

TRANSLINK 2021 OPEN CALL FOR INNOVATION

SUBMISSION GUIDELINES & TERMS

Why is TransLink running this Open Innovation Call?

Technology is rapidly changing the face of transportation, creating opportunities and challenges in how we travel and move goods. While the public sector has expertise at systems integration and provides oversight and guidance over widespread adoption of new technology to the benefit of society at large, industry, entrepreneurs, and academics are frequently at the cutting edge of new ideas and new developments and are an important source of innovation.

TransLink aims to foster expertise and innovation in support of a mobility future that meets this region's sustainability and livability goals. This Call aims to bring traditional and non-traditional partners to the table, to work with TransLink and to shape a positive transportation future for Metro Vancouver.

TransLink's Open Innovation Call is an on-going program to bring in and test new ideas for improving the transportation system in Metro Vancouver. Through these regular Calls, TransLink offers support and collaboration to incubate, develop, pilot and implement ideas which help solve urban transportation challenges and meet our regional goals. Each Call is centered around a challenge statement.

Eligible Ideas (What kind of ideas?)

TransLink is inviting submission of ideas and concepts that could develop into real projects.

Eligible ideas can sit anywhere on the development spectrum described below:

1. Early concept seeking funding for proof of concept research (e.g., testing technologies in different environments);
 2. Concept seeking prototyping funding;
 3. Ideas at a prototype phase seeking partnership and funding for pilot or demonstration;
 4. Demonstrated ideas in pre-commercialization phase seeking partnerships for commercialization;
 5. Commercialized "off-the-shelf" ideas that could be applied in new ways in Metro Vancouver.
- **What ideas will not be considered?** Ideas that:
 - Do not adequately demonstrate linkage to possible implementation will not be considered;
 - Propose fundamental changes to legislation, governance or funding of transportation in Canada, British Columbia or Metro Vancouver;
 - Are not relevant to the current Open Call theme;
 - Are incompatible with TransLink's existing commercial agreements.
 - **Can I submit an idea that is already commercialized?** Yes. We seek both new or untested ideas and application of existing commercially available products in a new way to address the challenges Metro Vancouver faces.

Academic research (without intention for implementation) should be submitted through our New Mobility Research Grant program (<https://www.translink.ca/Plans-and-Projects/TransLink-Tomorrow/New-Mobility-Lab.aspx>).

Eligibility (Who can submit?)

Ideas will be accepted from anyone, but in order to stimulate grass-roots innovation in the new mobility field, TransLink particularly wishes to encourage technology start-ups, students in higher education, and enterprising non-profits to submit.

- **I am under 19 years of age – can I submit?** Unfortunately, no. In order to be bound to these Terms and Conditions, you must have reached the age of majority. Parents, guardians and educators of minors may submit ideas on their behalf with their consent and agreement.
- **I am from another country – can I submit?** You do not need to be a resident or citizen of BC or Canada to apply. However, all submissions must be in English.
- **I work for TransLink – can I submit?** Unfortunately, no. This Call is not open to employees of TransLink or its subsidiaries, or family members of employees.

What does TransLink offer

1. Co-funding and other support to help further develop your idea (for pre-commercialized ideas - *in light of current financial challenges, co-funding will be limited in the current Call to projects that offer clear cost-saving or efficiency benefits*);
2. Access to TransLink assets to test or demonstrate your idea (for near-commercialized ideas);
3. Opportunity to pilot your idea on a larger scale in partnership with TransLink (for market-ready ideas).

Outcomes

- **Will I get credit for my idea if it is successful?** TransLink may publicly announce successful ideas. TransLink will contact all successful participants prior to announcements.
- **What happens to my idea if it is successful in this initial Call?** Successful participants will be invited to make a presentation in person or via video before an Evaluation Panel. Submissions selected by the Evaluation Panel will be considered for investment for research and development leading to prototyping or implementation. By submitting your idea to TransLink you agree that TransLink makes no guarantee or commitment that it will consider or use your idea in any form, and that, at any time, TransLink may, at its discretion, use, modify, or adapt your idea for TransLink purposes without acknowledgment or recognition.
- **What happens to my idea if it is unsuccessful?** TransLink will make every effort to inform a participant if their idea was unsuccessful. By submitting your idea to TransLink you agree that TransLink makes no guarantee or commitment that it will consider or use your idea in any form, and that, at any time, TransLink may, at its discretion, use, modify, or adapt your idea for TransLink purposes without acknowledgment or recognition.
- **If I am unsuccessful, can I resubmit my idea in a future Open Innovation Call?** Yes. However, TransLink's decision on the ideas submitted under the Call is final and it will not be possible to appeal TransLink's decisions. Some ideas which are unsuccessful in the Call, may be considered through other channels. TransLink reserves the right to share submissions internally for consideration through other programs and initiatives.

Privacy and Personal Information

As a public entity, TransLink is subject to the *Freedom of Information and Protection of Privacy Act* (British Columbia) ("*FOIPP Act*") and your Submission may be subject to public disclosure under the

FOIPP Act. Please ensure that your Submission does not contain any confidential information or personal information except your name and contact information.

Intellectual Property Rights

TransLink has every intention to work collaboratively with applicants submitting ideas to the Open Innovation Call. For us to be able to evaluate and prioritize Submissions, the Open Call requires that applicants transfer to TransLink intellectual property rights associated with the Submission. This does not extend to intellectual property rights over any underlying products or services that are owned by the applicant and that are protected through means such as patents. At this stage of the process, please provide enough conceptual information in your initial Submission to adequately describe your idea without revealing sensitive information. After we select ideas/partners we want to start working with to realize ideas, TransLink will enter into a comprehensive written legal agreement which will clarify the ownership and licensing of the intellectual property rights and the rights and obligations of the parties going forward.

Submission Guidelines

Ideas shall be submitted electronically via the Ariba Platform found on www.translink.ca/opencall. After you complete a simple registration process, there is an on-line form where you can describe your idea. In order for your submission to be considered, you will have to agree to the terms and conditions of participating in the Open Innovation Call. All submissions must be in English and submitters are encouraged to be succinct and brief, rather than maximize word limit.

You will be asked to attach a project proposal of a maximum 5 pages to your submission. Your proposal must contain the following information:

#	Component	Recommended Length	Recommended Content
1	Opportunity & Impact	1 page	Describe the problem you are offering a solution to by referring to the areas identified in the challenge statement: <ul style="list-style-type: none"> • Include any <u>evidence, such as case studies or market research</u> • Provide a discussion of the <u>impacts/benefits</u> of your idea <u>both at the project scale and at a broader implementation scale</u>
2	Project Description	2-3 pages	Describe your idea for a project you wish to undertake with TransLink. This description should include: <ul style="list-style-type: none"> • Your business stage of development, business model, and vision for large-scale implementation • <u>Your assumptions and identified risks (and how you plan to respond to them)</u> • A project work plan including: <ul style="list-style-type: none"> ○ Project scope ○ <u>Project schedule</u> with major tasks and key milestones ○ <u>Project budget</u>, including a breakdown of key capital and operating costs and revenues, with TransLink's contributions clearly identified;

#	Component	Recommended Length	Recommended Content
			<ul style="list-style-type: none"> • a <u>clearly articulated request of TransLink</u> • a <u>clearly articulated benefit to TransLink</u> including (if applicable) what you are prepared to offer, in terms of revenue-sharing, equity, existing IP (e.g., patents), etc;
3	Financial Plan	1 page	<p>This plan should provide evidence about <u>your broader financial position and outlook</u>, including:</p> <ul style="list-style-type: none"> • The costs and revenues from this project and your other customers (if any) • Additional revenue generation options (especially if you are at a pre-revenue stage) • <u>Third-party funding sources (including grants)</u>
4	Team	1 page	<p>Describe your team members, their qualifications/experience and anticipated role(s) in your proposed project.</p> <p>Please also describe any other partners, funders and investors whom you have secured to provide guidance & expertise (if any).</p>

Evaluation Criteria

Proposals deemed eligible will be reviewed and evaluated by a panel of relevant TransLink staff from across the enterprise and TransLink executives. The following criteria will be used to evaluate eligible proposals:

Criteria:	Description:
Relevance, Innovation and Impact	<ul style="list-style-type: none"> - How relevant is the idea to the specific challenge? - How likely is the solution to successfully address the identified business problem? - How well does the proposed project align with the three goals for new mobility and regional objectives? - How creative or innovative is the idea for this region? Is the idea creating genuinely new value, and/or adding new value to existing solutions? - Does the proponent have a clear vision of how a short-term project can contribute towards widespread, large scale implementation? - Does the proponent clearly articulate the impacts of both an immediate project and large-scale implementation, including any financial value to TransLink? - How much second-order value does the solution provide beyond the main business problem?
Project Plan	<ul style="list-style-type: none"> - Is the project plan well-thought out and articulated? - Is the proposed project realistic in terms of timelines, resourcing, scope, and outcomes? - Does the project plan clearly identify risks and potential risk responses? Are there challenges, such as property rights, which make implementation especially difficult? - Is the Participant’s ask of TransLink clear, reasonable and practicable to implement? - How much effort is expected to implement the proposed solution?

Financial Plan	Is there a clear financial plan included in the submission, with opportunities for cost-savings or revenue generation clearly identified?
Team	Have key personnel been identified and is the proponent qualified and capable of this undertaking?

Successful ideas may be announced publicly on TransLink’s website as well as at events.

TransLink intends to help progress successful ideas through development into projects but is under no obligation to use, fund or promote any idea submitted through this process.

Estimated Timeline

Participants may be contacted to clarify their proposal after the submission deadline. Shortlisted participants may be invited to demonstrate their proposed solution in person or via videoconference to a decision-making panel.

Please note that this timeline is subject to change.

Timeline Step	Challenge Topic 1	Challenge Topic 2
Submission Window Opens	June 16, 2021	August 4, 2021
Submission Deadline	Jul 20, 2021 11:59 pm PDT	September 7, 2021 11:59 pm PDT
Shortlisted Submission Demonstrations	August 18 – August 31, 2021	October 6 – October 19, 2021

TransLink will screen the first 50 submissions received in each submission window.

Questions?

If you have any further questions, please send these to us by using the Ariba message board. For any technical issues using Ariba, please contact procurement@translink.ca.

TERMS AND CONDITIONS

Please review these Terms and Conditions carefully.

By making the submission of an idea (the "Submission") to the TransLink Open Innovation Call ("TOIC") process on this site (the "Site") you agree that the following Terms and Conditions will apply to your Submission. If you do not agree with these Terms and Conditions, you should not make a Submission and immediately discontinue any use of this Site. These Terms and Conditions are subject to change from time to time. You should visit this web page periodically to review the Terms and Conditions that govern your Submission and are binding on you.

In consideration of you making a Submission and TransLink receiving, assessing and considering whether to include the Submission in the TOIC process, you unconditionally agree to the following terms and conditions:

1. Eligibility, contents and use of the submission

1.1 Any person, 19 years of age and older, corporation, non-profit entity, university, college or other private or public institution may make a Submission proposing new and innovative technologies and/or practices to be used by TransLink. The TOIC process is not open to any TransLink director, officer, employee, or any family members of TransLink's directors, officers or employees.

1.2 You agree that your Submission will be submitted in the English language and does not contain any material that is unlawful, obscene, defamatory, threatening, an invasion of privacy, objectionable or infringes the intellectual property rights of any third party, and does not consist of or contain software viruses, commercial solicitation or any form of "spam". You agree not use a false e-mail address, impersonate any person or entity, or otherwise mislead as to the origin of your Submission.

1.3 Upon making your Submission to TransLink, you confirm the Submission:

- a) is original, and any intellectual property right associated with your Submission is owned by you; and
- b) you have the right, and except for any pre-existing intellectual property rights you may have already acquired in the content of the Submission you do hereby, assign and transfer, all intellectual property rights in and to the idea(s) and contents of the Submission (as defined in paragraph 2.2 below), and for greater certainty and without limiting the generality of the foregoing, you transfer and assign to TransLink the irrevocable, exclusive, royalty-free, right and to use, publish, reproduce, copy, store, modify, adapt, publish, translate, create derivative works from, distribute, sell and sub-licence and display all, or a substantial part of the Submission, or idea contained in the Submission, world-wide, without compensation payable to you.

1.4 You irrevocably waive all moral rights in and to the Submission. You further confirm that your Submission will not violate these Terms and Conditions and will not cause injury to any person or entity.

1.5 TransLink reserves the right not to consider or make use of your Submission or notify you further regarding your submission, or, TransLink may, at its complete discretion, use, modify or adapt, all, or part of the Submission, without:

- a) obtaining your consent;
- b) acknowledging your association with the contents of your Submission; or
- c) further contact with you.

1.6 If TransLink invites you to participate in the implementation of your Submission, in whole or in part at TransLink’s complete discretion, you agree that TransLink will:

- a) control all media releases of you as a Selected Participant (as those terms are defined in paragraphs 2.2 and 2.3 below), including all media announcements to publicly acknowledge or associate you with implementation of your Submission by using your name and image in any future publicity materials or announcement;
- b) require you to participate in any reasonable publicity required by TransLink; and
- c) enter into a written agreement with you regarding the implementation of the idea contained in your Submission, on such other terms and conditions as determined by TransLink, which will supersede and replace these Terms and Conditions.

1.7 Your Submission should not contain any confidential information or personal information (except your name and contact information) that you do not want disclosed to TransLink or the public at large. You acknowledge that TransLink is subject to the Freedom of Information and Protection of Privacy Act (British Columbia) (“FOIPP Act”) and your Submission may be subject to public disclosure under the FOIPP Act. Your name and address will be collected under the authority of the FOIPP Act for the purpose of collecting ideas for the TOIC process. This information will be collected, used and disclosed in accordance with the FOIPP Act. If you have any questions about the collection, use, or disclosure of this information, please contact the TransLink Privacy Officer at privacy@translink.ca.

2. Evaluation process

2.1 Your Submission will be evaluated by TransLink using the following criteria:

Criteria:	Description:
Relevance, Innovation and Impact	<ul style="list-style-type: none"> - How relevant is the idea to the specific challenge? - How likely is the solution to successfully address the identified business problem? - How well does the proposed project align with the three goals for new mobility and regional objectives? - How creative or innovative is the idea for this region? Is the idea creating genuinely new value, and/or adding new value to existing solutions? - Does the proponent have a clear vision of how a short-term project can contribute towards widespread, large scale implementation? - Does the proponent clearly articulate the impacts of both an immediate project and large-scale implementation, including any financial value to TransLink? - How much second-order value does the solution provide beyond the main business problem?
Project Plan	<ul style="list-style-type: none"> - Is the project plan well-thought out and articulated? - Is the proposed project realistic in terms of timelines, resourcing, scope, and outcomes? - Does the project plan clearly identify risks and potential risk responses? Are there challenges, such as property rights, which make implementation especially difficult? - Is the Participant’s ask of TransLink clear, reasonable and practicable to implement? - How much effort is expected to implement the proposed solution?

Criteria:	Description:
Financial Plan	Is there a clear financial plan included in the submission, with opportunities for cost-savings or revenue generation clearly identified?
Team	Have key personnel been identified and is the proponent qualified and capable of this undertaking?

2.2 TransLink, in its entire discretion, using the selection criteria outlined in paragraph 2.1 will select one or more Submissions and invite the selected participants (the “Selected Participants”) to present their Submission to a decision-making body referred to as the TransLink Tomorrow Steering Committee, which is composed of executive decision makers from TransLink.

2.3 TransLink may select one or more Selected Participants, and all, or part of their respective ideas contained in the Submissions, for further research and investment and TransLink will enter into a comprehensive written legal agreement which will clarify the ownership and licensing of the intellectual property rights for the ideas contained in the Submissions and the rights and obligations of the parties going forward.

2.4 TransLink’s decision on considering, or selecting, all, or part of a Submission, or the Selected Participants will be final and not subject to review or appeal.

3. Copyright and intellectual property rights

3.1 Upon you making the Submission, except for any pre-existing intellectual property rights you may have already acquired in the content of the Submission, TransLink will own all of the intellectual property rights in and to any idea, or expression of that idea, contained in the Submission, including without limiting the generality of the foregoing, any and all copyright, in and to the information in the Submission, including all text, graphics, images, HTML code, multimedia clips, icons, and/or any modification or improvement or compilation of the contents of the Submission that you or TransLink may make.

4. No duty of care or fairness to you

4.1 TransLink, as a public authority, is required by law to act in the public interest. In no event, however, does TransLink owe to you (as opposed to the public) any duty of care, duty of fairness, impartiality or procedural fairness in the TOIC process, or any contract or tort law duty to preserve the integrity of the TOIC process. Upon making your Submission, you hereby waive and release TransLink from any and all such duties and you expressly assume the risk of all losses arising from participating in the TOIC process on this basis.

5. Limitation of liability

5.1 The TOIC process is provided in good faith on an "as is" basis at the time of you submitting your Submission.

5.2 TransLink takes no responsibility and assumes no liability for any Submission submitted by you to either you, or any third party.

5.3 TransLink is not responsible or liable:

- a. To compensate you for making a Submission or accept any liability for any loss or damages or disappointment occurring as a result of your Submission not being selected; and
- b. for any direct, indirect, incidental, consequential or other losses or damages resulting from TransLink's use of your Submission or the use of any idea in the Submission, or for the misuse or misinterpretation of any content in the Submission or this Site.

6. Indemnity

6.1 In making your Submission to TransLink on this Site, you agree to indemnify, defend and hold harmless TransLink, its subsidiaries and their respective directors, officials, officers, employees and authorized representatives from and against any liability, loss injury (including injuries resulting in death), damages, demands, actions, costs, expense, or claims of any kind, including but not limited to lawyer's fees, relating in any way to TransLink's use of your Submission or your use of this Site.

7. Site policies, modification and severability

7.1 TransLink reserves the right to make changes to the TOIC process, this Site, or these Terms and Conditions and add or substitute any additional terms at any time. The changes or additional terms or conditions are effective immediately upon their posting on the Site. Your Submission or use of the Site will be subject to the Terms and Conditions posted on the Site at the time of use. In the event any of these conditions should be determined to be invalid, void, or for any reason unenforceable, that condition will be deemed to be severable and will not affect the validity and enforceability of any remaining condition.

8. Termination

8.1 If you, or your Submission, fails to comply with these Terms and Conditions, the TOIC process or other policies and guidelines posted on this Site, TransLink reserves the right to disqualify, reject or remove the Submission received from you and TransLink will automatically and immediately terminate your access to the Site. TransLink reserves all of its rights at law and in equity.

9. Governing law and jurisdiction

9.1 Your Submission and use of the Site is governed by the laws in force in the Province of British Columbia and Canada. You agree and submit to the exclusive personal jurisdiction and venue of the courts located in Vancouver, British Columbia.