



Exported from Design Scope of Services
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EXHIBIT A



SCOPE OF SERVICES

FOR
TRAFFIC OPERATIONS
PROJECT MANAGEMENT
CONTINUOUS SERVICES CONTRACT

Financial Project ID: As specified by the DEPARTMENT in each assigned Task Work Order.

FDOT District 5

County name: As specified by the DEPARTMENT in each assigned Task Work Order.

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SCOPE OF SERVICES FOR CONSULTING ENGINEERING SERVICES

This Exhibit forms an integral part of the agreement between the State of Florida DEPARTMENT of Transportation (hereinafter referred to as the DEPARTMENT or FDOT) and CONSULTANT relative to the transportation facility described as follows:

1 PURPOSE

The purpose of this Exhibit is to describe the scope of work and the responsibilities of the CONSULTANT and the DEPARTMENT in connection with the design and preparation of a complete set of construction contract documents and incidental engineering services, as necessary, for improvements to the transportation facility described herein.

- Major work mix includes:
 - As defined by each Task Work Order.
- Major work groups include:
 - ***6.3.4 - Intelligent Transportation Systems Software Development***
- Minor work groups include:
 - ***6.2 – Traffic Signal Timing***
 - ***6.3.1 - Intelligent Transportation Systems Implementation and Design***
 - ***6.3.3 - Intelligent Transportation Systems Traffic Engineering Systems Communications***
 - ***7.1 – Signing, Pavement Markings & Channelization***
 - ***7.3 - Signalization***

The Florida DEPARTMENT of Transportation (DEPARTMENT) requires the support of the CONSULTANT for a wide range of engineering, technical, management, and administrative services to assist bringing to completion as expeditiously as possible numerous projects within the work program for District Five and support the operation, maintenance and construction of the state highway system.

The CONSULTANT shall function as an extension of the DEPARTMENT's resources by providing qualified technical and professional personnel to perform the duties and responsibilities assigned under the terms of this agreement.

The CONSULTANT shall minimize to the maximum extent possible the DEPARTMENT's need to apply its own technical resources to assignments authorized by the DEPARTMENT. The DEPARTMENT, at its option, may elect to expand, reduce or delete the extent of each work element described in this scope of services document, provided such action does not alter the intent of this agreement.

The DEPARTMENT shall request CONSULTANT services on an as-needed basis. There is no guarantee that any or all of the services described in this agreement will be assigned during the term of this agreement. Further, the CONSULTANT is providing these services on a

nonexclusive basis. The DEPARTMENT, at its option, may elect to have any of the services set forth herein performed by other CONSULTANTS or DEPARTMENT staff.

2 PROJECT DESCRIPTION

Traffic Operations has a wide variety of needs to support its overall program including working with and doing work that is typical associated with other functional area in the DEPARTMENT. The needs include but are not limited to actives list below. The functional area heads are used for logical groupings, but do not represent a limitation in the use of the describe services.

2.1 Planning and Modal Development

- a. Preparation and updating of a master plan of improvements.
- b. Review and prepare project scopes, action plans, written reports of findings, computer aided design drawings or other graphics.
- c. Provide peer reviews on planning and modal development related documents.
- d. Provide input on return on investment and cost benefit analyses.

2.2 Project Development and Environment

- a. Perform and/or review Project Development & Environmental (PD&E) and similar studies TSM&O options for applicability and conformance to national standards and regional master plans.
- b. Propose and analyze alternative designs, review overall compatibility of designs from a constructability point of view, and develop reports and schedules.
- c. Review and prepare project scopes, action plans, written reports of findings, computer aided design drawings or other graphics.

2.3 Design

The CONSULTANT may be authorized to assist the DEPARTMENT with the following services:

- a. Review/coordinate and/or manage the work of design staff including phase submittals as directed by the DEPARTMENT.
- b. Assist in expediting and obtaining necessary permits as authorized.
- c. Assist in evaluation and preparation of revised/supplemental environmental assessments.
- d. Advise and consult on questions of engineering with respect to the design and/or construction of a project.

- e. Accomplish design activities as authorized.
- f. Provide special engineering services including special studies and economic advisory/analytical services such as benefit/cost analyses.
- g. Assist in the production of highway construction plans.
- h. Assist the DEPARTMENT with highway design, pavement design, and pavement types selection.
- i. Assist with computer aided drafting and design (CADD) resources.
- j. Assist with Highway Design, taking into account the Florida DEPARTMENT of Transportation adopted roadway design standards, specifications, and established criteria.
- k. Assist with utility coordination services as authorized.
- l. Establish, monitor and/or evaluate project scheduling requirements and major milestone events for engineering/construction activities.
- m. Develop, implement, and/or maintain a program-wide document control and filing system.
- n. Perform Quality Assurance reviews of design plans and supporting documents.
- o. Provide project specific public involvement/community awareness as authorized.

2.4 Structures

The CONSULTANT may be authorized to assist the DEPARTMENT with the following services:

- a. Review/coordinate the work of Structures design staff including phase submittals as directed by the DEPARTMENT.
- b. Advise and consult on questions of Structures design and/or analysis with respect to the design and/or construction of a project.
- d. Perform Quality Assurance/Quality Control reviews of design plans and supporting documents per phase submittal

2.5 Utility Coordination

The CONSULTANT may be authorized to assist with Utility coordination. Services may include, but are not limited to the following activities:.

- a. Attend project development meetings on projects developed by the District in-house Design staff.
- b. Provide independent peer reviews and constructability/biddability reviews of construction plans and Utility Work by Highway Contractor (UWHC) plans.

2.6 Right-of-Way

The CONSULTANT may be authorized to provide the services necessary to support the DEPARTMENT's including, but are not limited to the following activities:.

- a. Pulling ROW Maps
- b. Obtaining ROW Certifications

2.7 CONSULTANT Project Management

The CONSULTANT may be authorized to assist the District CONSULTANT Project Management and Program Management areas with project management and production activities associated with ongoing projects. The work efforts may include, but are not limited to the following:

- a. Maintains design project management and control starting at scope development until end of construction.
- b. Coordinates phases of work between CONSULTANTS and other disciplines to maintain schedules and projected production/mail dates.
- c. Attends meetings and field reviews and handles correspondence with public and private parties as required.
- d. Facilitates communication on project objectives, issues, and progress with local governments, agencies, project stakeholders, and the public.
- e. Advises and assists CONSULTANTS in application and determination of geometric design, traffic analysis, plans quantity calculations, cost analysis, pavement structure design, and interpretation of engineering policy and overall plans preparation.
- f. Coordinate review of work packages of CONSULTANTS such as but not limited to, Line & Grade submittals, Initial Plans Review, Final Plans Review, Structure Plans, Bridge Development Report, Bridge Hydraulic Recommendation, Pond Siting Report, Pavement Constructability, and other various technical report and submittals as required from the Design CONSULTANT.

- g. Assist 4P (Priority Projects Programming Process) with various project management functions and/or design activities.

2.8 Construction

The CONSULTANT may be authorized to assist the DEPARTMENT with the following services:

- a. Analyze contract change requests, claims and disputes during the course of construction and recommend appropriate action.
- b. Prepare and/or monitor the preparation of as-built plans.
- c. Prepare, review and recommend approval of Critical Path Method (CPM) schedules.
- d. Assist the District Training Coordinator in the development and preparation of lesson plans and/or instruction for various training courses.
- e. Provide necessary staff to adequately perform construction services on construction projects.
- f. Assist the District and Resident Final Estimates Offices in preparation and review of final/monthly estimates in accordance with DEPARTMENT procedures.
- g. Assist the District Compliance Office in performing monthly reviews and visit DOT resident offices and CEI offices.
- h. Assist in constructability review of plans and specifications.
- i. Study the need for and recommend advanced construction contracts for clearing, grubbing, and removal of obstacles and buildings prior to sectional construction contract awards.
- j. Review and report on compliance for each segment of construction.
- k. Monitor the project safety program.
- l. Perform special studies.
- m. Coordinate utility relocation activities with CEI CONSULTANT and utility company.
- n. Prepare and implement a public awareness program.
- o. Provide oversight of CEI CONSULTANTS in their work as to their compliance with their contracts with the DEPARTMENT.

- p. Review/approve shop and erection drawings as submitted by design CONSULTANTs and/or contractors.

2.9 Traffic Operations

The CONSULTANT may be authorized to assist the DEPARTMENT with the following services:

- a. Perform design phase review for all signing and marking, signalization, intelligent transportation systems (ITS), and lighting plans for future construction projects.
- b. Perform review of maintenance of traffic activities for construction projects.
- c. Review and report on adherence to the DEPARTMENT's "Lane Closure Policy".
- d. Develop sign inventory for selected roadway sections.
- e. Perform data collection and studies.
- f. Preparation and updating of a master plan of improvements.
- g. Perform software development for intelligent transportation systems applications.
- h. Perform database optimization and maintenance.
- i. Provide Traffic Incident Management (TIM) program administration
- j. Retime traffic signals
- k. Inspect signalized intersection, ITS device, or other traffic control devices for needed repairs
- l. Verify compliance with contract documents for the installation and/or maintenance of signalized intersection, ITS devices, or other traffic control devices
- m. Architect and implement networks.
- n. Develop specifications for system hardware, digital system design, and utilization.
- o. Develop power system design and including power distribution, standby power supply, lightning protection, and load determination especially on existing systems.

- p. Review/coordinate and/or manage the work of design staff including phase submittals as directed by the DEPARTMENT.
- q. Assist in expediting and obtaining necessary permits as authorized.
- r. Assist in evaluation and preparation of revised/supplemental environmental assessments.
- s. Advise and consult on questions of engineering with respect to the design and/or construction of a project.
- t. Perform operational modeling
- u. Perform review of access management projects
- v. Perform review of driveway connection permits and associated documentation (i.e. Traffic Impact Analysis)
- w. Development of signing plans and sign designs for limited and non-limited access roadways.
- x. Retiming of traffic signals, review of traffic signal timing plans, and analysis/modification of signal timing related to complaints/concerns
- y. develop/maintain an inventory of traffic signal systems and equipment
- z. Rail/Highway grade crossing inventory.
- aa. Inspect PTMS Site and recommend repairs
- bb. Develop guidance documents on the deployment of new strategies

2.10 Maintenance

The CONSULTANT may be authorized to assist the DEPARTMENT with the following services:

- a. Assist the DEPARTMENT in the review of permit application and implementation including field reviews and analyses.
- b. Assist the DEPARTMENT in the planning, scheduling and management of transportation related maintenance contracts.
- c. Perform field inspections, data collection, analyses, evaluations, and develop report of findings with licensed professional recommendations, estimates, plans, specifications, permits, or other necessary deliverables as required to remediate issues for assigned projects.

- d. Oversee the collection of field data for asset maintenance and metadata repositories.

2.11 Other

The CONSULTANT may be authorized to assist the DEPARTMENT with the following services:

- a. Economic analysis of express lane operations
- b. Provide expertise and support for DEPARTMENT Transportation Technologies, technical improvements and/or innovative engineering developments
- c. Support DEPARTMENT staff in performing and/or development Geographic Information Systems (GIS)
- d. Attend meetings and take meeting minutes
- e. Assist in federal reporting as needed to support the DEPARTMENT.
- f. Assist in grant writing as needed to support the DEPARTMENT.
- g. Maintain status information of FDOT projects, ensuring timely updates
- h. Develop, modify, and review agreements with consultants, vendors, local agencies, and contractors in support of the DEPARTMENT.

2.12 Provisions for Work

All work shall be prepared with English units in accordance with the latest editions of standards and requirements utilized by the DEPARTMENT which include, but are not limited to, publications such as:

General:

- *Florida Administrative Codes (F.A.C.)*
- *FDOT Manual of Uniform Minimum Standards for Design, Construction and Maintenance for Streets and Highways ("Florida Greenbook")*
- *AASHTO - Roadway Lighting Design Guide*
- *FDOT Procurement Procedure 001-375-030, Compensation for CONSULTANT Travel Time on Professional Services Agreements*
- *FDOT Standard Plans Instructions*
- *FDOT Materials Manual*
- *FDOT Flexible Pavement Design Manual*
- *FDOT Project Development and Environment Manual*
- *AASHTO - Highway Safety Manual*
- *Title 29, Part 1910, Standard 1910.1001, Code of Federal Regulations (29 C.F.R. 1910.1001) - Asbestos Standard for Industry, U.S. Occupational Safety and Health Administration (OSHA)*
- *40 C.F.R. 763, Subpart G - Asbestos Worker Protection, EPA*
- *FDOT - Florida Roundabout Guide*
- *Manual on Speed Zoning for Highways, Roads, and Streets in Florida*
- *Chapters 20, 120, 215, 455, Florida Statutes (F.S.) - Florida DEPARTMENT of Business & Professional Regulations Rules*
- *Americans with Disabilities Act (ADA) Standards for Accessible Design*
- *Rule Chapter 62-257, F.A.C., Asbestos Program*
- *Any special instructions from the DEPARTMENT*
- *Florida Statutes (F.S.)*
- *FDOT Project Traffic Forecasting Handbook*
- *Chapter 469, Florida Statutes (F.S.) - Asbestos Abatement*
- *FDOT Standard Specifications for Road and Bridge Construction*
- *Florida Fish and Wildlife Conservation Commission - Standard Manatee Construction Conditions 2005*
- *Quality Assurance Guidelines*
- *40 C.F.R. 763, Subpart E - Asbestos-Containing Materials in Schools, EPA*
- *FDOT Standard Plans*
- *FDOT Computer Aided Design and Drafting (CADD) Manual*
- *40 C.F.R. 61, Subpart M - National Emission Standard for Hazardous Air Pollutants (NESHAP), Environmental Protection Agency (EPA)*

- *Rule Chapter 5J-17, Florida Administrative Code (F.A.C.), Standards of Practice for Professional Surveyors and Mappers*
- *Code of Federal Regulations (C.F.R.)*
- *Florida DEPARTMENT of Environmental Protection Rules*
- *FHWA Roadway Construction Noise Model (RCNM) and Guideline Handbook*
- *Florida's Level of Service Standards and Guidelines Manual for Planning*
- *FDOT Public Involvement Handbook*
- *FHWA - National Cooperative Highway Research Program (NCHRP) Report 672, Roundabouts: An Informational Guide*
- *FDOT Pavement Type Selection Manual*
- *AASHTO - A Policy on Design Standards Interstate System*
- *FDOT Utility Accommodation Manual*
- *Federal Highway Administration (FHWA) - Manual on Uniform Traffic Control Devices (MUTCD)*
- *AASHTO - A Policy for Geometric Design of Highways and Streets*
- *Model Guide Specifications - Asbestos Abatement and Management in Buildings, National Institute for Building Sciences (NIBS)*
- *FDOT Procedures and Policies*
- *FDOT Rigid Pavement Design Manual*
- *Rule Chapter 62-302, F.A.C., Surface Water Quality Standards*
- *Safety Standards*
- *29 C.F.R. 1926.1101 - Asbestos Standard for Construction, OSHA*
- *FDOT Basis of Estimates Manual*
- *FDOT Design Manual*
- *AASHTO - Roadside Design Guide*
- *FDOT Handbook for Preparation of Specifications Package*

Roadway:

- *FDOT - Florida Intersection Design Guide*
- *FDOT - Quality/Level of Service Handbook*
- *Florida's Level of Service Standards and Highway Capacity Analysis for the SHS*
- *Transportation Research Board (TRB) - Highway Capacity Manual*
- *FDOT - Project Traffic Forecasting Handbook*

Permits:

- *Chapter 373, F.S. - Water Resources*
- *Florida Fish and Wildlife Conservation Commission Protected Wildlife Permits*
- *US Fish and Wildlife Service Endangered Species Programs*
- *Bridge Permit Application Guide, COMDTPUB P16591.3C*
- *Building Permit*

Drainage:

- *FDOT Bridge Scour Manual*
- *FDOT Exfiltration Handbook*
- *FDOT Optional Pipe Materials Handbook*
- *FDOT Hydrology Handbook*
- *FDOT Bridge Hydraulics Handbook*
- *FDOT Stormwater Management Facility Handbook*
- *FDOT Open Channel Handbook*
- *FDOT Temporary Drainage Handbook*
- *FDOT Drainage Manual*
- *FDOT Drainage Connection Permit Handbook*
- *FDOT Storm Drain Handbook*
- *FDOT Culvert Handbook*

Survey and Mapping:

- *Florida DEPARTMENT of Transportation Right of Way Procedures Manual*
- *Right of Way Mapping Procedure 550-030-015*
- *FDOT Aerial Surveying Standards for Transportation Projects Topic 550-020-002*
- *FDOT Surveying Procedure Topic 550-030-101*
- *Applicable Rules, Guidelines Codes and authorities of other Municipal, County, State and Federal Agencies.*
- *All applicable Florida Statutes and Administrative Codes*
- *Florida DEPARTMENT of Transportation Surveying Handbook*
- *FDOT Right of Way Mapping Handbook*

Traffic Engineering and Operations and ITS:

- *National Electrical Code*
- *FDOT Manual on Uniform Traffic Studies (MUTS)*
- *FDOT Median Handbook*
- *National Electric Safety Code*
- *AASHTO - Guide for Development of Bicycle Facilities*
- *FHWA Standard Highway Signs Manual*
- *AASHTO - An Information Guide for Highway Lighting*
- *FDOT Traffic Engineering Manual*

Florida's Turnpike Enterprise:

- *Flexible Pavement Design Guide for Toll Locations with Electronic Toll Collection*
- *Additional Florida's Turnpike Enterprise standards, guides, and policies for design and construction can be found on the FTE Design Website: <http://design.floridasturnpike.com>*
- *Florida's Turnpike Drainage Manual Supplement*

- *Florida's Turnpike Lane Closure Policy*
- *Florida's Turnpike Plans Preparation and Practices Handbook (TPPPH)*
- *Rigid Pavement Design Guide for Toll Locations with Electronic Toll Collection*
- *Florida's Turnpike General Tolling Requirements (GTR)*

Traffic Monitoring:

- *American National Standards Institute (ANSI) RP-8-00 Recommended Practice for Roadway Lighting*
- *FHWA Traffic Monitoring Guide*
- *AASHTO D1.5/AWS D1.5 Bridge Welding Code*
- *FHWA Traffic Detector Handbook*
- *AASHTO AWS D1.1/ANSI Structural Welding Code - Steel*
- *FDOT General Interest Roadway Data Procedure*
- *American Institute of Steel Construction (AISC) Manual of Steel Construction, referred to as "AISC Specifications"*
- *FDOT's Traffic/Polling Equipment Procedures*

Structures:

- *AASHTO/AWS-D1. 5M/D1.5: An American National Standard Bridge Welding Code*
- *AASHTO Standard Specifications for Structural Supports for Highway Signs, Luminaires and Traffic Signals, and Interims*
- *AASHTO LRFD Movable Highway Bridge Design Specifications and Interims*
- *AASHTO Manual for Condition Evaluation and Load and Resistance Factor Rating (LRFR) of Highway Bridges*
- *Soils and Foundation Handbook*
- *Manual of Florida Sampling and Testing Methods*
- *AASHTO Load and Resistance Factor Design (LRFD) Bridge Design Specifications and Interims*
- *AASHTO Guide Specifications for Structural Design of Sound Barriers*
- *FHWA Checklist and Guidelines for Review of Geotechnical Reports and Preliminary Specifications*
- *FDOT Structures Design Bulletins (available on FDOT Structures web site only)*
- *FDOT Structures Manual*
- *FDOT Bridge Load Rating Manual*
- *Geotechnical*

SUBCONTRACTING

Services assigned to subCONSULTANTS must be approved in advance by the DEPARTMENT in accordance with Standard CONSULTANT Agreement. The subCONSULTANTS must be qualified by the DEPARTMENT to perform all work assigned to them. The CONSULTANT acknowledges its commitment to the DEPARTMENT of the CONSULTANT's intention to subcontract at least 10% of authorized contract dollars to Disadvantaged Business Enterprise firms certified through the Florida DEPARTMENT of Transportation Certified Disadvantaged Business Enterprise Program.

In the event services of a subCONSULTANT are authorized, the CONSULTANT shall obtain a schedule of rates, and the DEPARTMENT shall review and must approve any rates to be paid to the subCONSULTANT.

COMPUTER SERVICES

The CONSULTANT may utilize the DEPARTMENT's data processing and computer services in accordance with the Standard CONSULTANT Agreement.

Computations based on computer programs other than the DEPARTMENT's must conform to the DEPARTMENT's general format. (See "Plans Preparation Manual").

The DEPARTMENT will allow the CONSULTANT to utilize the DEPARTMENT's data processing and computer resources for programs requested by the CONSULTANT and approved by the DEPARTMENT in accordance with the following DEPARTMENT publications; Chapter 2 – Access to the DEPARTMENT's Transportation Technology Manual, Topic No. 325-000-002 and, Security and Use of Information Technology Resources, Topic No. 350-060-020.

The DEPARTMENT may direct in-house CONSULTANTS to utilize their own computer equipment to connect into the DEPARTMENT's Guest Network.

The CONSULTANT Firm will be required to pay for a VPN account to use with the Guest Network.

Once VPN access has been established and connection made, the CONSULTANT will have access to all FDOT resources.

The CONSULTANT is required to supply all necessary hardware and software to perform their duties.

Computations based on computer programs other than the DEPARTMENT's must conform to the DEPARTMENT's general format.

The CONSULTANT may be required to provide and maintain an Information Technologies staff with sufficient expertise to primarily perform any, and all IT support and initiatives

associated with performance of the professional services herein. IT staff capabilities should include, but not be limited to: end-user software support and training; programming and database support and audio-visual support.

In performance of IT support and initiatives for performance of the contracted professional services, the CONSULTANT shall comply with the following requirements:

In matters of computer security, the CONSULTANT is to coordinate with the DEPARTMENT Office of Information Technology (OIT) for compliance to procedure, policy and/or direction originating from Information Security Manager's (ISM) office.

In matters of application development, the CONSULTANT is to coordinate with the DEPARTMENT OIT for compliance to procedure, policy and/or direction originating from the Application Services Manager's (ASM) office.

The CONSULTANT is to support the DEPARTMENT OIT by adhering to the DEPARTMENT's policies and procedures, which govern the use of technology, computers, infrastructure, acquiring of resources, and the Internet/Intranet.

The CONSULTANT is to coordinate with the DEPARTMENT OIT their technology purchases and process an Information Resources Request (IRR) or seek a statement from the DEPARTMENT OIT stating that an IRR is not required for such purchases.

The CONSULTANT shall promote efficient and effective use of technology staff and resources. The CONSULTANT is to coordinate with the DEPARTMENT OIT for network infrastructure improvements, equipment relocations, travel, staffing, and hours worked to prevent absence or of duplicate information system support.

CONSULTANT Not Employee or Agent

The CONSULTANT and its employees, agents, representatives, or subCONSULTANTS/ subcontractors are not employees of the DEPARTMENT and are not entitled to the benefits of State of Florida employees. Except to the extent expressly authorized herein, CONSULTANT and its employees, agents, representatives, or subCONSULTANTS/subcontractors are not agents of the DEPARTMENT or the State for any purpose or authority such as to bind or represent the interests there of and shall not represent that it is an agent or that it is acting on the behalf of the DEPARTMENT or the State. The DEPARTMENT shall not be bound by any unauthorized acts or conduct of CONSULTANT.

3 PROJECT COMMON AND PROJECT GENERAL TASKS – N/A

4 ROADWAY ANALYSIS – N/A

5 ROADWAY PLANS – N/A

6a DRAINAGE ANALYSIS – N/A

7 UTILITIES – N/A

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31 ARCHITECTURE DEVELOPMENT – N/A

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34 INTELLIGENT TRANSPORTATION SYSTEMS PLANS – N/A

35 GEOTECHNICAL – N/A

36 3D MODELING – N/A

37 PROJECT REQUIREMENTS – N/A

38 INVOICING LIMITS

Payment for the work accomplished shall be in accordance with Method of Compensation of this contract. Invoices shall be submitted to the DEPARTMENT, in a format prescribed by the DEPARTMENT. The DEPARTMENT Project Manager and the CONSULTANT shall monitor the cumulative invoiced billings to ensure the reasonableness of the billings compared to the project schedule and the work accomplished and accepted by the DEPARTMENT.

The CONSULTANT shall provide a list of key events and the associated total percentage of work considered to be complete at each event. This list shall be used to control invoicing. Payments will not be made that exceed the percentage of work for any event until those events have actually occurred and the results are acceptable to the DEPARTMENT.

39 CONSULTANT RESPONSIBILITIES

The CONSULTANT shall provide the services described in this Agreement through careful planning, assignment, coordination, inspections, quality control, field operations, reporting, and other forms of administrative management techniques that shall optimize the CONSULTANT's performance.

39.1 Project Management

The CONSULTANT shall provide the DEPARTMENT with a Project Manager for the term of the Agreement.

The CONSULTANT Project Manager shall also be responsible for notifying the DEPARTMENT of any and all emergencies and problems.

The CONSULTANT Project Manager shall be available to meet with the DEPARTMENT's Project Manager at a mutually convenient time for both parties during regular "business hours" to discuss work requirements prior to the CONSULTANT assuming the responsibilities of this Agreement. This time spent shall not be billable to the DEPARTMENT.

39.2 Sub-CONSULTANT(s)

The CONSULTANT shall be fully responsible for the satisfactory completion of all subcontracted work. The CONSULTANT shall be responsible for the management, scheduling, and administration of all Sub-

CONSULTANT(s), including invoice processing and payment of the Sub-CONSULTANT(s).

39.3 Personnel Change(s)

Any changes to the CONSULTANT's staff shall be subject to review and approval by the DEPARTMENT. Any position other than Freeway/Express Lane/Ramp Signaling operator positions shall obtain prior approval by the DEPARTMENT, at the DEPARTMENT's sole discretion.

40 TRANSITION OF SERVICES

It is anticipated that there will be a transition period between existing staffing and this contract and between this contract and the next contract performing these services. During this time, personnel may transition from one team to another. It is expected that an overlap will occur, during which time the CONSULTANT shall receive/provide documentation and knowledge from the outgoing/to the newly acquired consultant. The CONSULTANT will transition existing relationships with local agencies (city, county, first responder, and transit), contractors, and vendors in a positive and constructive manner, including and incorporating the new consultant in the meetings during the transition period. The CONSULTANT will allow the new consultant to oversee activities and answer questions related to the existing practice of services.

41 REMOTE WORKING

The CONSULTANT may provide services remotely upon approval by the DEPARTMENT.

APPENDIX A
EXISTING TASK WORK ORDERS TRANSITIONING TO CONTRACT

