



REQUEST FOR PROPOSAL

Solicitation Number: ADED13-00002586

Solicitation Due Date / Time: February 7, 2013

Time (MST): 3:00 p.m.

Submittal Location: <https://procure.az.gov>

Description of Procurement: FREETHROWS™ Software Development and Distribution

A Pre-Offer Conference Date, Time and Location: January 29, 2013, - 1535 W. Jefferson
Room 409
Phoenix, AZ
1 pm to 2 pm

(Attendance is strongly encouraged)

In accordance with A.R.S. § 41-2543, competitive sealed proposals (RFP) for the materials or services specified will be received by the State Procurement Office online through the State's e-Procurement system. Procure AZ (<https://procure.az.gov>) at the date and time posted in PROCUREAZ. Proposals received by the correct time and date will be opened and the name of each offeror will be publically available. **Proposals must be in the actual possession of the State prior to the time and date and at the located indicated in the Notice. Late proposals will not be considered.**

Persons with disabilities may request special accommodations such as interpreters, alternate formats, or assistance with physical accessibility. Requests for special accommodations must be made with 72 hours prior notice. Such requests are to be addressed to the Solicitation Contact Person and/or Chief Procurement Officer at 602-364-2517.

OFFERORS ARE STRONGLY ENCOURAGED TO CAREFULLY READ THE ENTIRE SOLICITATION.

Patty Clark

Senior Procurement Specialists

January 15, 2013

Date

Lupita Gomez

Chief Procurement Officer

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DOCUMENTS REFERENCED:

You may access a copy of the documents referenced within this Proposal at the following web addresses:

Arizona Revised Statutes (A.R.S.) is available at: <http://www.azleg.state.az.us/ArizonaRevisedStatutes.asp>

The Arizona Procurement Rules in accordance with ARS 41-2155

UNIFORM INSTRUCTIONS TO OFFERORS

The Uniform Terms and Conditions and Uniform Instructions to Offerors are incorporated into this document by reference, and may be obtained by visiting:

http://www.spo.az.gov/docs/ADMIN_POLICY/SPM/STD%20Forms%20and%20Docs/Uniform%20Instructions%20to%20Offerors%20%28rev%203-7-2011%29.pdf

for the Instructions and

http://www.spo.az.gov/docs/ADMIN_POLICY/SPM/STD%20Forms%20and%20Docs/Uniform%20Terms%20and%20Conditions%20V8%20%20%28Rev%203-7-2011%29.pdf for the Terms and Conditions. In accordance with A.R.S. 35-391.06 and 35-393.06, the Contractor hereby certifies that the Contractor does not have scrutinized business operations in Iran and Sudan.

UNIFORM GENERAL TERMS AND CONDITIONS

The Uniform Terms and Conditions and Uniform Instructions to Offerors are incorporated into this document by reference, and may be obtained by visiting:

http://www.spo.az.gov/docs/ADMIN_POLICY/SPM/STD%20Forms%20and%20Docs/Uniform%20Instructions%20to%20Offerors%20%28rev%203-7-2011%29.pdf

for the Instructions and

http://www.spo.az.gov/docs/ADMIN_POLICY/SPM/STD%20Forms%20and%20Docs/Uniform%20Terms%20and%20Conditions%20V8%20%20%28Rev%203-7-2011%29.pdf for the Terms and Conditions. In accordance with A.R.S. 35-

391.06 and 35-393.06, the Contractor hereby certifies that the Contractor does not have scrutinized business operations in Iran and Sudan.

SPECIAL TERMS AND CONDITIONS

1. ADE Representative

In accordance with the “Uniform Instructions To Offerors,” paragraph seven, the ADE Representative is Patty Clark, Senior Procurement Specialist, patty.clark@azed.gov

Note: All questions should be in writing referencing the RFP #ADED13-00002586 via Procure AZ Q & A Tab. <https://procure.az.gov>

2. Purpose

The ADE Transformative Learning Division is requesting competitive sealed proposals from qualified firms to enhance, develop, market and distribute FreeThrows™ game throughout Arizona and if possible, throughout the United States. Services from the Offeror shall include re-design and enhancement of the game experience, prototyping, development, testing, implementation, documentation, user and technical support, user and technical training, maintenance, and marketing and implementation of the product within Arizona. Offerors are also asked to include a detailed plan to market and distribute the product outside of Arizona in a manner which will help the successful Offeror recoup costs realized through the design, development and distribution of the product within Arizona.

3. Insurance

Offeror agrees to maintain such insurance as will fully protect Offeror and the ADE/Public Entity from any and all claims under any workers’ compensation statute or unemployment compensation laws, and from any and all other claims of any kind or nature for damage to property or personal injury, including death, made by anyone, that may arise from work or other activities carried on, under, or facilitated by this Agreement, either by Offeror, its employees, or by anyone directly or indirectly engaged or employed by Offeror. Offeror agrees to maintain such automobile liability insurance as will fully protect Offeror and the ADE/Public Entity for bodily injury and property damage claims arising out of the ownership, maintenance or use of owned, hired or non-owned vehicles used by Offeror or its employees, while providing services to the ADE/Public Entity.

Successful Offeror will be required to provide proof of and maintain comprehensive general liability insurance with a limit of not less than \$1,000,000 per occurrence and \$2,000,000 aggregate coverage with a deductible of not more than \$5,000 and Members of the Greater Phoenix Purchasing Consortium of Agencies “GPPCS” as an additional insured party.

Successful Offeror will be required to submit proof of and maintain Worker’s Compensation and Employer’s Liability Insurance as required by law.

4. Licenses

Successful Offeror shall maintain in current status all federal, state, and local licenses and permits required by the operation of the business conducted by the Offeror.

5. Safety

Offeror, at its own expense and at all times, shall take all reasonable precautions to protect persons and the ADE Representative property from damage, loss or injury resulting from the activities of Offeror, its employees, its subcontractors, and/or other persons present. Offeror will comply with all specific job safety requirements

promulgated by any governmental authority, including without limitation, the requirements of the Occupational Safety Health Act of 1970.

All items supplied on this contract must comply with the current applicable occupational safety and health standards of the State of Arizona Industrial Commission, the National Electric Code, and the National Fire Protection Association Standards.

6. Evaluation Schedule

The Proposals will be initially evaluated for conforming to the requirements of the RFP. Then a technical score will be given. The Proposals with the highest scores may be interviewed to determine the best interests of the ADE Representative.

7. Terms of Award

This contract shall be valid for one (2) years from the date of award. The parties agree that this contract may be renewed at the initiative and option of the ADE for up to five (5) additional years. The ADE intends to renew this contract for a term no less than 36 months *after a complete software product is accepted by ADE*. This renewal term is considered adequate for marketing and distribution of the software to educational institutions outside of Arizona. Approximately one hundred twenty (120) days before the anniversary date of this agreement, the parties will meet to discuss a proposed renewal of this agreement and the factors related to such a renewal. If the parties cannot agree on terms for the renewal period, at least ninety (90) days before the anniversary date, the agreement will expire as scheduled.

The contract may be terminated by either party prior to the expiration date upon thirty (30) days written notice to the other party. Cancellation of the contract shall not relieve the contractor of responsibility for satisfaction of all work that should have been done up to the last day of the contract.

8. Contract Type

An Offeror providing services under this contract will do so at no cost to the ADE or educational users within Arizona. Any costs that are to be borne by the ADE, State of Arizona or any Local Educational Agency (LEA) within the State of Arizona must be agreed upon mutually – and in writing -- prior to the service that generates the cost being provided. Details on the recoupment of costs and profit-sharing are contained elsewhere within this Request for Proposal.

9. Contract Award

A contract under this Proposal will be awarded to a single Offeror.

10. Award Basis

The successful Offeror will be determined by evaluation criteria including but not limited to pricing, or other incentives offered. The Arizona Department of Education reserves the right to award as many term contracts for the services as may be in the best interest of the ADE Representative. Awards will not be made based on price alone.

11. Evaluation

Representatives of the ADE Representative will evaluate the proposals and rank them from the most likely to the one least likely to meet the requirements outlined in the RFP. If several proposals are very closely ranked, the ADE Representative may call for interviews to assist in the decision making. In addition to interviews, the ADE Representative reserves the option to call for and enter into discussions with the firms considered most likely to

meet the requirements for the purpose of negotiations, on pricing and/or other portions of the proposal, if considered by the ADE Representative to be in the best interest of the ADE Representative.

Evaluation criteria are listed below in their relative order of importance

- A. The Department's assessment of the Offeror's understanding of the statement/scope of work to be performed and ability to meet or exceed the requirements of the RFP and to satisfy the Department's needs.
- B. Offeror's strength and market share to include but not limited to special experience, technical capabilities, professional competence, and qualifications of the firm and qualifications of personnel assigned to the project.
- C. Implementation and training plan (Role out procedures)
- D. Demonstrated ability of the Offeror to engage partner organizations who are qualified in the development, marketing or deployment of educational technology on a large scale. Such partner organizations can include technical alliances, subcontractors or organizations providing financial or other resources in support of the effort.
- E. Plan for recoupment of Initial Costs and the Offeror's proposed profit-sharing plan with the State of Arizona.

12. **Evaluation Schedule**

The proposals will be initially evaluated for conforming to the requirements of the RFP. Then a technical score will be given. The proposals with the highest scores may be interviewed to determine the best interests of the ADE Representative. The following schedule is tentative.

RFP Released	January 15, 2013
RFP Pre-Proposal Meeting	January 29, 2013
RFP Due	February 7, 2013
RFP Evaluated	February 11-15, 2013
RFP Short List Notification	March - 2013
RFP Interviews (if necessary)	March - 2013
RFP Best & Finals (if necessary)	March 2013
RFP Awarded	March 2013
Notice of Award Letters	April - 2013

13. **Contingencies**

The total purchase of all orders to be issued against contracts is not known, and the ***Department of Education*** will not be bound to purchase a minimum quantity during the contract period.

14. **Non-Exclusive Contract**

Any contract resulting from this solicitation shall be awarded with the understanding and agreement that it is for the sole convenience of the ADE Representative. The ADE Representative reserves the rights to obtain like goods or services from other sources.

15. **Offeror Required Contract/Agreement**

If the Offeror will require the ADE Representative to sign a contract or agreement for this service, a copy of that contract/agreement must accompany your proposal response.

16. Delivery of Services

Services must be received within time agreed to by the ADE Representative and the Offeror. The ADE Representative shall make decisions as to compliance with contract services and time and their decision shall be final. The items on this contract shall be delivered per the specifications/scope of work on this contract.

17. Required Delivery Date

The delivery of services for all items specified in this Request for Proposal should be received on or before January 31, 2014 but no later than July 31, 2014.

18. Eligible Agencies (Statewide)

Any contract resulting from this solicitation shall be for the use of all State of Arizona departments, agencies, commissions and Boards. In addition, eligible universities, political subdivisions and non-profit public health institutions may participate at their discretion. In order to participate in any resultant contract a university, political subdivision or nonprofit education or public health institution must have entered into a cooperative agreement with the State Procurement Office as required by ARS 41-2632.

19. Authority

This solicitation as well as any resulting contract is issued under the authority of the State or designee. No alteration or any resulting contract may be made without the express written approval of the ADE Representative in a form of an official contract amendment. Any attempt to alter any contract without such approval is a violation of the contract and the ADE Procurement Rules. Any such action is subject to legal and contractual remedies available to the ADE Representative inclusive of, but not limited to, contract cancellation, suspension and/or debarment of the contractor.

20. Billing

All billing notices must be sent to each ADE Representative's Accounts Payable Department as shown on the purchase orders. All invoices shall identify the specific item(s) being billed. Any purchase order issued by the Arizona Department of Education or a member of the GPPCS will refer to the RFP number of this Proposal.

21. Price Clause

Prices shall be firm for the term of the contract. Prices as stated must be complete for the services offered and shall include all associated costs. DO NOT include sales tax on any item in the Proposal.

After initial contract term and prior to any contract renewal, the Arizona Department of Education will review fully documented requests for price increases and may at its sole option accept any changes or cancel from the contract those items concerned. The Offeror shall likewise offer any published price reduction, during the contract period, to the ADE Representative concurrent with its announcement to other customers. All price adjustments will be effective upon acceptance of the Arizona Department of Education.

22. Deviations to Proposal

Any deviation from the general or special terms and conditions, specifications/scope of work, or instructions to Offerors shall be described fully and appended to the Deviation Form or on the Offeror's letterhead. Exceptions must be signed by authorized representative of the company. Such appendages shall be considered part of the Offeror's formal Proposal. For the absence of any statements of deviation or exception, the Proposal shall be accepted as in strict compliance with all terms and conditions.

23. **Proposal Opening**

Proposals shall be opened publicly at the time and place designated on the cover page of this document. The name of each Offeror submitting a proposal shall be read publicly and recorded. All other information contained in the proposals shall be confidential so as to avoid disclosure of contents prejudicial to competing Offerors during the process of negotiation. Prices **will not** be read. Proposals will not be subject to public inspection until after contract award.

24. **Offer Acceptance Period**

Proposals are an irrevocable offer for **120 days** after the opening time and to allow the ADE sufficient time to evaluate the responses.

25. **Award**

It is expected that the award for this contract will be made on or before March 31, 2013. The ADE reserves the right to ask for a best and final offer. Interviews may be required to clarify any issues that arise after each RFP is read.

26. **Cost of Proposal Development**

It is understood that the ADE is not financially responsible for any costs incurred by the vendor in responding to this RFP, whether or not it is the successful vendor, including legal costs for any reason, visitation costs, reproduction, postage and mailing, etc.

27. **Pricing**

Pricing shall be submitted as described in this document. Pricing shall also be summarized in an all-inclusive basis and other related cost factors associated with the goods and services described in this document. DO NOT include sales tax on any item in the proposal. ADE will add all appropriate sales taxes (as applicable). **Please enter a nominal amount in the items/bid tab for award consideration. Price/Cost will be considered from this sheet.**

28. **Discussions**

Discussions may or may not, at the sole discretion of the ADE, be conducted with responsible Offerors who submit proposals determined to be reasonably susceptible of being selected for award for the purpose of clarification to assure full understanding of, and responsiveness to, the RFP requirements. If discussions occur pursuant to provisions of this paragraph, the ADE shall issue a Request for Best and Final Offeror pursuant to Rule R7-2-1048 of the Arizona School ADE Procurement Rules.

29. **Rights Reserved**

The right is reserved to reject any or all proposals, or to waive any informality in any proposal received or to accept all or any part of any proposal considered advantageous to the ADE.

30. **Confidential Information**

All proposals will be made available for public inspection after the award it made; except to the extent that, pursuant to the provisions of the Arizona Procurement Code Rules A.A.C. Rules R2-7-2001, et seq., the Offeror has designated certain information to remain confidential and the ADE concurs that the information should remain confidential.

Note: Proposals submitted requesting that the entire proposal be held confidential shall be rejected as non-responsive.

31. **Cancellation**

The ADE reserves the right to cancel the whole or any part of this contract without cause. The ADE will issue a written ten (10) day notice of such cancellation.

32. **Clarification of Solicitation Requirements**

It is the responsibility of all Offerors to examine the solicitation and seek clarification of any item or requirement that may be clear or unclear to them and to check all offers for accuracy before submittal to ADE. Any questions regarding this solicitation can be answered by emailing the contact person listed on the title page of this solicitation. All questions shall be in writing. The Chief Procurement Officer is the only authorized person to give information as to the requirements of the solicitation in addition to that contained in the written documents.

- **Questions should be emailed and received by Chief Procurement Officer no less than seventy-two hours before the proposal due date and time.** All questions shall reference the page and item that is to be addressed.
- All addendums should be acknowledged using the Addendums Acknowledgement Form included in this document.
- No verbal or written information, which is obtained other than by information in this document or by Addendum to this solicitation, will be binding on the Arizona Department of Education.

PROPOSAL REQUIREMENTS

This section contains instructions to Offerors on how to prepare their written responses to this RFP. If any relevant and material information is not provided, the offer may be rejected from consideration and evaluation. Proposals will be considered and evaluated based upon the Offeror's full completion and response to the following, and any additional requirements herein, or stated in a separate Exhibit. Any proposal that does not adhere to these requirements may be deemed non-responsive and rejected on that basis.

***** NOTE: Preferred submittals of RFP response would be all documentation provided in one PDF file in ProcureAZ. *****

The proposal should be organized and indexed in the following format and should contain, at a minimum, the items listed in the sequence indicated:

Letter of Interest. Include signed letter of interest, stating the firm's or individual's interest and qualifications in providing these services. Letter shall include firm's history, organizational chart, local office, primary contact, and form of ownership.

Management Executive Summary. Offerors shall provide a Management Executive Summary on their overall proposal.

Offeror Qualifications. (page12-13) Complete per the instructions stated on the form, include Company Organization and staffing, financial information, and other information.

Functional Specification and Requirement. (page13) Complete per the instructions stated on the form.

System Architecture. (page14) Complete per the instructions stated on the form.

Intellectual Property Proposal. (page 14)Complete per the instructions stated on the form.

Implementation Plan. (page 15) Complete per the instructions stated on the form.

Training Plan. (page 15) Complete per the instructions stated on the form.

Documentation. (page 15) Complete per the instructions stated on the form.

Profit- Sharing Plan. (page 16) Complete per the instructions stated on the form.

Life Cycle Cost. (page 16) Complete per the instructions stated on the form.

Offeror Questionnaire. (page 16-17) Complete per the instructions stated on the form.

Proposal Cost Forms. (page 18) Complete per the instructions stated on the forms.

Offeror's References. (page 19) Complete per the instructions stated on the form.

Offeror's Organization. (page 20) Complete per the instructions stated on the form.

Offeror's Personnel Qualifications. (page 21) Complete per the instructions stated on the form.

Confidential / Proprietary Submittals. (page 22)Complete per the instructions stated on the form.

Deviations and Exceptions. (page 23) Complete per the instructions stated on the form.

Offer and Acceptance Form. (page 24) Complete per the instructions stated on the form.

Certificate of Insurance. (page 25) Complete per the instructions stated on the form.

SPECIFICATIONS – SCOPE OF WORK

ARIZONA DEPARTMENT OF EDUCATION (ADE) – FreeThrows™ Background

FreeThrows™ is a unique student engagement model using a team-based approach to student learning. The first FreeThrows™ application module developed is a web-based math fluency program. ADE manages the software and provides it free-of-charge to ADE school districts as part of an initial roll-out of the model. ADE is seeking resources to expand the reach of FreeThrows™ throughout Arizona schools. Arizona Superintendent of Public Instruction John Huppenthal has set FreeThrows™ as a benchmark tool for transforming education efforts in Arizona. Further, Superintendent Huppenthal believes that this software model can be expanded to help students throughout the United States focus on learning in a dynamic, engaging way.

PROJECT OVERVIEW

The project scope encompasses a number of enhancements to the existing FreeThrows™ game platform. These enhancements include:

1. **Administration** – Developing and implementing a model that allows for consistent game and platform, as well as end-user (player) administration.
2. **Reporting** – Developing and implementing modules that allow for easy reporting on game usage, and may include assessment results relative to certain educational standards.
3. **Scalability** – The project should include the ability to support a deployment of the game platform throughout the state of Arizona at a minimum.
4. **Modules** – The project includes the redevelopment and deployment of the existing Math module that currently serves grades K-8. The project also includes development and deployment of a Language Arts module that conforms to Arizona's Common Core Standards. Additional modules may be proposed but are not within the scope of this Request for Proposal.
5. **Maintenance** – The project includes the expectation that the successful Offeror will provide ongoing routine maintenance and enhancements to the platform to ensure user satisfaction.
6. **Integration** – The project must include functionality that allows for on-demand export of assessment results in a format prescribed by the ADE.

1. OFFEROR QUALIFICATIONS

COMPANY ORGANIZATION AND STAFFING

Offeror shall provide a description of its company organization and staffing, including the names and position titles of full-time personnel who are assigned to the proposed system development and/or marketing and distribution functions. This organization and staffing description shall clearly demonstrate the Offeror's ability to supervise and administer all aspects of fulfilling the submittal.

Include a breakdown of employees by category as follows:

1. Project Management
2. System Technical Development
3. Systems Application Development (Business Analysis and Programming)
4. Quality Assurance and Product Testing

5. Product Deployment (including Marketing of Products)
6. Product Training and Documentation
7. Ongoing Technical Support and Maintenance of Products

2. OFFEROR FINANCIAL INFORMATION

Offeror shall attach copies of its most recent audited financial statements. These should be certified by an officer of the corporation, or by the principal if a proprietorship, or by all principals if a partnership. Offeror should also furnish the following items:

1. Sources and amounts of available financing
2. Bank references
3. Dunn & Bradstreet number and report, if available
4. Statement of Income and Retained Earnings for the last two years as applicable
5. Opinions concerning financial statements from a Certified Public Accountant for the last two years as applicable
6. Explanation of any outstanding lawsuits against the branch or department of the organization involved
7. Similar information requested above for any other partner organization or subcontractor that the Offeror proposes as part of this project, including any organization(s) that proposes financing the project

3. OTHER INFORMATION

Offeror shall also provide:

1. Number of years the company has been providing technology services to the Education market
2. Arrangements for source code ownership, including any compensation to the State of Arizona proposed
3. Litigation in which the company is currently involved related to the product(s) proposed or other products developed or sold by the same division as proposed product(s)
4. Information regarding any filing for bankruptcy or reorganization due to financial hardship

4. FUNCTIONAL SPECIFICATIONS AND REQUIREMENTS

1. The proposed solution shall maintain the integrity of the original game platform design, which is patent-pending by the Arizona Department of Education.
2. Proposed solution shall meet all policies and standards for network, security, platform, software/application, and/or data/information as defined in Asset Management Link statewide IT Policies, Standards and Procedures (PSP).
3. The existing platform consists of a Flex/Flash front-end that calls .NET based web services. RTMFP is used for messaging between the Teacher and Student playing the game. The successful Offeror may be provided a copy of the existing source code for reference, if requested.
4. The proposed solution will incorporate the guidelines for a Language Arts module as listed in Appendix X. The proposed solution may contain variations of these requirements but should reflect the outcomes projected in the Language Arts module.

5. SYSTEM ARCHITECTURE

Provide the following information:

1. **Hardware Environment –**
Describe the recommended computer hardware environment in which the proposed software will run.
 - Include minimum and recommended specifications for end-user hardware requirements.
 - Include minimum and recommended specifications for server requirements.
 - Include minimum network requirements.
2. **Software Requirements –**
Identify the recommended server operating system that is supported by the proposed software. In the event there is multiple operating systems available, list all options.
 - List the end-user operating system and software products required to support the recommended computing environment.
 - Certify that the proposed product will be delivered to users in a Web-based environment.
 - An Offeror may wish to include supplemental features or enhancements proposed that are not currently included in the existing platform.
 - Include details on proposed reporting functionality that will allow ADE to export usage data by grade-level for users within Arizona.

6. INTELLECTUAL PROPERTY PROPOSAL

1. The concepts and design model behind FreeThrows™ are patent pending. Offerors must propose methods of protecting that intellectual property and ensuring fidelity of the concepts within the game platform. The Offeror will also include in its proposal plans to reach agreement with ADE on all proposed new features, user interface designs, user experience changes, and other enhancements prior to implementation. The ADE reserves the right to reject any changes proposed by the Offeror.
2. Content that is created by the ADE and/or Arizona users belongs wholly to the ADE and the State of Arizona. This content includes but is not limited to game design parameters and game results by Arizona users.
3. FreeThrows™ is a registered Trademark of the ADE. The successful Offeror may not add its branding to the product when it is in use by Arizona users. Offerors shall include in their proposal certification of this requirement as well as a proposal for branding of the product if used outside of Arizona.
4. Offerors will provide proposals on the maintenance of intellectual property obtained through the development, deployment or use of the product outside of Arizona.

7. IMPLEMENTATION PLAN

Provide a detailed Implementation Plan – Offerors shall provide a detailed implementation plan for the initial development or re-development (including design) of the game platform. In addition Offerors shall provide plans that detail the marketing and deployment of the product to users within Arizona. The Offeror shall also provide a plan for the marketing and deployment of the product outside of Arizona. All plans shall be constructed so as to provide as much detail as possible, including but not limited to -- tasks, deadlines, and responsibilities. The plan shall define the processes critical to meeting all requirements of this Request for Proposal.

1. Describe the recommended order of implementation for the design (and/or redesign) of the game platform.
2. Describe the recommended order of implementation for the design, development and deployment of both the Mathematics and Language Arts modules within the game platform.
3. Describe the recommended order of implementation for the marketing and deployment of the game platform throughout Arizona
4. Describe how the Offeror and the ADE will work together to finalize the implementation master plan following award of the contract
5. Describe the Offerors change management practices relative to software fixes and periodic upgrades to ensure satisfaction among end users of the product
6. Describe the Offeror's ability and recommended order of implementation to ensure scalability of the platform up to 100,000 and then to 1,000,000 concurrent players.
7. Describe how the Offeror proposes to have both the Mathematics and Language Arts modules available for use by an LEA *in any Arizona County* preferred by than January 31, 2014 but no later than July 31, 2014.
8. Describe how the Offeror will market and deploy the product outside of Arizona, including plans for recoupment of costs realized through implementation within the state of Arizona.
9. Describe how the Offeror will meet deployment of the product such that it is being used by a minimum of 30% of Arizona students within 10 Arizona counties identified mutually by the Offeror and the ADE *before* proceeding with deployment of the product outside of Arizona.

8. TRAINING PLAN

Provide a detailed Training Plan

1. The Offeror shall provide training on administration and end user experience
2. The Offeror shall fully train ADE staff on the functionality of the game platform
3. The Offeror shall provide a support and maintenance plan, along with a detailed training plan for each group of users.
4. Description of training required for various levels of users
5. A timeline recommending the type, location, sequence and duration of training sessions

9. DOCUMENTATION

1. Identify all application user manuals for all proposed portals, i.e. Internal, grantee, applicant, public.
2. Provide documentation in electronic format for all application user manuals and training manuals.
3. The Offeror should describe the procedures for periodic documentation revision and upgrades with associated costs, if any.

10. PROFIT-SHARING PLAN

1. The Offeror will provide a plan that details estimated costs for development and deployment within Arizona.
2. The Offeror will provide a plan that details estimated costs for development and deployment outside of Arizona.
3. The Offeror will provide a cost model that shows how costs realized during development and deployment within Arizona will be recouped and will allow the Offeror to realize a profit from the sale of the product to users outside of Arizona.
4. The Offeror will detail how the cost model and any other costs are calculated, including how the Offeror will determine when the project has reached sufficient revenues from the sale of the product to be considered “break even” and “profitable” for the Offeror.
5. The Offeror will propose a Profit-Sharing arrangement that benefits the State of Arizona once the point of profitability has been reached for the product.
6. The Offeror will propose an arrangement where it will periodically – but no less than twice per year – report on its operating costs and revenues, and propose an arrangement where an independent auditor selected by ADE will inspect the Offeror’s financial records to ensure accuracy of reporting.

11. LIFE CYCLE COST

Offeror shall provide lifecycle cost as defined as the total cost for owning and maintaining a product for a five (5) year life span. These costs include but are not limited to:

1. Initial re-design, design and development of the game platform
2. Cost of the product (hardware, operating system, application software, initial and periodic user training)
3. Cost of annual maintenance fee, licensing and upgrades, enhancement and customization.
4. Marketing and deployment of the game platform to students throughout Arizona
5. Any additional costs necessary to maintain product usability over a five (5) year life span
6. Technical Support and training

12. OFFEROR QUESTIONNAIRE- QUALIFICATIONS

OFFEROR QUALIFICATIONS

The following questionnaire should be answered by the offeror. Each question should be answered fully and concisely. Proposals with unanswered questions will receive a lower score during the evaluation. **Additional supporting material may be attached.**

Organizational Experience and Stability

- State the nature and scope of your firm's business endeavors.
- State your firm's business philosophy and mission statement.
- State your firm's approach to research and development including frequency of version upgrades to the proposed software.
- State your firm's ongoing commitment to existing clientele.
- How long has your company been licensed to do business?
- State whether your organization is national, regional, or local.
- Is there any pending litigation against the company other than routine claims matters? If yes, explain fully.

Software Implementation Tools and Methodology Provided by Software Offeror

- What software tools are provided to assist with the implementation process (interface development, testing, conversion, fit analysis)?
- Does the software offeror provide a documented methodology that can be used by implementation teams to improve the speed or quality of the implementation? If so, describe.

Distinguishing Factors

- What distinguishes your firm from your competitors regarding the development and distribution of this application?

PROPOSAL COST FORM

ADED13-00002586

I/We, the undersigned, propose to provide the service necessary for the specifications/ scope of work. ***(Please expand spreadsheet as an attachment if additional fields for data entry are required. Note company name on each attached sheet.) Please enter a nominal amount in the items/bid tab for award consideration. Price/Cost will be considered from this sheet.***

Offeror shall complete the *Annual Proposal Cost Form*.

1. Supply all of the identified and anticipated project costs based on the ADE's requirements for the next 5 years. This includes base, annual maintenance, licensing, marketing, support and training as described in this Request for Proposal. These costs are requested in order to evaluate the strength of the Offeror's plan and ability to recoup costs. No costs will be borne by ADE in the completion of this project, as explained elsewhere.
2. Other costs that may be identified by the Offeror as being necessary to ensure a successful implementation of the project.

Name of Company

Date Signed

Authorized Signature/Local Representative

Telephone/Fax Number

Type Name and Position Held with Company

E-Mail Address

Mailing Address

City

State

Zip

OFFEROR'S REFERENCES

OFFEROR'S REFERENCES
SOLICITATION # ADED13-00002586

OFFERORS SHALL PROVIDE A MINIMUM OF THREE (3) REFERENCES.

1. Company/Organization _____
 - A. Address _____

 - B. Point of Contact/Phone # _____
 - C. Description of Services _____
and When Provided _____

2. Company/Organization _____
 - A. Address _____

 - B. Point of Contact/Phone # _____
 - C. Description of Services _____
and When Provided _____

3. Company/Organization _____
 - A. Address _____

 - B. Point of Contact/Phone # _____
 - C. Description of Services _____
and When Provided _____

OFFEROR'S ORGANIZATION

OFFEROR'S ORGANIZATION
SOLICITATION # ADED13-00002586

INSTRUCTIONS:

Offerors shall complete each item, using attachments where necessary. Attachments shall indicate the item number and heading being referenced as it appears below. Failure to make full and complete disclosure may result in the rejection of offers as unresponsive.

	<u>YES</u>	<u>NO</u>
1. <u>Administrative Agent</u>		
Is the Offeror acting as an administrative agent for any other agency, firm, or governmental agency? <i>(If YES, provide a description of the relationship in both, legal and functional aspects.)</i>	☐	☐
2. <u>Civil Rights Compliance Data</u>		
Has any Federal or State agency ever made a finding of noncompliance with any relevant civil rights requirements with respect to the Offeror's business activities? <i>(If YES, provide an explanation.)</i>	☐	☐
3. <u>Suspension or Exclusion from Federal or State Program(s)</u>		
Has the Offeror ever been suspended or excluded from any Federal or State Government program for any reason? <i>(If YES, provide an explanation.)</i>	☐	☐
4. Does the Offeror have sufficient funds to meet obligations on time under the contract while awaiting payment from ADE? <i>(If NO, provide an explanation.)</i>	☐	☐
5. Have any licenses ever been denied, revoked or suspended or provisionally issued within the past five (5) years? <i>(If YES, provide an explanation.)</i>	☐	☐
6. Has the Offeror or the Offeror's firm terminated any contracts, had any contracts terminated, or been involved in contract lawsuits? <i>(If YES, provide an explanation.)</i>	☐	☐
7. Does the Offeror, its staff, relatives, or voting members of the Board of Directors maintain any ownership's, employment's, public and private affiliations or relationships which may have substantial interest (as defined in A.R.S. 38-502, Conflict of Interest) in any contract, sale, purchase, or service involving ADE? <i>(If YES, provide a full explanation of the situation.)</i>	☐	☐

OFFEROR'S PERSONNEL QUALIFICATIONS

Offeror's Personnel Qualifications
SOLICITATION # ADED13-00002586

INSTRUCTIONS:

Complete a separate resume, specifically addressing Offeror's qualifications to perform the proposed services in accordance with the requirements of the Scope of Work. The resume shall outline Offeror's related education and work history. Include a transcript from your college or university (an unofficial transcript is acceptable).

CONFIDENTIAL/PROPRIETARY SUBMITTALS

Confidential/Proprietary Submittals (mark one):

_____ No confidential/proprietary materials have been included with this offer

_____ Confidential/Proprietary materials included. Offerors should identify below any portion of their offer deemed confidential or proprietary (see Uniform Terms and Conditions, paragraph 19). Identification in this section does not guarantee that disclosure will be prevented but that the item will be subject to review by the Offeror and the ADE Representative prior to any public disclosure. Requests to deem the entire offer or price as confidential will not be considered.

Firm

Authorized Signature

DEVIATIONS AND EXCEPTIONS

Offerors shall indicate any and all exceptions taken to the provisions or specifications or scope of work in this solicitation document.

Exceptions (mark one):

_____ No exceptions

_____ Exceptions taken (describe –attach additional pages if needed)

The Undersigned hereby acknowledges that there are ***no deviations/exceptions*** to this solicitation:

Firm

Authorized Signature

OFFER AND ACCEPTANCE

The Undersigned hereby Proposals and agrees to furnish the material, service or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation and any written exceptions in the Proposal. Complete both columns.

Arizona Transaction (Sales) Privilege Tax License No.:

For clarification of this Proposal, contact:

Name: _____

Federal Employer Identification No. _____

Phone: _____

Fax: _____

Tax Rate: _____%

E-Mail: _____

Company Name

Signature of Person Authorized to Sign Proposal

Address

Printed Name

City State Zip

Title

CERTIFICATION

By signature in the Offer section above, the Offeror certifies:

1. The submission of the Proposal did not involve collusion or other anti-competitive practices.
2. The Offeror shall not discriminate against any employee or applicant for employment in violation of State Executive Order 99-4, 2000-4 or A.R.S. § 41-1461 through 1465.
3. The Offeror has not given, offered to give, nor intends to give at any time hereafter any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the submitted Proposal. Failure to provide a valid signature affirming the stipulations required by this clause shall result in rejection of the Proposal. Signing the Proposal with a false statement shall void the Proposal, any resulting contract and may be subject to legal remedies provided by law.
4. The Offeror warrants that it and all proposed subcontractors will maintain compliance with the Federal Immigration and Nationality Act (FINA), A.R.S. § 41-4401 and A.R.S. § 23-214 and all other Federal immigration laws and regulations related to the immigration status of its employees which requires compliance with Federal immigration laws by employers, contractors and subcontractors in accordance with the E-Verify Employee Eligibility Verification Program.
5. In accordance with A.R.S. § 35-391, the Offeror does not have scrutinized business operations in Sudan.
6. In accordance with A.R.S. § 35-392, the Offeror is in compliance and shall remain in compliance with the Export Administration Act.
7. In accordance with A.R.S. § 35-393, the Offeror does not have scrutinized business operations in Iran.
8. In accordance with A.R.S. § 15-512, the Offeror shall comply with fingerprinting requirements unless otherwise exempted.

ACCEPTANCE

The Proposal is hereby accepted.

The Contractor is now bound to sell the materials or services listed by the attached contract and based upon the solicitation, including all terms, conditions, specifications, amendments, etc., and the Contractor's Proposal as accepted by the ADE/Public Entity.

This contract shall henceforth be referred to as Contract No. _____.

The Contractor has been cautioned not to commence any billable work or to provide any material or service under this contract until Contractor receives purchase order, contract release document, or written notice to proceed.

Awarded this day of _____ 2013



CERTIFICATE OF INSURANCE

Bid # ADED13-00002586

VENDOR:

ARIZONA DEPARTMENT OF EDUCATION

PROCUREMENT SECTION
1535 WEST JEFFERSON, Bin 37
PHOENIX, ARIZONA 85007

Prior to commencing services under this Contract, the Contractor must furnish the State, certification from insurer(s) for coverage's in the minimum amounts as stated below. The coverage's shall be maintained in full force and effect during the term of this Contract and shall not serve to limit any liabilities or any other Contractor obligations.

Name and Address of Insurance Agency::		Company Letter	Companies Affording Coverage:		
		A			
		B			
Name and Address of Insured:		C			
		D			

LIMITS OF LIABILITY MINIMUM – EACH OCCURRENCE		COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	DATE POLICY EXPIRES
Bodily Injury Per Person Each Occurrence Property Damage OR Bodily Injury and Property Damage Combined			Comprehensive General Liability Form Premises Operations Contractual Independent Contractors Products/Completed Operations Hazard Personal Injury Broad Form Property Damage Explosion & Collapse (If Applicable) Underground Hazard (If Applicable)		
Same as Above			Comprehensive Auto Liability Including Non-Owned (If Applicable)		
Necessary if underlying is not above minimum			Umbrella Liability		
Statutory Limits			Workmen's Compensation and Employer's Liability		
			Other		

State of Arizona and the Department named above are added as additional insured as required by statute, contract, purchase order, or otherwise requested. It is agreed that any insurance available to the named insured shall be primary of other sources that may be available.

It is further agreed that no policy shall expire, be canceled or materially changed to affect the coverage available to the State without thirty (30) days written notice to the State. This Certificate is not valid unless countersigned by an authorized representative of the insurance company.

Name and Address of Certificate Holder:	Date Issued: _____
	_____ Authorized Representative

OFFEROR'S CHECKLIST

Required Items	Solicitation Reference
Letter of Interest	N/A
Management Executive Summary	N/A
Offeror Qualifications	Page 12-13
Company Organization and Staffing	Page 12
Offeror Financial Information	Page 13
Other Information	Page 13
Functional Specifications and Requirements	Page 13
System Architecture	Page 14
Hardware Environment	Page 14
Software Requirements	Page 14
Intellectual Property Proposal	Page 14
Implementation Plan	Page 15
Training Plan	Page 15
Documentation	Page 15
Profit- Sharing Plan	Page 16
Life Cycle Cost	Page 16
Offeror Questionnaire	Page 16-17
Organizational Experience and Stability	Page 16
Software Implementation Tools and Methodology	Page 17
Distinguishing Factors	Page 17
Proposal Cost Forms	Page 18
Offeror's References	Page 19
Offeror's Organization	Page 20
Offeror's Personnel Qualifications	Page 21
Confidential / Proprietary Submittals	Page 22

Required items – Continued	Solicitation Reference
Deviations and Exceptions	Page 23
Offer and Acceptance	Page 24
Certificate of Insurance	Page 25

END OF SOLICITATION

APPENDIX A- PROPOSED LANGUAGE ARTS MODULE GUIDELINES

OBJECTIVES *(The following steps will require sound for the program, but not voice recognition from the child. The children will simply be asked to respond out loud to certain items.*

The objective is to develop, for this initial phase of Language Arts, an alphabet mastery program for use with grades Pre-K to 1st graders (and remedial students still needing these skills.)

The skills covered will be:

1. Recognition of seeing. Hearing, and repeating the alphabet in order,
2. Identifying the alphabet letters in order and out of order,
3. Saying the alphabet in order,
4. The successful use of mnemonic and multisensory identification of alphabet letters and sounds.
5. The identification of the letters by the use of sound.
6. The reproduction of the alphabet sounds.
7. The awareness of the use of letters within spoken and written words, sentences, paragraphs, and books.
8. The construction of some small number of three letter words after the alphabet and sounds have been mastered,
9. The recognition of the student's own use of words made of letters and letter sounds,
10. Integrated recommendations will be provided for teachers including (This could be written by ADE)
 - A. expansion materials in classroom including subjects for student oral language development based the activities in the lab,
 - B. classroom naming of letters and phonemes
 - C. student recognition of alphabet as decodable and readable parts of words, paragraphs and books,
 - D. positive multisensory brain associations with the act of Reading within the classroom and within the **Free Throws** program

REQUIREMENTS

1. The chosen vendor must demonstrate how they followed research-based approaches here suggested to support the visual and frequency formatting of the items, the review, the pacing, and the mastery.
2. The chosen vendor must demonstrate how they will use research-based procedures for the attached recommended pacing of review within the program that will bring all the skills to recoverable long-term memory out of working memory.
3. The chosen vendor must demonstrate how they will allow the capability for schools to change order of alphabet phonics only, to match their particular school order for teaching the alphabet.
4. The chosen vendor must demonstrate how they will use mnemonic and multisensory approaches suggested that may help the students' mastery.

LANGUAGE ARTS IMPLEMENTATION PLAN (INCLUDE IN GENERAL IMPEMETATION PLAN)

1. Describe how the Offeror will follow the Language Arts item analysis list
2. Describe how the Offeror will allow for the use of mnemonic and multisensory items
3. Describe how the Offeror will allow for adjustment of order by individual schools
4. Describe how the Offeror will allow, within the ordering of items, good patterning for review.

5. Describe possibilities of how the offerer will integrate recommendations for teachers within the program presentation.

DELIVERABLES

Conceptual Design

The offerer shall specify in the response to proposal how the requirements are addressed in the architectural structure of the program. The offer shall specify in the proposal the activities and timelines that will result in this deliverable.

1. Preliminary Prototype

The offerer shall specify the activities and timelines that will result in a working prototype that may be demonstrated and subsequently tested for functionality and basic user interface before completion of the project.

2. Final Design and Demonstration

The offerer shall specify in the proposal activities and timelines showing how they will incorporate feedback for final acceptance testing and approval.

RESEARCH BASE OVERVIEW

Correlation of alphabet mastery with future success in Reading

1. Adams, M., B. Foorman, I. Lundberg, and T. Beeler. 1996. *Phonemic Awareness in Young Children*. Baltimore: Brookes Publishing Co.
2. Adams, M.J. 1990. Beginning to Read: Thinking and Learning about Print. Cambridge, MA: MIT Press. In press. Word recognition and reading. To appear in *Elementary Reading Instruction: Process and Practice*, C.J. Gordon and G.D. Labercane, Eds.
3. Anderson, R.C., E.H. Hiebert, J.A. Scott, and I.A.G. Wilkinson. 1985. *Becoming a Nation of Readers: The Report of the Commission on Reading*. Washington, DC: National Academy of Education, Commission on Education and Public Policy.
4. Scarborough, H.S. 1989. Prediction of reading disability from familial and individual differences. *Journal of Educational Psychology* 81(1):101-108. 1990. Very early language deficits in dyslexic children. *Child Development* 61:1728-1743. 1991. Early syntactic development of dyslexic children. *Annals of Dyslexia* 41:207-220. 1998. Early identification of children at risk for reading disabilities: Phonological awareness and some other promising predictors. Pp. 77-121 in *Specific Reading Disability: A View of the Spectrum*, B.K. Shapiro, P.J. Accardo, and A.J. Capute, eds. Timonium, MD: York Press.
5. Scanlon, D.M., and F.R. Vellutino. In press. A comparison of the instructional backgrounds and cognitive profiles of poor, average and good readers who were initially identified as at risk for reading failure. *Scientific Studies of Reading*.

Mnemonic usage in Learning

Letters can be memorized by their shapes and sounds, so that A looks like an alligator, or b is a bat and ball; C is a cat; etc. These shape and pictures help the brain to attach the sounds, letters, and pictures into several areas of the brain so that retrieval is more likely.

Other mnemonics such as music association, writing on someone's hand or back; or discussion by the learner all help establish other links in the brain.

Avila, E., & Sadoski, M. (1996). Exploring new applications of the keyword method to acquire English vocabulary [Electronic version]. *Language Learning*, 46, 379–395.

Brown, D. (2006). *Tricks of the mind*. London: Transworld Publishers

Brown, H. D. (2007). *Principles of language learning and teaching* (5th ed.). White Plains, NY: Longman.

Brown, T. S., & Perry, F. L., Jr. (1991). A Comparison of Three Learning Strategies for ESL Vocabulary Acquisition. *TESOL Quarterly*; 25, 655–670.

- Campos, A., & Amor, A. (2004). Among-subject concordance in keyword generation and its effect on recall: A preliminary study. *Imagination, Cognition and Personality*, 24, 347–354. Retrieved April 8, 2009, from <http://baywood.metapress.com:80/app/home/contribution.asp?referrer=parent&backto=issue,4,6;journal,14,106;linkingpublicationresults,1:300311,1> [Abstract only].
- Gray, R. (1997). Mnemonics in the ESL/EFL classroom. *The Language Teacher*, Retrieved April 8, 2009 from <http://www.jalt-publications.org/tlt/files/97/apr/mnemon.html>
- Fontana, J. L., Scruggs, T., & Mastropieri, M. A. (2007). Mnemonic Strategy Instruction in Inclusive Secondary Social Studies Classes [Electronic version]. *Remedial and Special Education*, 28, 345–355.
- Fritz, C.O, Morris, P.E., Acton, M, Voelkel, A.R., & Etkind, R. (2007). Comparing and combining retrieval practice and the keyword mnemonic for foreign vocabulary learning [Electronic version]. *Applied Cognitive Psychology*, 21, 499–526.
- Higbee, K. L., (1996). *Your memory: How it works and how to improve it* (2nd ed.). Cambridge, MA: Da Capo Press.
- Lorayne, H., & Lucas, J. (1974). *The memory book*. New York: Stein and Day
- Mnemonics in the Classroom 9
- Rodriguez, M., & Sadoski, M. (2000). Effects of rote, context, keyword, and context/keyword methods on retention of vocabulary in EFL classrooms [Electronic version]. *Language Learning*, 50, 385–413.
- Scruggs, T. E., & Mastropieri, M. A. (1992). Classroom applications of mnemonic instruction: Acquisition, maintenance and generalization. *Exceptional Children*, 58, 219–229.
- Uberty, H. Z., Scruggs, T. F., & Mastropieri, M. A. (2003). Keywords make a difference: Mnemonic instruction in inclusive classrooms. *Teaching Exceptional Children*, 35, 56–61.
- Wang, A., Thomas, M., & Ouellette, J. (1992). Keyword mnemonic and retention of secondlanguage vocabulary words. *Journal of Educational Psychology*, 84, 520–528.
- Yates, F. A., (1966). *The art of memory*. Chicago: University of Chicago Press

Review Pacing

Learning research has well established that repeating a learning process over even 100 times in succession doesn't derive better learning. . Intermittent review pacing is essential to retrieval and placement into long-term memory. Several patterns have been well established as successful and have been used in the problem patterning used in the item bank

Human Memory: Theory and Practice", Alan D. Baddeley, 1997

Spitzer, H. F. (1939). Studies in retention. *Journal of Educational Psychology*, 30, 641–657.

Melton, A. W. (1970). The situation with respect to the spacing of repetitions and memory. *Journal of Verbal Learning and Verbal Behavior*, 9, 596–606.

Landauer, T. K., & Bjork, R. A. (1978). Optimum rehearsal patterns and name learning. In M. Gruneberg, P. E. Morris, & R. N. Sykes (Eds.), *Practical aspects of memory* (pp. 625–632). London: Academic Press

Cull, W. L. (2000). Untangling the benefits of multiple study opportunities and repeated testing for cued recall. *Applied Cognitive Psychology*, 14, 215–235.

Pimsleur, Paul (February 1967). "A Memory Schedule". *The Modern Language Journal* (Blackwell Publishing) 51 (2): 73–75.

Appendix B – Mathematics Module Guidelines

OBJECTIVES

FreeThrows is a unique student engagement model utilizing a team-based approach to student learning. FreeThrows math is a game-based math fluency program aligned to Arizona's Common Core Standards for Mathematics that adapts and is personalized to each student's abilities.

Students work together as a team to answer math problems in an engaging learning environment that is able to meet each student's ability levels and needs. The teacher acts as the coach and facilitates the start of the game and helps students set goals for team success. As students accurately answer and complete problems, points are registered toward a common class goal. Players are encouraged to succeed through immediate team feedback, reinforcement, and a personalized rewards system. By emphasizing teamwork, FreeThrows encourages students to work together to answer problems, a skill necessary for college and career success.

The following are key features of the FreeThrows model:

1. Team score
2. Short game durations, 1 minutes at first increasing as needed
3. Immediate feedback
4. Random rewards to students based on team success
5. Gradual scaling personalized to each student's ability
6. Alignment to Common Core fluency standards
7. Multi configuration environment allowing mobile app users to sign on and create teams along with playing directly against the computer.
8. A database that is disseminated on each phone by the mobile application, allowing the game to work when connectivity is down or low.
9. Enterprise version that allows the user to potentially sync up to their student account of FreeThrows if their school has licensed the main program.
10. The integration of a licensing database that stores account information from the mobile FreeThrows application users.

DELIVERABLES

1. Conceptual Design

The offerer shall specify in the response to proposal how the requirements are addressed in the architectural structure of the program. The offer shall specify in the proposal the activities and timelines that will result in this deliverable.

2. Preliminary Prototype

The offerer shall specify the activities and timelines that will result in a working prototype that may be demonstrated and subsequently tested for functionality and basic user interface before completion of the project.

3. Final Design and Demonstration

The offerer shall specify in the proposal activities and timelines showing how they will incorporate feedback for final acceptance testing and approval.

