

2. Amendment/Modification No. A05	3. Effective Date 07/18/2008	4. Requisition/Purchase Req. No.	5. Project No. (if applicable)
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6. Issued By Millennium Challenge Corporation 875 Fifteenth Street, NW Washington, DC 20005 Attn: Kathy Spainhower, 202-521-2682	Code MCC	7. Administered By (If other than Item 6) Code
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8. Name and Address of Contractor (No., Street, County, and Zip Code)	(X)	9A. Amendment of Solicitation No. MCC-08-0111-RFP-42
		9B. Date (See Item 11) 6/24/2008
	X	10A. Modification of Contract/Order No.
		10B. Date (See Item 13)

Code	Facility Code
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11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers is extended is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:
(a) By completing items 8 and 15, and returning 1 copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. Accounting and Appropriation Data (if required)
N/A

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACT/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.**

A.	This change order is issued pursuant to: (Specify authority) The changes set forth in item 14 are made in the Contract Order No. in item 10A.
B.	The above numbered Contract/Order is modified to reflect the administrative changes (such as changes in paying office, appropriation date, etc.) set forth in item 14, pursuant to the authority of FAR 43.103 (b)
C.	This supplemental agreement is entered into pursuant to authority of:
D.	Other (Specify type of modification and authority)

E. IMPORTANT: Contractor is not, is required to sign this document and return 1 copy to the issuing office.

14. Description of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purposes of Amendment 05 to solicitation MCC-08-0111-RFP-42 are 1). To respond to final questions received from Offerors regarding the solicitation; 2). To provide revisions to the solicitation resulting from the responses to questions; and 3). To add a new deliverable to Attachment J.3, Task Order #1, Section F.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. Name and Title of Signer (Type or Print)	16A. Name and title of Contracting Officer (Type or Print) Kathy Spainhower 202. 521.2682 Contracting Officer
15B. Contractor/Offeror (Signature of person authorized to sign)	15C. Date Signed
	16B. United States of America (Signature of Contracting Officer)
	16C. Date Signed

A. RESPONSES TO QUESTIONS 151 - 186

151. Question: Per Amendment 4 dated 7/16/08 on page 22 of 23, the Curriculum Developer (Sr.) is defined as Key personnel.

If a Subcontractor is assigned responsibilities for Curriculum Development and thus is also assigned as key personnel in the proposal - is it mandatory for this sub contractor to have experience/past performance working in developing the developing countries (Specific to MCC list)?

There are Seven subjects that are defined for Training and Curriculum Development, namely: Project Management; Procurement, Public Finance and Auditing, Public Service Management, Human Resources Development and Information Technology.

Can a Subcontractor be assigned for a piece of the overall curriculum development effort? Example - Information Technology. If so, do we know yet what Technologies would be used? Or, would the Information Technology Curriculum entail information on all technologies used such as Procurement System, HR System, Accounting System?

Response: Attachment J.3, Task Order #1 contains the Key personnel referred to in this question. It is not mandatory for this sub contractor to have experience/past performance working in developing countries; however, Offerors need to remember MCC will be evaluating proposals on a best value basis according to the evaluation criteria in the Task Order. Offerors also need to note that the Task Order #1 is only for Procurement Training. It does not include tasking for the other six subjects that are defined for in the PCA and PCDSSP, namely: Project Management; Public Finance and Auditing, Public Service Management, Human Resources Development and Information Technology. Those attachments, and annexes, were included for additional information only.

152. My company has a question about our eligibility for a MCC solicitation (Solicitation Number: MCC-08-0111-RFP-42). We are not sure if our status as a Registered Foreign Agent for 4 particular countries (Country W, X, Y, and Z) disqualifies us. Can you please advise us on our eligibility for this or any future MCC solicitations?

Response: The mere fact of being a registered foreign agent under the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* should not disqualify an entity from eligibility in an MCC solicitation. However, depending on the functions the agent is performing in support of, or on behalf of, these countries, and whether or not any of these countries are on the prohibited source list (see FAR 25.7), then exclusion could apply. The vendor should consult its own attorney on the matter prior to submission of a proposal. (Please note the location and country names have been removed to ensure confidentiality of the vendor).

153. We noted that the requested date for interested parties in MCC-08-0111-RFP-42 was June 12, 2008 to express an interest. We wish to ask whether the August 4, 2008 deadline is for all interested parties or only those that expressed interest by June 12, 2008.

Response: This acquisition is a full and open competition. All interested vendors, whether or not they previously expressed interest to the Contracting Officer may submit a proposal.

154. Question: Given that there are already 26 possible countries to be supported and more may be added, and each one has its own set of taxes and required benefits, does the Government intend that all fringe benefits must be part of fixed rates? Or can arrangements be made, as on USAID contracts, where local benefits are treated as ODCs?

Response: No, as new labor categories and rates may be added to the contract, all taxes and required benefits shall be included in the labor rate. See Clause B.6 MCC52.243-70 INCREASE IN SERVICES as amended in Section B of this amendment.

155. Question: If the offeror wants to give separate rates for USN (U.S Nationals), TCN (Third Country Nationals), and CCN (Cooperating Country Nationals) short-term technical assistance does it have to provide three separate rate sheets for each individual category?

Response: It is unclear what is meant by the term “rate sheets” as it pertains to this solicitation. The Offeror would be required to provide separate labor category identifiers (i.e. Instructor-USN; Instructor-TCN; and Instructor-CCN) and labor rates in Section B, Table 1 and the pricing templates, to segregate between each type of rate.

156. Question: Since the new training will build upon the success of the previous training, is there any information we can have access to, such as:

“Small scale training and capacity building efforts” that have been conducted – which of the eligible countries was it conducted in, and if there is a lessons learned documentation that can be viewed prior to the proposal due date?

Response: See Amendment 3, responses to Questions #44 and 45.

157. Question: Please explain the difference between Section M.3.3, Subfactor 1b and Section M3.3, Subfactor 1c.

Response: Subfactor 1b focuses more on the capability in the Areas of Focus and Subfactor 1c focuses more on the capabilities with specific training and development techniques.

158. Question: Should we assume that the term “local entities” in Section M.3.3, Subfactor 2 includes private and public organizations operating within that country, including citizens of that country?

Response: Yes

159. Question: In Section M.3.3, Subfactor 2 – in addition to those countries currently listed for MCC assistance, how does MCC define “developing” country. For example, are middle-income countries considered developing?

Response: As MCC works with low income and lower middle income countries, so an Offerors’ demonstration of effort performed in support of these types of developing countries would be preferred. MCC has a list of its low income and lower middle income candidate countries on its website at www.mcc.gov.

160. Question: How many people does MCC anticipate will require training in each country?

Response: It will vary greatly on the gap and needs analysis identified per task order. It will vary depending on the type of training. The range for Compact Implementation task orders could be anywhere from 10 – 30 per country. As you can see from Task Order #1, there is a diverse range as TO#1 has training for 400 GOM staff and 200 potential candidates in one task order alone.

161. Question: For task orders performed in-country, will an MCC government official stationed in-country serve as the COTR (e.g., Resident Country Director) or will the COTR reside at MCC headquarters in Washington, D.C.?

Response: The COTR will reside at MCC headquarters. There will be a Project Monitor designated by the Contracting Officer for each task order who provides performance information to the CO/COTR.

162. Question: The RFP does not reference the Consultative Process. Is there a mechanism to include training for Compact-eligible countries on public participation, stakeholder consultation, and information dissemination strategies during compact development and implementation that serve to strengthen the country's "Voice and Accountability" Scorecard indicator?

Response: That is not currently an area of focus on the contract.

163. Question: Can two institutions (both on the Interested Vendors list) submit a proposal as "co-applicants" - rather than the "Prime with Subcontractor" relationship?

Response: Co-applicant is not a designation, within the context of the question, recognized in the Federal Acquisition Regulations (FAR). Please see FAR 4.102 for examples of various relationships, in addition to prime/subcontractor, that is authorized between multiple offerors.

164. Question: Are local consultants and/or firms expected to be exclusive to the bidder, or are they considered to be a "shared" resource?

Response: A Local consultant and/or firm supporting a prime contractor would have the same considerations as a subcontractor or teaming partner.

165. Question: Please resolve the conflict of interest issue of holders (primes and subcontractors) of the Impact IDIQ.

Response: See Amendment #2, response to Question #11.

166. Question: If a contractor is ineligible for implementation services, under what conditions would the Director authorize a waiver? Please explain a "preclusion of the contractor that would not be in the Government's best interest.

Response: MCC does not respond to hypothetical questions. Should a situation arise, MCC would address the question at that point.

167. Question: Would training services in procurement preclude a contractor from providing procurement agent services?

Response: See Amendment #2, response to Question #11, and Amendment #4, response to Question #103.

168. Question: Would training services in Task Order #1 in Malawi preclude the contractor from bidding on a procurement agent services contract in Malawi?

Response: See Amendment #2, response to Question #11.

169. Question: There are multiple IDIQ's/BPA's already in place, including one for Standby Procurement and Fiscal Agent, covering areas included in the RFP – for example procurement, financial management. Why then does MCC have another vehicle? Doesn't the Malawi procurement Task Order fit under the above mentioned IDIQ for Standby Procurement...)?

Response: See Amendment #4, response to Question #104.

170. Question: Short-term duration is how long?

Response: Short-term support services in support of Capacity Building Training and Development effort is not-to-exceed 6 months in length.

171. Question: What is the average size of a Task Order?

Response: See response to Question #160.

172. Question: Conflict of Interest. If we provide assistance in Compact Development, are we conflicted out of future work in country?

Response: See Amendment #2, response to Question #11.

173. Question: Conflict of Interest. If we work on a solicitation, are we then conflicted out of that procurement only or others as well (i.e. for that country)?

Response: See Amendment #2, response to Question #11.

174. Question: Under what set of circumstances will holders of Impact Evaluation IDIQ be faced with conflict of interest?

a). Will they be conflicted out of bidding on Task Orders under this IDIQ if conducting the impact evaluation in the same country?

b). Will they be permitted to bid on general capacity building (e.g. training in M&E) if they are conducting the impact evaluation for the MCA program or for part of the program?

c). Will being involved in capacity building (w/exception of short-term technical assistance in developing the M&E plan in compact) preclude them from bidding on impact evaluation task orders in the same country?

d). If they are conducting the Impact Evaluation for one component of a program (e.g. transportation), will they be permitted to bid on capacity building Task Orders for another program component (e.g. agriculture)?

e). If they hold impact evaluation contract for one or more countries in TO#1 and TO#2, how do they determine conflict of interest in submitting current IDIQ proposal?

Response: See Amendment #2, response to Question #11.

175. Question: Is a signed agreement required with local organizations for Task Order implementation?

Response: MCC would not have privity of subcontract so any arrangements made between a prime and subcontractor is between the prime and subcontractor.

176. Question: Can you clarify the requirements for Key Personnel? IDIQ level and Task Order level?

Response: See Amendment 4, response to Question #105.

177. Question: When will the Task Orders/Case Studies be available?

Response: Amendment 1 added Task Order #1 and Amendment #2 deleted the requirement for Task Order #2.

178. Question: Does MCC require verification of teaming arrangements with local organizations for the Task Orders?

Response: See response to Question 175. Offerors are, however, cautioned regarding the applicability of the Truth in Negotiations Act when proposing on Government contracts.

179. Question: Do you plan to allocate points to each section of the evaluation criteria?

Response: MCC will utilize the rating and ranking methodology as stated in the RFP.

180. Question: If we do a needs assessment in a country, are we permitted to do the follow-on work?

Response: See Amendment 3, response to Question #50.

181. Question: In my previous experience with IDIQ's because of the complexities of covering all technical areas, all geographic areas, and teaming requirements therein, the proposal time period is generally 2 months. It is requested MCC consider an extension for the end of August to permit the best teams to develop the best most responsive IDIQ's and 2 TO's.

Response: The MCC published the pre-solicitation notification in the Federal Business Opportunities on June 4, and provided vendors with an interested vendors list on June 17th. The solicitation was released on June 24, 2008, deleted the requirement for Task Order # 2 on July 11th and proposals are due on August 4, 2008. MCC does not feel an extension is warranted.

182. Question: The RFP invites bidders from worldwide to participate, but in two places it requires U.S. Citizens or residents to do the work. Can you clarify?

Response: See Amendment 4, response to Question #112.

183. Question: Is a fiscal agent within a country permitted to provide services under this contract, either in the same or different country?

Response: See Amendment #2, response to Question #11, and Amendment #4, response to Question #103.

184. Question: Given that the examples in J.6 for the Minimum Qualifications for labor categories require one page for every three categories and there are 31 total labor categories, and would therefore equal at least 10 pages but possibly significantly more if additional labor categories are proposed, can you confirm that the descriptions of the Minimum Qualifications for labor categories, to be included in Technical Proposal Volume I, Section 3 do not count towards the 40 page limit?

Response: See Amendment #4, Section B, #3 change to L.4.7.2 Organization/Page Limits

185. Question: Can you further confirm that the key personnel resumes and letters of intent to be included in Technical Proposal Volume I, Section 3 also do not count towards the 40 page limit?

Response: See Amendment #04, Section B, #3 change to L.4.7.2 Organization/Page Limits

186. The list of labor categories in Section B of the RFP includes a "Lead Trainer" for each of the 26 countries. However, trainers may be subject matter experts in a wide range of fields, with substantially different sets of salary requirements. In addition, other expertise will likely be needed in any given country in which a task order is issued. Given the range of in-country expertise that may be needed in each of the 26 countries covered by this RFP, as well as the differences in salary rates and social benefits

requirements which are often compulsory, and quite volatile in many countries, would MCC consider leaving country-specific labor rates to-be-determined as task orders are issued? Since Section B.6 of the RFP allows the option for adding labor categories during the course of the contract, we believe that this would allow contractors to propose labor rates that are most appropriate for the actual situation in-country and specific requirements of the task orders as they arise.

Response: See response to Question #154.

B. REVISIONS TO THE SOLICITATION RESULTING FROM VENDOR QUESTIONS:

1. B.6 MCC52.243-70 INCREASE IN SERVICES (OCT 2006)(Deviation)

CHANGE THESE SECTIONS FROM:

“The annual ceilings for the Labor CLIN and Other Direct Cost CLIN are estimated and may be increased or decreased as required, during the life of the contract, ~~as long as total overall ceiling does not exceed the total ceiling price.~~”

AND

“During the performance of this contract, it may become necessary to add new labor categories to Section B, Table 1. In such cases, the Government may identify additional labor categories and the contractor shall, in good faith, negotiate the hourly rates for the categories. ~~Upon completion of such negotiation, the contract may be modified to add the new categories in Table 1.~~ It is the Contractor’s responsibility to track new labor categories proposed to existing categories in Columns A and/or B in the event of a reorganization of labor categories becomes necessary, and to be able to identify the impact on cost.

CHANGE TO:

“The **total contract ceiling, and each** annual ceiling amount for the Labor CLIN and Other Direct Cost CLIN are estimated and may be increased or decreased as required, during the life of the contract.”

| AND

“During the performance of this contract, it may become necessary to add new labor categories to Section B, Table 1. In such cases, the Government **or Contractor** may identify additional labor categories and the contractor shall, in good faith, negotiate the hourly rates, **consistent with the rate structure originally proposed in the IDIQ**, for the **new** categories. **New contractor proposed labor categories that are not currently on the IDIQ, but are proposed in a Task Order proposal, must be justified by the contractor and shall be separately identified in the Task Order proposal. If the Task Order is awarded to the Contractor, the new labor category and rate are incorporated, by reference into its IDIQ Table 1 of Section B. The Contractor shall provide a revised IDIQ Table 1 to the Contracting Officer, which identifies all new labor categories, incorporated by reference, within 7 days after issuance of a Task Order which adds new rates.** It is the Contractor’s responsibility to track new labor categories proposed to existing categories in Columns A and/or B in the event of a reorganization of labor categories becomes necessary, and to be able to identify the impact on cost.”

C. ADDITION OF NEW DELIVERABLES FOR ATTACHMENT J.3, TASK ORDER #1:

1. Revise Clause F.4 TASK ORDER DELIVERABLES as follows:

Delete F.4, paragraph 4. and 5. C.4.1 Task IV and V in its entirety and replace as follows:

“4. AND 5. C.4.1 TASK IV and V – (a) Delivery of monthly progress report to show the planned vs. actual progress (cost, schedule, and performance). The progress reports shall include, at a minimum, Work scheduled and accomplished during the reporting period; Types of courses and/or workshops held; Locations of the training; Number of Personnel planned to be trained and actually trained during the reporting period, and in summary totals at the task order level; Personnel trained and courses offered by entity; Number of training courses and workshops planned and actual courses and workshops held; Percentage of project complete to date and variances, including narrative rationale, for deviations between the actual and planned progress from the Activity Plan required in C.4.1, Task II; Percentage of work completed compared to task order period of performance/schedule and task order Ceiling Amount/Amount Obligated; Costs incurred to date, including detailed cost report. Difficulties or delays, and actions taken or proposed to overcome these problems; any assistance required by MCC or the GoM. Summary of training course and workshop results, to include at a minimum, trainee evaluations of course/workshop and instructor (provide in sealed envelop to COTR), trainees success/failure rates per course/workshop, and instructor recommendations and evaluations for course improvement or refinement; and trainee response to training. The report should include attendees list (course roster), pre/post test results, surveys and participant evaluations. (b) Delivery of a final summary report (estimated 20-30 pages) two weeks after all training has been delivered that summarizes the outputs from training and sensitization workshops, results (i.e. number of people trained, summary of course evaluations, pre and post test information if available, training results, and other information provided in the monthly progress report, etc.), as well as initial lessons learned from the program delivery. (c) A copy of all course and workshop materials to the COTR/PM and also one copy for retention to each trainee during the training.”

(End of Amendment 05)