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TO: All Interested Parties
 FROM: Sarah Reeves, Executive Director Chittenden Solid Waste District
 RE: RFP NO. 20260212 PURCHASE, BROKERAGE, AND/OR MARKETING OF RECYCLABLES
 DATE: February 12, 2026

(RFP) No. 20260212, issued by the Chittenden Solid Waste District (the District, CSWD), is requesting Proposals from qualified entities (Respondent) to enter into an agreement, as described below, to provide for the purchase, brokerage, and/or marketing of recyclables.

This RFP solicits a Three (3) year commitment with the option of two one-year renewal periods for the purchase, brokerage, and/or marketing of recyclables for the District’s new Materials Recycling Facility scheduled to open in early 2027. Items of importance in the evaluation of proposals as reflected in this document are experience of the respondent, marketing capabilities and expertise, and a competitive fee proposal.

Anticipated RFP Proposal and Selection Schedule

February 12, 2026	RFP Released
February 26, 2026; 11:00 AM	Deadline for questions and comments to the District on RFP and submission requirements.
March 26, 2026; 11:00 AM	Responses (Proposals) to RFP due
April 8, 2026	District concludes evaluation period and selects qualified Respondent(s) for negotiation.
April 13, 2026 – April 30, 2026	Separate meetings and interviews with each qualified Respondent on proposal and comments to the qualified Respondent(s) Proposal, if deemed necessary by the District.
May 1, 2026 – May 15, 2026	Period for final proposal modifications by Respondent (If needed)
June 30, 2026	Award anticipated by District

LATE SUBMITTALS WILL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES.

Proposal packages must be submitted electronically to sreeves@cswd.net and marked clearly with the Respondent's name and with the phrase “**RFP NO. 20260212 PURCHASE, BROKERAGE, AND/OR MARKETING OF RECYCLABLES.**” Respondents are to adhere to all submittal requirements; failure to do so could result in disqualification. The District sincerely appreciates each party's efforts in responding to this RFP and looks forward to receiving your submittals.

REQUEST FOR PROPOSAL NO. 20260212
FOR
RFP NO. 20260212 PURCHASE, BROKERAGE, AND/OR MARKETING OF RECYCLABLES
February 12, 2026



Issued By:

CHITTENDEN SOLID WASTE DISTRICT

19 Gregory Drive, Suite 204

South Burlington, VT 05403

802/872-8100 (phone)

TABLE OF CONTENTS

1.0	GENERAL DISTRICT INFORMATION	5
2.0	PROCUREMENT PROCESS	5
2.1	<i>Procurement Criteria</i>	<i>5</i>
2.2	<i>Question and Comment Period.....</i>	<i>5</i>
2.3	<i>Tours</i>	<i>5</i>
2.4	<i>Submission</i>	<i>6</i>
2.5	<i>Evaluation.....</i>	<i>6</i>
2.6	<i>Award</i>	<i>6</i>
3.0	MATERIALS, PROCESSING, AND OPERATIONS AFFECTING MARKETED MATERIALS.....	6
3.1	<i>Scope of Services.....</i>	<i>6</i>
3.2	<i>New MRF Facility</i>	<i>7</i>
3.3	<i>Flow Control.....</i>	<i>7</i>
3.4	<i>Historic Recycling Stream Outbound Materials.....</i>	<i>7</i>
3.5	<i>Historic Trips of Inbound and Outbound Materials</i>	<i>8</i>
3.6	<i>Targeted Commodities and System Performance Requirements at the New Facility</i>	<i>8</i>
3.7	<i>Packing and Commodity Bale Contamination</i>	<i>9</i>
3.8	<i>Receiving and Shipping Hours.....</i>	<i>9</i>
3.9	<i>Shipping Point.....</i>	<i>10</i>
3.10	<i>Method of Shipment.....</i>	<i>10</i>
3.11	<i>Fee/revenue Schedule and Reporting</i>	<i>10</i>
4.0	PROPOSAL INSTRUCTIONS.....	10
4.1	<i>Cover Letter</i>	<i>11</i>
4.2	<i>Introduction</i>	<i>11</i>
4.3	<i>Experience of the Respondent</i>	<i>12</i>
4.4	<i>Broker/Marketing Capabilities and Delivery.....</i>	<i>12</i>
4.5	<i>Service Fee Structure</i>	<i>13</i>
4.6	<i>Subconsultants.....</i>	<i>13</i>
4.7	<i>Appendices.....</i>	<i>13</i>
5.0	PUBLIC RECORDS	13
6.0	RFP QUESTIONS.....	14

7.0	EVALUATION CRITERIA	14
8.0	SELECTION PROCESS	14
9.0	TERMS AND AGREEMENTS	14
9.1	<i>DISTRICT RIGHTS.....</i>	<i>14</i>
9.2	<i>AGREEMENT</i>	<i>15</i>
9.3	<i>EQUAL OPPORTUNITY COMPLIANCE</i>	<i>15</i>
9.4	<i>MINORITY BUSINESS ENTERPRISE.....</i>	<i>15</i>
9.5	<i>SUBCONSULTANTS.....</i>	<i>15</i>
9.6	<i>RELATIONSHIP AS INDEPENDENT CONSULTANT</i>	<i>15</i>
9.7	<i>CONFLICT OF INTEREST.....</i>	<i>16</i>
9.8	<i>CONTRACTUAL DISPUTES</i>	<i>16</i>
9.9	<i>TERMINATION.....</i>	<i>16</i>
9.10	<i>BILLING PROCEDURES.....</i>	<i>16</i>
9.11	<i>INSURANCE.....</i>	<i>17</i>
9.12	<i>LIABILITY WAIVER</i>	<i>17</i>

1.0 GENERAL DISTRICT INFORMATION

The District was created in March 1987 by the Vermont State Legislature as part of Act 78, Vermont's first solid waste law. Under this law, solid waste districts formed throughout the State to find regional solutions to solid waste disposal problems by providing for the efficient, economical, and environmentally sound management of solid waste generated by residents and businesses within its member towns and cities. The District's mission is to provide environmentally responsible and economically sound waste management options to meet community needs using public and private systems, programs, and facilities.

CSWD is the largest solid waste district in the State of Vermont, serving eighteen communities with a combined population of approximately 169,000. It is a municipality, a public, tax-exempt entity with a distinct legal existence from the State (not a department or agency of state government) and accompanying statutory authorities granted. The District is responsible for managing activities such as source reduction, recycling, composting, waste processing facilities, and caring for three closed landfills.

CSWD manages several facilities including an Organics Recycling Facility, an Environmental Depot, six Drop-Off Centers across Chittenden County, and three closed landfills. The District is currently constructing a new Materials Recycling Facility (MRF) 3.5 miles from its existing facility in Williston, Vermont. This new MRF, also to be in Williston, will replace the District's 30-year-old facility with a system leveraging advanced sorting technologies, including optical sorters and AI, to efficiently process up to 70,000 tons of material annually - 40% more than current capacity. The MRF is designed to serve over 50% of Vermont's population, with goals of improved bale quality and increased material recoverability.

2.0 PROCUREMENT PROCESS

The District desires to enter into an agreement for the provision of Recyclables Purchase, brokerage, and/or Marketing Service (Service) through a competitive selection process.

2.1 Procurement Criteria

The procurement process will follow applicable Vermont State Statutes and District Purchasing Policies regarding the disposition of municipal property and service contracts.

2.2 Question and Comment Period

There will be a 21-day question and comment period following the distribution of this RFP (see proposal and selection schedule). Written comments will be considered by the District, and any necessary adjustments to the RFP will be made by amendment. See Section 6.0 for question instructions.

2.3 Tours

The District will schedule MRF tours of its current facility upon request. Production requirements for the new facility are included in Section 3.0.

2.4 Submission

Respondents are to submit their final Proposals to the Executive Director Sarah Reeves sreeves@cswd.net no later than 11:00 A.M. on March 26, 2026. All submissions are to be marked clearly with the Respondent's name and with the phrase "RFP NO. 20260212 PURCHASE, BROKERAGE, AND/OR MARKETING OF RECYCLABLES."

Competition is intended. It is the District's intent that this RFP shall permit competition. It shall be the Respondent's responsibility to advise the CSWD Executive Director in writing if any language, requirement, specification, etc., or any combination thereof, inadvertently restricts or limits the requirements stated in this RFP to a single source. Such notification must be received by the CSWD Executive Director not later than ten (10) days prior to the date set for proposals to close.

The Proposals shall be considered valid for a period of at least ninety (90) days and must contain a statement to that effect. The Proposal must contain the name, address, and telephone number of an individual or individuals with authority to commit to all provisions of this RFP during the period in which the District is evaluating the Proposals. The Respondent shall bear all costs related to responding to this RFP. The proposal shall include costs, details and documentation needed to meet the requirements.

All proposals received will be held confidential until a selection is made. For complete proposal organization and instructions see Section 4.0 PROPOSAL INSTRUCTIONS.

2.5 Evaluation

The District will review and evaluate the business, financial, and technical information in Proposals submitted in accordance with the criteria stated in Section 7.0 EVALUATION CRITERIA.

2.6 Award

A recommendation for the award will be made to the District Board of Commissioners. The District plans to make an award by June 30, 2026 with services expecting to start in early CY2027.

3.0 MATERIALS, PROCESSING, AND OPERATIONS AFFECTING MARKETED MATERIALS

3.1 Scope of Services

This RFP will result in an agreement for respondents to complete the following for the new MRF facility described in this section:

- Arranging for the sale and selling of recovered products (processed recyclables) through brokerage and marketing. This includes identifying buyers, analyzing market demand, and maximizing the value of recycled materials.
- Coordinating with transporters on outbound transportation of recovered products (processed recyclables) and managing all logistics from MRF site to market.

- Consult with the District on optimization and strategy for improving market-bound materials.
- Provide the District with monthly market and sale reports to document sales, determine revenue sharing, and track outbound progress.
- Provide the District with yearly industry and benchmarking report with regional trends, company positioning, analysis of the overall waste recycling market, competitor performance, relevant emerging technologies, and regulatory impacts.

3.2 New MRF Facility

The District is constructing a modern Materials Recycling Facility (MRF) in Williston, VT, replacing an outdated 30-year-old facility that relies on manual sorting. With advanced optical sorters and AI-powered systems, the new MRF will efficiently process materials like polypropylene, PET, HDPE, glass, and fiber, with capacity for up to 70,000 tons annually, up from the current 47,000 tons. Designed with room for future advancements in robotics, this facility will serve over 50% of Vermont’s population.

Like the current MRF, the new MRF will accept recyclables from any hauler that is licensed with CSWD regardless of the origin of the recyclables. The bulk of the recyclables processed at the CSWD MRF originate from Chittenden, Lamoille, and Addison Counties. However, the MRF receives material from multiple regions in Vermont, including as far away as Bennington County. The new MRF will continue to serve our current customers and continue to function as a “spot market” outlet for haulers from all over the state.

Construction is scheduled to finalize late CY2026, and production is expected to begin in early CY2027. The facility has a 68,750 SF building footprint on a 4-acre developed site at 1411 Redmond Road in Williston, Vermont. The tip floor and bale storage are approximately 11,000 SF and 9,300 SF respectively. The process floor is 42,000 SF. In addition, there are administrative offices for employees and a multi-purpose space for educational tours and outreach. The District actively promotes public education and outreach focused on increasing recycling and decreasing contamination.

3.3 Flow Control

The flow control mechanism in Chittenden County is the CSWD solid waste management ordinance. The District may, in the future, enact ordinances or amend this Solid Waste Management Ordinance, to require that certain materials, including Mandatory Recyclables, be directed to District-owned facilities for Processing, beneficial reuse, or Disposal. Out of District haulers are allowed to bring recyclables to the MRF.

3.4 Historic Recycling Stream Outbound Materials

The below table represents the accepted material mix and outbound materials recycled at the current MRF in tons for the last six years. The table also shows the residual disposed in tons for the same timeframe. CSWD handles the marketing of glass-PGA.

	2019	2020	2021	2022	2023	2024	2025
Aluminum - UBC	238.46	294.29	239.74	165.48	208.96	251.98	248.36
SRP – Sorted Residential Paper	Not Available	3,205.28	18,727.32	17,335.44	17,223.49	17,153.96	15,947.05
Fiber - OCC	15,832.22	15,284.00	15,850.76	13,889.44	13,839.10	13,494.11	13,915.66
Fiber - Sorted Mixed Office Paper/White Ledger	42.16	43.88	44.65	46.02	43.53	22.63	20.31
Recycled - MRF - Glass - PGA	5,824.63	7,630.66	5,537.61	5,492.19	5,262.07	5,591.20	5,829.15
Plastic - #1 PETE	1,354.43	1,400.53	1,502.77	1,357.76	1,412.85	1,364.10	1,444.49
Plastic - #2 HDPE Colored	470.08	511.37	460.21	447.51	424.34	444.85	385.89
Plastic - #2 HDPE Natural	430.55	441.33	438.51	380.37	385.36	351.02	365.94
Plastic - Mixed	315.66	301.83	240.51	200.21	208.92	156.35	170.51
Plastic - Rigid	21.92		12.18		11.20		15.95
Steel/Tin Cans	972.23	1,060.44	1,012.48	910.94	891.43	887.74	882.34
Disposed to Landfill	3,134.08	3,423.07	3,226.27	3,667.67	3,410.34	3,004.56	2,999.74

3.5 Historic Trips of Inbound and Outbound Materials

The Table below represents the per quarter average trips per day at the current MRF of inbound and outbound materials.

Year	2017	2018	2019	2020	2021	2022	2023	2024	2025
Inbound									
Q1	55.82	57.86	53.51	55.71	56.73	52.77	52.21	50.29	49.97
Q2	55.22	55.77	53.63	53.88	57.86	54.11	53.18	51.22	50.62
Q3	55.12	53.66	54.73	53.42	56.58	52.91	51.00	50.18	50.97
Q4	57.18	55.95	56.32	54.20	56.35	54.89	51.92	50.14	49.59
Outbound									
Q1	10.89	10.80	10.18	11.35	11.45	11.53	11.34	11.36	10.39
Q2	12.45	12.33	10.52	10.35	12.33	10.55	10.41	10.45	10.70
Q3	11.43	12.30	10.66	10.97	10.81	9.95	10.29	10.06	10.17
Q4	12.68	11.34	11.17	10.15	11.33	10.26	10.46	10.48	10.36
Grand Total	66.72	66.53	64.19	64.31	67.43	63.59	62.23	60.08	60.51

3.6 Targeted Commodities and System Performance Requirements at the New Facility

The District’s new facility will contain process equipment from Bulk Handling Systems (BHS) to sort and bale commodities. The performance requirements for the BHS system are listed in the chart below. The system is required to maintain as much material sorting flexibility as possible

to accommodate a changing inbound stream of containers, packaging, and fiber content. The system shall sort, at minimum, the following commodities:

Material	Recovery	Purity
Old Corrugated Containers (OCC, ISRI #11)	92%	94%
Sorted Residential Paper and News (SRP, ISRI #56)	92%	94%
#1 PETE	92%	94%
#2 HDPE Colored	92%	94%
#2 HDPE Natural	92%	94%
#5 PP	92%	94%
Used Beverage Containers (UBC)	95%	97%
Processed Glass	95%	97%
Ferrous metals	N/A	
Rigid Plastics (drums ¹ and 5-gallon buckets ²)	Accepted as segregated load	
Sorted Office Paper (SOP, ISRI #37) and Sorted White Ledger (SWL, ISRI #40)	Accepted as segregated load	

3.7 Packing and Commodity Bale Contamination

Finished Bales: Material shall be produced in machine-compressed and wire-bound bales weighing between 1,200 and 2,000 pounds each. The District MRF utilizes high-capacity baling equipment (e.g., International TR-12-T100-HP two ram baler and Harris 8043HSS-10 auto-tie horizontal baler) utilizing wire gauge recommended for the commodity.

Contamination: Operator will monitor every incoming load. Contaminated loads are subject to rejection and administrative fines based on the District’s Contamination Policy. Based on our residue rates, incoming contamination is very low - 8% or less. All recyclables must be clean, dry, meet size specifications, and not contained in plastic bags. The District does not allow black plastic of any kind (at this current time), hazardous product containers, food or beverage-contaminated materials, paint containers, or multi-laminate materials. Bales are permitted marginal levels of "incidental" contamination. Common examples are business envelopes with windows, tape on boxes, metal rings on plastic, staples and grease-stained pizza boxes. Operator will regularly perform visual checks on finished bales and monitor moisture content. It is expected that the bale storage floor has adequate capacity for finished bales within the facility prior to shipment.

3.8 Receiving and Shipping Hours

The receiving and shipping hours are 6:00 a.m. to 3:30 p.m. on each Business Day (Monday through Friday). The Facility will be closed on Saturdays and Sundays with the exceptions of the Saturdays following Memorial Day, Fourth of July, Labor Day, Thanksgiving, Christmas, New Years and when an uncontrollable circumstance creates a special situation. The Receiving time

on these days shall be the hours between 8:00 a.m. and noon. Changes in the facility operating schedule may be permitted upon District approval. It is anticipated that the new MRF will operate according to this schedule at the outset. Increases to inbound recyclables may necessitate altering this schedule, which will be negotiated with the operator and communicated to affected parties.

3.9 Shipping Point

Loads shall be picked up Free on Board (FOB) at the **District MRF, 1411 Redmond Road, Williston, VT 05495.**

3.10 Method of Shipment

The District's operator shall load highway trailers and export containers to legal capacity. Billing weights will be based solely on District scales controlled by the scale operator.

3.11 Fee/revenue Schedule and Reporting

Fees and revenue calculations will be based on the higher of an actual sales price or a published index price. Respondent must submit a sample fee schedule and show price per ton and total revenue for each product. Monthly MRF values are reported and used in fee determinations. Monthly marketing reports will be required and must provide details on bale shipment locations and tons shipped to locations, actual sales price and index pricing listing published values for recovered materials.

4.0 PROPOSAL INSTRUCTIONS

Deliver one (1) copy of a full emailed proposal to the District no later than **11:00 AM on March 26, 2026**. We cannot evaluate proposals received after this time. Proposal must be marked with the Respondent's name and identified as follows: **"RFP NO. 20260212 PURCHASE, BROKERAGE, AND/OR MARKETING OF RECYCLABLES."** No blame shall be attached to any District employee for opening any proposal not so marked. Address proposal to:

Sarah Reeves, Executive Director
sreeves@cswd.net for full emailed proposal

Competition is intended. It is the District's intent that this RFP shall permit competition. It shall be the Respondent's responsibility to advise the CSWD Executive Director in writing if any language, requirement, specification, etc., or any combination thereof, inadvertently restricts or limits the requirements stated in this RFP to a single source. Such notification must be received by the CSWD Executive Director not later than ten (10) days prior to the date set for proposals to close.

The Proposals shall be considered valid for a period of at least ninety (90) days and must contain a statement to that effect. The Proposal must contain the name, address, and telephone number of an individual or individuals with authority to commit to all provisions of

this RFP during the period in which the District is evaluating the Proposals. The Respondent shall bear all costs related to responding to this RFP. The proposal shall include costs, details and documentation needed to meet the requirements.

All proposals received are confidential until selection.

Proposals must include the following sections in the following order:

- I. Cover Letter
- II. Introduction
- III. Experience of the Respondent (Qualifications & Understanding of CSWD Needs)
- IV. Broker/Marketing Capabilities and Delivery
- V. Service Fee Structure
- VI. Appendices (if needed)

Mark each section of the Proposal clearly and tab for easy reference. Proposals must be complete and marked clearly with the name of Respondent. The District considers straightforward and simple presentations to be most effective. Elaborate and extraneous materials are strongly discouraged.

4.1 Cover Letter

The cover letter must contain:

- Identification of the Respondent;
- Identification of Respondent's key staff members proposed to work directly with the District;
- An acknowledgment of receipt of this RFP, all RFP addenda (if any), and a statement that it is understood that all conditions contained in this RFP can be incorporated into any resulting contract;
- A statement that the Proposal will remain in effect for ninety (90) days after receipt by the District;
- A statement affirming that all information contained in Respondent's Proposal is factual and is accurate (deliberately misrepresenting facts will be grounds for dismissal from consideration on this RFP); and
- The signature of an individual who is authorized to bind the Respondent contractually.

4.2 Introduction

This section of the Proposal should contain a summary of the history of the respondent's organization, highlighting the size, the broad experience, and staff. Identify location of office for oversight of the service.

4.3 Experience of the Respondent

This section of the Proposal shall detail the Respondent's qualifications, experience, and references in performing the types broker/marketing services anticipated from the commodity descriptions described in Section 3.0 MATERIALS, PROCESSING, AND OPERATIONS AFFECTING MARKETED MATERIALS. This section should also detail the Respondent's understanding of the District's needs as described in Section 3.0 MATERIALS, PROCESSING, AND OPERATIONS AFFECTING MARKETED MATERIALS. Demonstration of work performed for municipalities and other solid waste entities will be viewed favorably during the review process. Include at minimum three references regarding services similar in nature and specific to municipalities and other solid waste entities if possible. Give an overview of team to be assigned to the contract and provide their qualifications. Specifically identify the fully-qualified service manager who will oversee implementation of the contract. The service manager should be appropriately qualified with a minimum of five (5) years' experience in multi-material, post-consumer brokering/marketing in both domestic and international markets, or otherwise reasonably acceptable experience to the District. Respondents must show the experience and qualifications of personnel assigned and committed to the work. Respondents should provide examples of how the team has responded to evolutions in the market, demonstrating flexibility and innovation. Show how you will support, and be a partner to, the District. Address experience of the team in working with municipalities or municipal instrumentalities. Regional expertise (Eastern Canada and U.S. east of the Mississippi River) is highly desirable. Respondents are to provide the following a list of personnel who will be assigned and committed to the team, along with the organizational structure of the group. Descriptions of regional managers, office managers, marketing people, etc., are specifically not requested.

The District's evaluation will be based strictly upon service delivery and value.

4.4 Broker/Marketing Capabilities and Delivery

This section should thoroughly describe the approach and proposed staffing for the services identified in or anticipated from the description of the facility and commodities identified in Section 3.0 MATERIALS, PROCESSING, AND OPERATIONS AFFECTING MARKETED MATERIALS. Specifically, the District is seeking to understand Respondents' depth and breadth of capabilities pertaining to:

- Deep understanding of specific commodity markets, proven innovative strategies, and strong sales presence. to position the District in the Market.
- Ability to move material to market per MRF's production schedule.
- Strong relationships with logistics providers and consistent delivery capabilities.
- Maximizing price offered for recyclables.
- Communicating alternative market specifications to MRF operators and MRF Owner, and working collaboratively to produce qualified bales.
- Implementing robust systems of risk management for market, credit, and operational risks, including defined limits to stability of income and predictable revenue streams despite fluctuating markets.
- Actively seeking markets for emerging recyclable materials.

- Demonstrated understanding of regulations, fair treatment of stakeholders, and consideration of Vermont’s universal recycling law (Act 148).

Demonstration of work performed for municipalities and other municipal solid waste entities will be viewed favorably during the review process.

4.5 Service Fee Structure

Describe in full the proposed fees for services rendered, breaking out fees by commodity if necessary to provide clarity. Bundled or hidden fees are not desired. The District welcomes creative solutions-based fee structures that consider fluctuating or volatile commodity prices, logistics costs, and service overhead. Fees based on indices are allowed and should be pegged to a specific commodity index and noted as such. Examples of fee structures are, but not limited to:

- Fees tied to an index such as Recycling Markets <dot> net
- Percentage-based fees
- Straight fee per ton/per pound per commodity type

4.6 Subconsultants

The Respondent shall identify any proposed subconsultants that may be needed to round out the services and the roles of each of the team members. Team members may include other firms that may be subcontracted by the Respondent to provide additional support and / or expertise to the District. For each of Respondent's subconsultants, provide a concise description of the role to be served by the subconsultant and describe their experience in performing similar roles. The firm shall assume full responsibility for any subconsultant activities. The District reserves the right to approve any of the proposed subconsultants. Any Respondent who chooses to respond to this RFP as the prime cannot be listed as a subconsultant to another prime.

4.7 Appendices

Respondents may include any information not solicited that the Respondent believes to be relevant and important to the understanding of the Proposal. Unnecessary attachments are strongly discouraged.

5.0 PUBLIC RECORDS

Any and all records submitted to the CSWD, whether electronic, paper, or otherwise recorded, are subject to the Vermont Public Records Act. The determination of how those records must be handled is solely within the purview of CSWD. All records the responding party considers to be trade secrets, as that term is defined by subsection 317(c)(9) of the Vermont Public Records Act, or that the responding party otherwise seeks to have the CSWD consider as exempt must be identified clearly and specifically at the time of submission. It is not sufficient to merely state

generally that a proposal is proprietary, contains a trade secret, or is otherwise exempt. Particular records, pages, and sections which are believed to be exempt must be specifically identified as such and must be separated from other records with a convincing explanation and rationale sufficient to justify each exemption from release consistent with Section 317 of Title 1 of the Vermont Statutes Annotated.

6.0 RFP QUESTIONS

Any questions concerning the Scope of Services must be received in written form and will be accepted until **February 26, 2026 at 11:00 AM**. Written questions may be transmitted by e-mail: **kbarber@cswd.net**; however, the District will not be responsible for information that is not received, and it is Respondent's responsibility to confirm our receipt of the questions. Please note that questions will not be answered over the telephone and that email is the preferred submission format.

Written responses to all substantive questions will be forwarded to all prospective Respondents in advance of the submittal deadline.

7.0 EVALUATION CRITERIA

The following factors will be considered by the Evaluation Committee in developing a shortlist of Respondents. Although some factors are more important than others, all factors are considered necessary:

Experience of Respondent:	30% weight
Broker/Marketing Capabilities:	20% weight
Service Delivery Fee Structure:	50% weight

8.0 SELECTION PROCESS

The Evaluation Committee reserves the right to make a recommendation for contract award based on the evaluation criteria and make the recommendation directly from the evaluation of the written proposals. Final selection will be made by the Board of Commissioners based on the staff's recommendation, in accordance with District procurement policies.

9.0 TERMS AND AGREEMENTS

9.1 DISTRICT RIGHTS

This RFP does not commit the District to contract with any Respondent nor does it commit the District to an exclusive agreement with the Consultant for these services. The District reserves the following rights:

- To withdraw this RFP at any time;
- To reject any and all proposals or Respondents;
- To eliminate any of the tasks in the Scope of Services of this RFP and to issue an agreement with a correspondingly reduced Work Program;

- To modify the RFP or to issue subsequent RFPs at the District's sole discretion;
- To postpone award of the contract;
- To accept the proposal that the District finds to be the most advantageous and/or beneficial to the District;
- To split the award or to make multiple awards;
- To negotiate the proposal to further refine, clarify, amend, or expand any and all aspects of the proposal;
- To accept proposals that do not offer the lowest cost;
- To confirm all references and contact further references obtained from other sources as deemed necessary;
- To request Respondents to send representatives to Williston, Vermont, for interviews at their cost;
- To waive any informalities or technicalities in any proposal; and
- To apply any additional rights as may be allowed under applicable purchasing laws and rules.

9.2 AGREEMENT

The agreement which may result from this RFP will be a professional services agreement, with payment based on revenue share. The term of the contract and reporting milestones will be negotiated prior to the execution of the contract.

9.3 EQUAL OPPORTUNITY COMPLIANCE

The selected Respondent must agree to abide by all applicable Vermont State Minority Hiring laws, Equal Opportunity Employment Rules and Regulations, and Executive Orders and all other applicable Vermont employment laws, rules, or regulations. State Equal Opportunity Compliance Certificate and Agreement procedures must be complied with when applicable. If applicable, certification shall be required as a condition precedent to receipt of any payment for supplies or services.

9.4 MINORITY BUSINESS ENTERPRISE

When practicable, the selected Respondent will be required to seek minority and women business enterprise participation in the amounts required by Vermont general laws and applicable regulations.

9.5 SUBCONSULTANTS

It will be the Respondent's responsibility to see that all subconsultants, if any, conform to all contract requirements and provisions stated in the RFP.

9.6 RELATIONSHIP AS INDEPENDENT CONSULTANT

The relationship between the Respondent and the District under any resulting contract shall be that of independent consultant. Nothing in this RFP nor any resulting contract shall be

construed to designate the Respondent, or any of its employees or subconsultants, as employees, agents, joint ventures, or partners of the District.

9.7 CONFLICT OF INTEREST

A Respondent submitting a proposal thereby certifies that: No officer, agent, or employee of the District has a pecuniary interest in the proposal or has participated in contract negotiations on the part of the Respondent; that the proposal is made in good faith without fraud, collusion, or connection of any kind with any other Respondent for the same call for proposals; and, the Respondent is competing solely in its own behalf without connection with, or obligation to, any undisclosed person or firm. Respondent must disclose any current or past legal actions involving, against or otherwise pertaining to the District.

9.8 CONTRACTUAL DISPUTES

All claims, disputes, and other matters in question arising out of or relating to this Contract or the performance or interpretation thereof shall be submitted to arbitration pursuant to the terms of Title 12, Chapter 192, of the Vermont General Laws, as amended.

9.9 TERMINATION

If the Respondent or the District fails to fulfill its obligations in a timely and proper manner, or if either party violates any of the agreements of the negotiated contract, either party shall have the right to terminate the contract by giving written notice to the other party. Termination of the contract shall in no way limit any legal rights of either party. The District reserves the right to terminate the contract without cause at any time by giving the selected Respondent ten (10) days' written notice.

The Respondent shall be entitled to reasonable compensation for any services rendered prior to the date of termination subject to damages the District may have suffered due to breach of contract. Any finished or unfinished work prepared on behalf of the District shall become the property of the District.

Any resulting contract may be considered null and void if the Respondent deliberately misrepresented facts or provided false information in the proposal.

9.10 BILLING PROCEDURES

Final billing procedures shall be negotiated prior to the execution of the contract. Invoices minimally will contain the Respondent's name, address and phone number; date; and a task/work order description including task name, Employee/Subconsultant hours utilized per task, and amount billed. Invoices shall be paid by the District within thirty (30) days of receipt of an acceptable invoice for goods and/or services that have been received and accepted. All direct expenses (excluding administrative overhead and incidentals referenced above) shall be billed at cost.

9.11 INSURANCE

The selected respondent, prior to contract execution, will be required to submit a valid, currently dated Certificate of Insurance satisfactory to the District as evidence that the selected respondent is adequately insured throughout the period of the contract by a recognized and responsible insurer authorized to do business in Vermont. Minimum limits include:

Comprehensive General Liability, \$2,000,000 Combined Single Limit; and

Errors and Omissions, \$1,000,000; and

Workers' Compensation Coverage as required by Vermont State law.

The Certificate of Insurance should name the District as an additional named insured. Any exclusions or exceptions to the types of claims and amounts which may be collected against a legitimate claim must be clearly delineated. The insurer will be required to provide the District with notification of any cancellation or change in the insurance coverage during the period of the contract between the selected Respondent and the District. Such notification must be made not less than thirty (30) days prior to date said cancellation or change becomes effective.

Failure to maintain the insurance required may be cause for immediate termination of the contract by the District.

The District reserves the right to consider and accept alternate forms and plans of insurance or to require additional or more extensive coverage for any individual requirement. The requirement for Workers' Compensation coverage shall not be waived. However, the required limits of property and casualty coverage may be modified if the selected Respondent can demonstrate an acceptable alternative method of preventing transferal of insurable risk to the District or of eliminating such risk.

9.12 LIABILITY WAIVER

The Respondent must agree to waive any and all claims against the District for any loss or injury incurred while on the District's property during the period of the contract.