Illinois Department of Transportation

Memorandum

To:	Regional Engineers, Central Office Bureau Chiefs
From:	Omer M. Osman
Subject:	Revisions to Consultant Mentor Protégé Program
Date:	November 3, 2014

A "Lessons Learned" Workshop was held, April 17, 2014, with current and former IDOT Mentors and Protégés to discuss IDOT's Consultant Mentor Protégé Program. Mentors and the Protégés met separately and then as a group. District One Project Managers also met separately. Honest ideas were exchanged on the challenges and benefits to the program. I have approved the following recommendations to strengthen the program:

1. Provide training to IDOT Project Managers regarding executing/providing oversight of the Mentor Protégé program. Examples of training topics include: quarterly meetings, hours, provided help, mentor getting right participation and allowing repeat Mentor-Protégé relationships; guidelines to drive consistency.
2. Require Mentor and Protégé firm leadership involvement at the on-set of projects (to discuss identified risks) and during final reviews at the end of projects.
3. Required a risk analysis as part of the plan. (I.e. include an analysis on what happens if there is a project delay, change of scope; etc.)
4. Required commitment from leaders on both sides (mentor/protégé) on an ongoing basis.
5. Require protégé be included in start-up agreements and require the protégé attend negotiation and scooping meetings.
6. Include Mentor/Protégé Plan status percent in quarterly reports.
7. Encourage a draft Mentor/Protégé Plan be available and discussed at the scoping meeting.
8. Encourage Mentor-Protégé assessments to be shared between Mentor and Protégé.

This has been and will continue to be an excellent program in outreaching, growing and strengthening IDOT's available qualified engineering consultants. At every opportunity please promote this program and encourage our partners to participate.

The revised guidelines and implementation procedures are attached. If you have any questions, please contact Cheryl Cathey.

cc: Aaron A. Weatherholt; Justan Mann; James Reinhart; Cheryl Cathey
L-53707

ILLINOIS DEPARTMENT OF TRANSPORTATION
MENTOR-PROTÉGÉ PROGRAM
ENGINEERING CONSULTANT IMPLEMENTATION

Revised October 2014

This document serves as the blueprint for the mechanics of the Mentor-Protégé Program (Program), the purpose of which has been set forth in a document titled Mentor-Protégé Program Guidelines (Guidelines). This Mentor-Protégé Program can only be used on on-federally funded engineering projects. The Protégé must be a certified Disadvantaged Business Enterprise (DBE) engineering firm prequalified in at least one category.

Enrollment in the Program

All parties wishing to participate in the Mentor-Protégé Program request the project be considered for the Mentor-Protégé Program in the Illinois Department of Transportation (IDOT) project's statement of interest. After the selection, and at or before the first negotiation meeting, a draft work plan is sent to the project's Project Manager. A final work plan must be signed by the principals of each firm prior to the execution of a start-up or prime agreement. The Plan must certify that each firm's highest level of management have received, reviewed and agreed to abide with the spirit and letter of all rules and Guidelines of the Program. IDOT verifies the applicant meets the Program's minimum qualifications for acting as either a Mentor or Protégé. The plan also includes an analysis of any risks and steps in resolving any delays, project changes, etc... which may occur. Each party is notified in writing, within thirty (30) days of submission of its application (date of actual receipt by IDOT), whether it has been deemed eligible to participate in the Program. Once approved, the plan may be revoked by IDOT for cause as specified below.

Commencing the Mentor-Protégé Collaboration

All Mentor-Protégé collaborations commence with the approval of the signed Mentor-Protégé Development Plan (Plan). The Protégé and Mentor both attend the scoping and negotiation meeting(s). Both firms also are included in the start-up agreement.

Mentor/Protégé Firms' Commitment

Mentor and Protégé Firm leadership must be involved at the on-set of project to discuss identified risks, throughout the project to ensure compliance with the plan and during a review at end of project.

IDOT Oversight

IDOT oversight is conducted by the IDOT project manager and or project team.

The parties submit quarterly progress reports indicating the status of their progress toward each of the Plan's stated goals. The reports indicate the steps taken during the quarter to further the Plan. The reports also lists all projects for which the Mentor has received (or applied for) DBE credit for using the Protégé as a DBE. The quarterly reports are signed and dated by an authorized principal of each firm. The Mentor and Protégé each submit an annual report regarding the Program and accomplishments for the year. Both the Mentor and Protégé indicate in their reports the status of each goal outlined in the Plan; including the percent accomplished, and how the Mentor specifically assisted the Protégé in reaching the stated goal/accomplishment.

Failure to timely submit reports, or submission of incomplete reports, is possible grounds for dissolution of Mentor-Protégé collaboration. If at any time IDOT determines that the Guidelines of the Program or the spirit thereof are not being adhered to by the parties or that satisfactory progress is not being made, IDOT reserves the right to revoke its approval of the Mentor-Protégé collaboration, thereby invalidating the Plan and/or any individual participant's enrollment in the Program. Reasonable progress is expected, though this will vary according to each Plan.

Any finding that the parties have failed to make reasonable progress toward goals stated in the Plan is communicated with the parties, in writing, within thirty (30) days of submission of the report. If one report (or failure to submit a report) indicates a failure to progress as expected, the parties are given written notice that the Mentor-Protégé collaboration is in jeopardy of being revoked and the underlying reasons. The parties have an additional quarter to rectify their prior inaction or failure to progress. Two successive quarters deemed not to have yielded reasonable progress is grounds for revocation of the collaboration.

IDOT annually evaluates the Mentor-Protégé collaboration using the following criteria:

- Satisfactory progress toward the stated goals of the Plan;
- Improved competency of the Protégé in specific aspects of highway engineering;
- Decreased reliance on the Mentor by the Protégé for technical knowledge, equipment, personnel; and,
- Increased numbers of projects in relation to number of advertised projects with consultants, other than the Mentor, and/or increased Statements of Interest submitted as a prime consultant.

Program participants agree that interpretation of the Guidelines or regulations rests with IDOT. Parties are encouraged to seek interpretation of any provision they find ambiguous or confusing. If both participants so desire, they may jointly appeal any adverse decisions to the Secretary of the Illinois Department of Transportation for reconsideration. These requests are in writing and the Secretary's determination is final.

DBE Goals and Administrative Costs
During the first scoping meeting, the Mentor indicates where the Protégé is working as a subconsultant and to what extent. This ensures appropriate credit is given to the Mentor for that project's DBE goal. A fully-executed and approved Plan must be in place at the time of submission of the proposal package in order for a Mentor-Protégé collaboration to be recognized in connection with any particular project. All regulations must be adhered to in the use of the Protégé as a DBE subconsultant. A Mentor may have more than one Protégé at a time; goal reduction is not cumulative on any single project, regardless of the number of Protégés on that project.

Hours may be added to the project specifically for mentoring the protégé. The number of hours, along with the associated tasks, is specifically delineated in the Plan.

Terminating the Mentor-Protégé Collaboration
Reasons for terminating the Mentor-Protégé collaboration are delineated herein and within the attached Guidelines. The Mentor-Protégé collaboration may be terminated by either party or IDOT or completion of the project. For termination prior to the project completion, IDOT will notify both parties in writing. A Mentor-Protégé collaboration is terminated effective on the date the written notification of the termination is sent by any party or IDOT; this date is evidenced by postmark, date/time stamp of electronic mail, date of correspondence, etc. IDOT's decision to terminate Mentor-Protégé collaboration is final.

Re-enrollment
Either party remains eligible to enter into a new Plan with any participant unless the participant was a firm where the Plan was terminated by IDOT for violation of these regulations.

ILLINOIS DEPARTMENT OF TRANSPORTATION
CONSULTANT ENGINEERING MENTOR-PROTÉGÉ PROGRAM
GUIDELINES

Revised October 2014

The primary purpose of the Mentor-Protégé Program (Program) is to enhance the capabilities of socially and economically disadvantaged businesses to perform engineering and land surveying contracts. The Program centers on business collaborations between Mentor firms and Protégé firms (socially and economically disadvantaged businesses certified as Disadvantaged Business Enterprises) to provide developmental assistance to enhance the Protégé's business and technical capabilities to do more complex work.

The following guidelines apply to all participants in the Program:

1. Participation is strictly voluntary.

2. The Mentor-Protégé collaboration on any non-federally funded engineering projects. (currently NOT an FHWA approved program.)

3. The Protégé must be a certified DBE engineering firm prequalified with IDOT in at least one category.

4. Mentor and Protégé Firm leadership must be involved at the on-set of the project to discuss identified risks and in a review at end of project.

5. The Mentor-Protégé collaboration is established by a signed, written Development Plan (Plan) outlining the parties' goals and expectations, including monitoring and reporting provisions, the duration of the collaboration, and the services to be provided by the Mentor to the Protégé along with associated hours, and resources to be provided by the Mentor to the Protégé.

   The plan is submitted to and approved by the Illinois Department of Transportation (IDOT), Project Manager. The Plan must meet the following criteria:

   a. Copies of the Plan retained by all parties to it.
   b. Objectives of the parties involved clearly stated.
   c. Measurable benchmarks to be reached by the Protégé at successive stages clearly outlined.
   d. Training to be provided by the Mentor to the Protégé. Training areas may include:
      - Marketing
      - Administration/coordination of projects
      - Business planning
      - Recordkeeping
      - Technical assistance
      - Financial counseling
      - Training in new substantive/technical areas for the Protégé

e. A provision outlining that the Plan can be terminated by mutual consent or by IDOT upon determination that:
   - Either party has failed or is unable to meet its obligations under the development Plan;
   - The Protégé is not progressing or is not likely to progress in accordance with the Plan;
   - The Protégé has reached a satisfactory level of self-sufficiency to compete without utilizing the Mentor-Protégé Program;
   - The Plan or provisions contained in it are contrary to the requirements of federal, state or local law or regulation; or,
   - The relationship has continued for the life of the project.

f. A provision requiring quarterly and final reports and the due dates of each type of report.

6. The Mentor must have at least five (5) years' experience as a consultant (preferably, but not necessarily as a prime consultant) on IDOT highway engineering contracts with no "less than satisfactory" performance ratings in the categories mentored. The Mentor agrees to devote a minimum of five (5) to ten (10) hours per month working with the Protégé.

7. The Protégé must perform at least one (1) task in the performance of any contract with the Mentor (in a category the Protégé holds prequalification). The Protégé must be an independent business responsible for the direct day-to-day activities of management, policy making and operations of the business and its contracts. Management, policy making and operational control include: scheduling work operations, overseeing engineering tasks, preparing/submitting payrolls and other required forms, hiring, supervising and firing employees.

8. The Mentor cannot be responsible for management of the Protégé. Administrative functions must be performed by personnel responsible to or employed by the Protégé at locations under its control.

9. Any property, equipment, personnel, supplies or other services that are sold, rented, or donated to the Protégé must be detailed in the Plan approved by IDOT and should further be covered by bills of sale, lease agreements, etc. Any financial investment and security arrangements by the Mentor in the Protégé are subject to approval under the Plan, and must not permit the Mentor to assume control of the Protégé.

10. A non-DBE Mentor cannot be awarded DBE credit in excess of one half of the DBE contract goal on any single IDOT project for having a Protégé.

11. The Mentor and the Protégé may submit a Statement of Interest as a "Team" on projects subject to normal "Teaming" approval requirements.

12. Any collaboration in which a Mentor requires a Protégé to have an exclusive agreement violates federal antitrust laws with respect to limiting competition. During the course of the collaboration, the Protégé must have the latitude to contract with others.