 2 (Scope of Work) and leading to a defined set of deliverables in draft and final forms.

Additional work activities the Proposer believes are necessary to successfully complete the Project scope may be included. The list of deliverables shall include associated scheduled completion dates. No cost or budget information shall be included.

FORM A-1

RFP QUESTIONS

In order to submit RFP Questions to TDOT, Proposer must submit one copy of Form A-1 by the deadline set out in Section 3.2 (*Procurement Schedule*) of the RFP.

Proposer Name:

Email Address: _____

Date: _____

No.	Issue	RFP Section	Question
1.			
2.			
3.			
4.			
5.			

FORM A-2

PROCUREMENT PORTAL ACCESS REQUEST

In order to obtain access to the Procurement Portal for submittal of the Proposal and future interactions with TDOT, each Proposer must submit one copy of this Form A-2 by the deadline set out in Section 3.2 (*Procurement Schedule*) of the RFP. A Proposer may request access for up to two (2) representatives.

Attn: Dan Pallme
Subject: Procurement Portal Access Request
Memphis/West Tennessee Smart Freight Corridor RFP

Name of Proposer: _____ Date: _____
Telephone: _____
Address: _____
City, State, Zip: _____

(or international address, if applicable)

We request access to the Procurement Portal for in order to upload the Proposer’s Proposal. Please provide log-in credentials for up to the two (2) following representatives:

Name: _____
Company: _____
Email Address: _____
Telephone Number: _____

Name: _____
Company: _____
Email Address: _____
Telephone Number: _____

We also identify the following person as the Proposer’s “**Authorized Representative**”, as the single point of contact for the Proposer, who is making this request.

By: _____ Print Name: _____
Title: _____ Date: _____
Telephone: _____ Email Address: _____

Name of Authorized
Representative:

Signature:

Date:

FORM A-3

TRANSMITTAL LETTER

Proposer Name: _____

Proposal Submission Date: _____

Tennessee Department of Transportation
William R. Snodgrass Tennessee Tower - 24th Floor
312 Rosa L. Parks Ave
Nashville, Tennessee 37243
Attn: Dan Pallme

Dear Mr. Pallme:

1. Introduction

The undersigned (“**Proposer**”) submits this **Proposal** in response to that certain Request for Proposals dated as of December 5, 2025 ([as amended,] the “**RFP**”), issued by the Tennessee Department of Transportation (“**TDOT**”) to deliver the Memphis/West Tennessee Smart Freight Corridor (the “**Project**”), through a public private initiative (the “**Agreement**”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP.

2. Enclosures

Enclosed, and by this reference incorporated herein and made a part of this Proposal, are the following:

Volume 1: Administrative Submittal;

Volume 2: Technical Submittal; and

3. Acknowledgements; Representations and Warranties

The Proposer acknowledges receipt, understanding, and full consideration of all materials relating to the RFP posted on the procurement website.

The Proposer represents and warrants that it has read the RFP, including any and all amendments and any and all answers to any RFP Questions, and agrees to comply with the contents and terms of the RFP.

The Proposer understands that may reject any and all Proposals received.

The Proposer further understands that all costs and expenses incurred by the Proposer in preparing this Proposal will be borne solely by the Proposer.

The Proposer agrees that TDOT will not be responsible for any errors, omissions, inaccuracies, or incomplete statements in this Proposal.

4. Governing Law

This Proposal shall be governed by and construed in all respects according to the laws of the State of Tennessee.

5. Conflicts of Interest

[The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Conflict of Interest Disclosure Statement, other than as disclosed in Volume 1, Section B(3) of the Proposal.]

By executing this transmittal letter the Proposer confirms that the representative named above is authorized to act as agent on behalf of the Proposer and each of the Equity Member(s) and Major Non-Equity Members.

Proposer's business address:

(No.) (Street) (Floor or Suite)

(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: _____

[insert appropriate signature block from following pages]

1. *Sample signature block for corporation or limited liability company:*

By: _____

Print Name:

Title:

2. *Sample signature block for partnership or Joint Venture:*

By: [Insert general partner's or member's name]

By: _____

Print Name:

Title:

[Add signatures of additional general partners or members as appropriate]

3. *Sample signature block for attorney in fact:*

[Insert Proposer's name]

By: _____

Print Name:

Attorney in Fact

4. *Sample signature block for a Proposer not yet formed as a legal entity:*

[Insert team member entity name], on behalf of itself and the other team members expected to be a part of [Insert Proposer's expected name]

By:

Print Name: _____ Title: _____

FORM A-4

ACKNOWLEDGEMENT OF RFP

TENNESSEE DEPARTMENT OF TRANSPORTATION

PROJECT IDENTIFICATION NUMBER: **137033.00**

ACKNOWLEDGEMENT OF RFP, REVISION AND/OR ADDENDA

Acknowledgement shall be made of receipt of the Request for Proposals (“**RFP**”) and/or any and all revision and/or addenda pertaining to the above designated project which are issued by TDOT prior to the **Proposal** submission date shown herein. Failure to include this acknowledgement in the Proposal may result in the rejection of your Proposal.

By signing this Form A-4, the Proposer acknowledges receipt of the RFP and/or following revisions and/or addenda to the RFP for the above designated project which were issued under cover letter(s) of the date(s) shown hereon:

- 1. Cover letter of _____
(Date)
- 2. Cover letter of _____
(Date)
- 3. Cover letter of _____
(Date)

SIGNATURE

DATE

PRINTED NAME

TITLE

FORM B-1

**INFORMATION REGARDING PROPOSER,
SUBCONSULTANTS AND SUBCONTRACTORS**

(for Public Release)

Name of Proposer: _____

Entity (check one box for entity completing Form B-1, as applicable):

Proposer; Subconsultant; or Subcontractor

Name of Entity Completing Form B-1:

Year Established: _____ State of Organization: _____

Federal Tax ID No. (if applicable): _____ Telephone No.: _____

North American Industry Classification Code (if applicable): _____

Name of Official Representative Executing Form B-1: _____

Individual's Title: _____

Email Address: _____

Type of Business Organization (check one):

- Corporation
- Partnership
- Joint Venture
- Limited Liability Company
- Other (describe)

A. Business Address: _____

Headquarters: _____

Office Working on Project: _____

Contact Telephone Number: _____

B. Indicate the role of the entity in the space below:

C. If the entity completing this Form B-1 is a Joint Venture or newly formed entity (formed within the past two years), complete a separate Form B-1 and Form C for each member or partner and attach it to the Proposal. In addition, identify the name of such members or partners in the space below:

Name:

Under penalty of perjury, I certify that the foregoing is true and correct, and that I am the firm's authorized representative:

By: _____

Print Name: _____

Title: _____

Date: _____

[Please make additional copies of this form as needed.]

FORM B-2

SUMMARY INFORMATION REGARDING PROPOSER

The entities executing the Transmittal Letter on behalf of the Proposer must complete the table and include the addresses of all Disclosure Affiliates. By completing this table, the signatories to the Transmittal Letter certify that all Disclosure Affiliates are listed.

<input type="checkbox"/> Proposer does not have any Disclosure Affiliates.
<input type="checkbox"/> Disclosure Affiliates of Proposer are listed below.

Relationship with Proposer (Affiliate or Subsidiary)	Full Legal Name	Address

FORM C
CERTIFICATION

[Form C should be completed by the Proposer, Subconsultants, and Subcontractors]

Project Name: Memphis/West Tennessee Smart Freight Corridor RFP

Proposer Name: _____

Name of Team Member and Role: _____

- (1) The undersigned certifies that [COMPANY NAME] and any Disclosure Affiliate:
- (a) is not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
 - (b) has not, within a three-year period preceding this Proposal, been convicted of or had a civil judgment rendered against it or any member of its executive management team for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state, or local) transaction or contract under a transaction with a public entity and has not been convicted of any violations of federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false statements, or receiving stolen property;
 - (c) is not (nor is any member of its executive management team) presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in paragraph 1(b) of this certification; and
 - (d) has not within a three-year period preceding this Proposal had one or more transactions with public entities (federal, state, or local) terminated for cause or default.

(2) Where the Proposer team member is unable to certify any of the statements in this certification, such Proposer team member must attach an explanation to this form.

The undersigned makes the foregoing statements to be filed with the Proposal submitted on behalf of the Proposer for contracts to be entered into by TDOT.

Signature

Date

Title

FORM D

TEAM EXPERIENCE

INSTRUCTIONS:

- (a) List the most relevant experience to align with case studies
- (b) List on Form D at least two projects, as presented in your case studies
- (c) List no more than eight projects total. TDOT will not take into consideration any projects listed above this cap.
- (d) Listed projects should collectively demonstrate capability in the priority experience areas including:
 - Freight corridor planning
 - CAV and Smart Corridor Development
 - Systems Architecture and Technology
 - Feasibility Planning and Concept Development
 - Stakeholder and Market Engagement and Analysis

COMPANY NAME	OWNER INFORMATION	PROJECT NAME, LOCATION, & DESCRIPTION	CONTRACT STRUCTURE	PROJECT COST⁽¹⁾ (2)	START/END DATES	LEVEL OF COMPANY'S PARTICIPATION⁽³⁾ (4)
<i>Sample Entry</i> <i>[Company A]</i>	<i>[State Department of Transportation]</i>	<i>[XYZ P3 Project, City, State, 35-mile 2+2 managed lanes built in the median of a major existing highway in a high density urban area]</i>	<i>[DB, DBF, DBFOM, or other structure]</i>	<i>[\$100,000 USD]</i>	<i>[January 1, 2022 to December 31, 2023]</i>	<i>[\$50,000 / 50% -- bridges, walls, and structures]</i>
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						

NOTES:

- (1) Project cost should be in thousands of U.S. dollars. Identify exchange rates of amounts in other currencies using the exchange rates as of the date of issuance of the RFP, including the rate used and the source thereof. You may include such description as a footnote.
- (2) Project cost means the total construction cost budgeted or, if the project is complete, the total construction cost of the completed project.
- (3) Show Company's participation in terms of money and percentage of work. Include a brief summary of the role the Company played in the listed project scope of work.
- (4) Attach a maximum one (1) page narrative for each project listed, to include the name and contact information for a reference from the project owner.

FORM E

KEY PERSONNEL RESUME FORM

Brief Resume of Key Personnel for the Project.	
a.	Name & Current Title:
b.	Key Personnel Position on Project:
c.	Name of Firm with which you are now associated:
d.	Years' experience: With this Firm ____; Years With Other Firms ____Years <i>Please list chronologically (most recent experience first) your employment history, position, general responsibilities, and duration of employment. (NOTE: Project specific experience shall be included in Section (g) below):</i>
e.	Education: Name & Location of Institution(s)/Degree(s)/Year/Specialization:
f.	Active Registration: Year First Registered/ Discipline/State Registration #:
g.	References 1. Name of Project: Start/Finish Dates of Project: Reference Name: Reference Email: Reference Telephone: 2. Name of Project: Start/Finish Dates of Project: Reference Name: Reference Email: Reference Telephone: 3. Name of Project: Start/Finish Dates of Project: Reference Name: Reference Email: Reference Telephone:
h.	Document the extent and depth of your experience and qualifications relevant to the Project. 1. <i>Note your specific responsibilities and authorities for each project, not those of the firm.</i> 2. <i>Note whether experience is with current firm or with other firm.</i> 3. <i>Provide beginning and end dates for each project.</i>

(List at least three (3), but no more than five (5) relevant projects* for which you have performed a similar function.)

* On-call contracts with multiple task orders (on multiple projects) may not be listed as a single project.

- i. For Key Personnel required to be on site full time, provide a current list of assignments, role, and the anticipated duration of each assignment.

FORM F
PROPOSAL CHECKLIST

Proposer shall furnish a copy of this Proposal Checklist, with the page references added, with its Proposal.

Proposal Component	Form (if any)	RFP Cross-reference	Proposal Page Reference
Administrative Submittal			
Proposal Checklist and Contents	Form F	Volume 1, Section E	
Transmittal Letter	Form A-3	Volume 1, Section A(1)	
Acknowledgement of RFP, Revision and/or Addenda	Form A-4	Volume 1, Section A(2)	
Information Regarding Proposer, Subconsultants, and Subcontractors	Form B-1 Form B-2	Volume 1, Section B(1)	
Proposer Management Approach and Team Structure		Volume 1, Section B(2)	
Proposer Organizational Chart		Volume 1, Section B(2)(a)	
Identification of any Organizational Conflicts of Interest		Volume 1, Section B(3)	
Certification Form	Form C	Volume 1, Section C	
Executive Summary		Volume 1, Section D	
Technical Submittal			
Team Narrative and Relevant Experience		Volume 2, Section A(a)	
Experience Forms and Project Descriptions	Form D	Volume 2, Section A(b)	
Key Personnel Resume – Project Manager	Form E	Volume 2, Section A(c)(a)	
Key Personnel Resume – Proposer Identified (optional)	Form E	Volume 2, Section A(c)(b)	
Management Approach and Team Structure		Volume 2, Section A(d)	
Project Understanding and Vision		Volume 2, Section B	
Scope of Work and Schedule		Volume 2, Section C	