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<b>Title: Professional Services - Supplemental Agreements</b>		

**1.0 PURPOSE:**

The purpose of this procedure is to define the process for preparing, reviewing, and processing changes to procured professional services contracts, in the form of Supplemental Agreements (SA), in compliance with the approved program schedules and budgets.

**2.0 RESPONSIBILITIES:**

**2.1 Professional Services Firm/Consultant** – shall be responsible for:

- Working with their Project Delivery counterpart to prepare a scope and fee consistent with the requested contract change.
- Providing a fee estimate in accordance with an established scope of services and schedule for the SA.
- Negotiating with NTTA or its authorized representative to achieve a reasonable fee for the services to be provided.
- Updating SA as needed.
- Executing the final SA.

**2.2 Executive Director (ED)** – shall be responsible for:

- Approving SA and authorizing work to begin when the monetary value is greater than \$150,000.00.

**2.3 Assistant Executive Director of Infrastructure (AEDI)** – shall be responsible for:

- Approving SA and authorizing work to begin when the monetary value is greater than \$50,000.00 and up to \$150,000.00.

**2.4 Director of Project Delivery (DPD)** – shall be responsible for:

- Approving SA and authorizing work to begin when the monetary value does not exceed \$50,000.00.

**2.5 Project Delivery (PD) Contracts Manager** – shall be responsible for:

- Recommending the approval of the SA after initial approval by the Project/Corridor Manager and/or NTTA Resident Engineer.
- Ensuring compliance with this procedure.

**2.6 PD Program Support Staff** – shall be responsible for:

- Reviewing SA for accuracy and routing it for executive signatures.
- Distributing the executed SA to PD Document Control, NTTA Manager, the affected professional services consultant, and NTTA Procurement Services.
- Preparing annual contract renewal and monthly expiration reports from EPDS and Project Control Databases for distribution to each Project Manager/Corridor Manager/NTTA Resident Engineer for review and preparation of the necessary SA documents.
- Uploading the executed SA to EPDS Project Records repository.

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**2.7 Originator** – shall be responsible for:

- Overseeing the SA preparation.
- Responding to expiration reminders thirty days before the expiration date and provides with necessary documents to process the SA.
- Preparing an independent cost estimate in accordance with CA-08.

**2.8 PD Program Controls Manager** – shall be responsible for:

- Reviewing and verifying SA for appropriate budget and funding source prior to execution.

**2.9 NTTA Manager** – shall be responsible for:

- Reviewing and approving the need for SA prior to the preparation and submission of required documents.

**3.0 SCOPE/APPLICABILITY:**

This procedure shall apply to all Supplemental Agreements to professional service contracts on NTTA projects and corridors within the Project Delivery department.

**4.0 REFERENCES:**

[CA-08](#) Independent Cost Estimate Procedure

**5.0 DEFINITIONS & ACRONYMS:**

N/A

**6.0 PROCEDURES:**

**6.1 Supplemental Agreement Development** -The Professional Services Firm must notify the Originator that a potential change to the contract is needed.

6.1.1 Upon receipt of such notification, the Originator shall notify and obtain approval from the NTTA Manager.

6.1.2 The Originator shall coordinate with the Professional Services Firm to determine the proper time to execute a SA.

- **Under no circumstances shall the Professional Services Firm begin work until the SA has been executed.**

**6.2** If the NTTA Manager agrees with the potential change, the Originator shall prepare a SA using active CA-03-F1 and the active WA/SA/CO Log, CA-03-F2. A proper description of the scope, fee, and schedule modifications for the SA is required on Form CA-03-F1. Extra pages may be added if necessary.

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- 6.3 If the estimated absolute value of the SA is greater than or equal to \$100,000.00, the Originator shall prepare an independent cost estimate in accordance with CA-08.
  - 6.4 The Originator shall review the documentation provided, sign CA-03-F1, and deliver the document to the Program Support Staff for further processing.
    - 6.4.1 When reviewing the SA, the Originator shall indicate on the SA form CA-03-F1 the magnitude and scope of the increase or decrease and shall describe the impact the execution of this SA shall have upon participation in this effort by diversity firms and why.
  - 6.5 Upon receipt of the SA, PD Program Support Staff shall review the document form to ensure the SA is complete and accurate, prepare and attach the Contract Modification Request Form (CMR1), log the SA into the PD tracking systems and obtain signatures from the Project Delivery Managers.
  - 6.6 The NTTA Manager shall review all Supplemental Agreements and recommend for approval. The NTTA Manager is required to sign CA-03-F1 for evidence of concurrence.
  - 6.7 The PD Program Controls Manager shall review all Supplemental Agreements and recommend for Approval based upon availability of funds. For evidence of concurrence, Program Controls Manager is required to sign CA-03-F1.
  - 6.8 The PD Contracts Manager shall review for accuracy and completeness and sign CA-03-F1. If the SA is incomplete or inaccurate, the PD Contracts Manager shall return the SA to the PD Program Support Staff for correction and re-submittal.
  - 6.9 Upon obtaining all required signatures on the SA, the PD Program Support Staff shall forward the SA to the Director of Project Delivery for approval.
  - 6.10 Upon receipt of the SA, the Director of Project Delivery shall review and approve the document form, sign the Contract Modification Request Form (CMR1) and CA-03-F1, and return to PD Program Support.
  - 6.11 If the SA is greater than \$50,000.00, PD Program Support Staff shall forward the SA to the AEDI. The AEDI shall review the document form, sign the Contract Modification Request Form (CMR1) and CA-03-F1, and return to PD Program Support Staff.
  - 6.12 If the SA is greater than \$150,000.00, PD Program Support Staff shall acquire Executive Director signature on the Contract Modification Request Form (CMR1) and on CA-03-F1.
  - 6.13 If the SA is greater than or equal to \$300,000.00, it shall be presented to the Board for approval. The Originator shall prepare an executive summary, resolution, and presentation and shall submit the SA for Board approval. If the SA is not approved by the Board, it shall be returned to the originator for re-evaluation.
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6.14 Once the SA is fully executed, PD Program Support Staff shall scan the SA, upload it into EPDS, return one original copy to the Professional Services Firm, provide an electronic copy to PD Program Controls and to NTTA Procurement Services by uploading an electronic copy to the Contract Management Software.

6.15 On a monthly basis, the PD Contracts Manager shall review active contracts and work authorizations to determine if supplemental agreements are necessary to accommodate changes in contract expiration dates, overhead rates, vehicle costs, mileage, and/or per diem rates. This process shall be achieved through the following procedure:

- 6.14.1 The PD Program Support Staff shall prepare annual contract renewal and monthly expiration reports from EPDS and Project Control databases.
- 6.14.2 The PD Contracts Manager and PD Program Support Staff shall, on a monthly basis, review these reports to determine if a SA may be necessary. If it is found that a SA may be necessary, the PD Program Support Staff shall then prepare a report for distribution to each affected Corridor/Project Manager/NTTA Resident Engineer to review and/or subsequently prepare the necessary SA documents for processing.
- 6.14.3 Corridor Managers/Consultants must respond at the latest, (30) days prior to the expiration date, with either the identified SA or with an email stating no SA is needed. If Program Support does not get a response by this date, then a SA will not be issued.

**7.0 REGULATORY REQUIREMENTS:**

- Section 366.033(j) of the Texas Transportation Code
  - Section 2252.908 of the Texas Government Code
- If the change request is greater than or equal to \$300,000.00 or requires Board approval, starting on January 1, 2016, the Professional Services Firm shall submit a disclosure of interested parties (Form 1295 Certificate of Interested Parties) to the NTTA at the same time the signed SA is submitted. The Form 1295 must be filed electronically with the Texas Ethics Commission. The filing must be printed and notarized for submission to the NTTA.

**8.0 RELATED BOARD POLICY:**

- Policy Regarding the Procurement of Goods and Services and Disposition of Property (applicable sections)
- Procedures Regarding the Procurement of Goods and Services and Disposition of Property (applicable sections)

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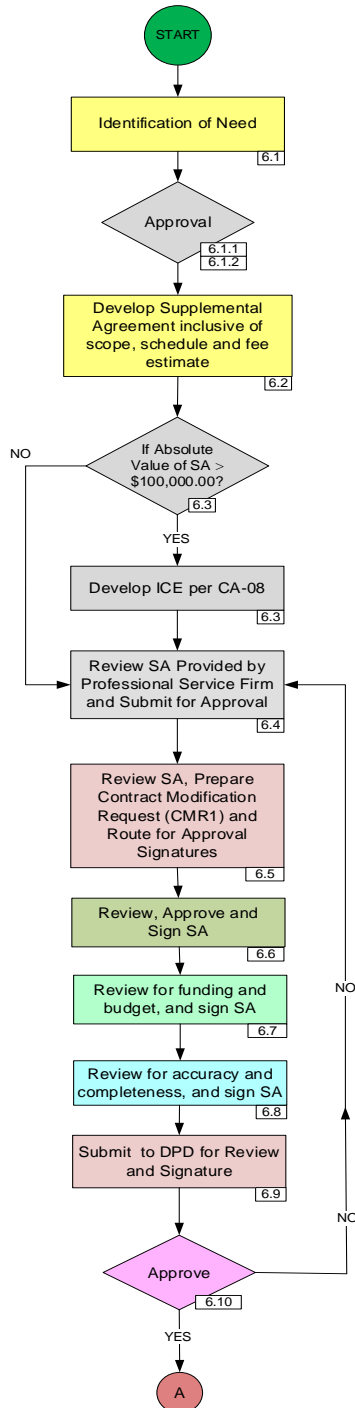
**9.0 COMPONENT DOCUMENTS:**

- [CA-03-F1](#) Supplemental Agreement Form
  - [CA-03-F2](#) WA/SA/CO Log (Attachment E)
  - [Form 1295](#) (required only if the change request is greater than or equal to \$300,000.00 or requires Board approval)
  - [Contract Modification Request \(CMR1\) Form 04172023.docx](#)
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**10.0 FLOW CHART:**

Professional Services Firm and/or Originator
Originator/Project Manager/Corridor Manager and/or NTTA Resident Engineer
Project Delivery Program Support Staff
NTTA Manager
Project Delivery Program Controls Manager
Project Delivery Contracts Manager
Director of Project Delivery
Assistant Executive Director of Infrastructure
Executive Director



**Supplemental Agreement Workflow Process**

**Professional Service Firm and/or Originator:**  
- Determines and notifies Originator of a potential change to the contract and a need for a Supplemental Agreement (SA)

**Originator (Project/Corridor Manager and/or NTTA Resident Engineer):**  
- Notify and obtain approval from the subject matter expert or NTTA Manager  
- Coordinate with Professional services firm to determine when to execute the SA

**Professional Services Firm:**  
- Prepares SA using (CA-03-F1 & CA-03-F2)  
- SA to include proper description, scope, fee and schedule

**Originator/Project/Corridor Manager and/or NTTA Resident Engineer:**  
- If estimated absolute value of SA is ≥ to \$100K, an independent cost estimate (ICE) shall be prepared as required by CA-08.

**Originator/Project/Corridor Manager and/or NTTA Resident Engineer:**  
- Prepares an (ICE) for review and approval by NTTA Manager  
- Negotiates SA with Professional Service Firm

**Originator/NTTA Manager:**  
- Reviews for completeness, accuracy, and ensures all required documents are provided in accordance with negotiations

**PD Program Support Staff:**  
- Reviews SA for accuracy and completeness  
- Prepares CMR1 and routes to PD Managers for signature

**NTTA Manager:**  
- Review and recommend for approval SA  
- Signs (CA-03-F1) as evidence of concurrence

**PD Program Controls Manager:**  
- Reviews for funding and budget  
- Signs (CA-03-F1) as evidence of concurrence

**PD Contracts Manager:**  
- Reviews for accuracy and completeness  
- Signs (CA-03-F1) as evidence of concurrence

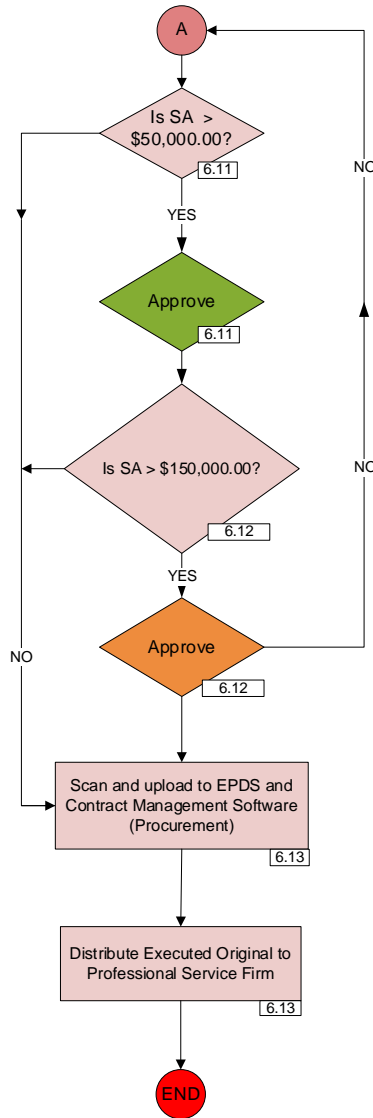
**PD Program Support Staff:**  
- Submits SA to DPD for review and signature

**Director of Project Delivery (DPD):**  
- Reviews and approves SA  
- Forwards signed SA and signed CMR1 to PD Program Support Staff for further handling  
- If SA is determined to be incomplete or inaccurate the DPD returns SA to Originator for corrections

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**Supplemental Agreement Workflow Process**

Professional Services Firm and/or Originator
Originator/Project Manager/Corridor Manager and/or NTTA Resident Engineer
Project Delivery Program Support Staff
NTTA Manager
Project Delivery Program Controls Manager
Project Delivery Contracts Manager
Director of Project Delivery
Assistant Executive Director of Infrastructure
Executive Director



**PD Program Support Staff:**

- If SA > \$50,000.00 both SA and CMR1 shall be sent to AEDI for review and signature

**Assistant Executive Director of Infrastructure (AEDI):**

- Reviews SA and CMR1 for accuracy and completeness
- Signs SA and CMR1 and returns the copies to PD Program Support Staff
- If SA is determined to be incomplete or inaccurate the AEDI returns SA to Originator for corrections

**PD Program Support Staff:**

- If SA > \$150,000.00 both SA and CMR1 shall be sent to Executive Director for review and signature

**Executive Director (ED):**

- Fully execute SA and return executed copies to PD Program Support Staff.

**PD Program Support Staff:**

- Scans and uploads executed SA into EPDS
- Sends scanned copy to Procurement Services through the Contract Management Software

**PD Program Support Staff:**

- Distributes one executed original SA to Professional Service Firm

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**10.0 REVISION HISTORY:**

Revision	Revised by:	Date Issued	DRN	Reason for Revision
0	Mike Hutchison	06/05/2008		Original Issue
1	Mike Hutchison	09/09/2008		Section 7.0 – Clarified roles of the Program Support Staff and Corridor Manager/Project Manager
2	Mike Hutchison	03/12/2010	<a href="#">10090</a>	Changed Assistant Program Manager to PMO Contracts Manager, added requirement for ICE process and clarified steps, added flowchart to the procedure. Updated CA-03-F1 to reflect current process
3	Mike Hutchison	10/05/2010	<a href="#">10247</a>	Changed “Deputy Program Manager” to “Program Manager” and “Program Support Staff” to “PMO Procurement Specialist”. Deleted CA-03-F3 from 6.0 Procedure and 9.0 Component Documents. Added Letter of Transmittal (NTTA Form) to 9.0 Component Documents and inserted Hyperlink to provide access to open the form.
4	Kim Robins	04/28/2011	<a href="#">10303</a>	Update Titles, add PD Program Controls Manager. Add confirmation of budget and funding source in Procedures Update Executive Letter of Transmittal. Replace “PMO” with “PD”.
5	Kim Robins	10/26/2011	<a href="#">10346</a>	Update Section 2.8, 6.3 and 9.0. Update flowchart. (Ref: CAR0036)
6	Kim Robins	03/13/2012	<a href="#">10394</a>	- Update and Change Title to reflect current usage. - Update responsibilities to reflect current roles and responsibilities. - Roles specifically addressed in this revision were Executive Director, Project Delivery Controls Manager, Function Manager, Subject Matter Expert, and Project Delivery Procurement Specialist. (Relative Form (CA-03 F1) was updated through an earlier separate Administrative DRN). - Add the responsible staff details and define methodology of expiration tracking and reports. (Ref: CAR0036)
7	Kim Robins	04/19/2012	<a href="#">10404</a>	Minor changes regarding contract expiration and submission of SA's for Project Delivery Contracts.
8	Kim Robins	07/03/2012	<a href="#">10410</a>	Updated PD Program Controls Manager's responsibility in order to ensure the availability of funds for all SAs (2.8, 6.3, 6.4)). Inserted CA-01-F18 in 4.0 References. Updated flowchart to align with procedures.
9	Ben King	12/2/2016	<a href="#">10616</a>	Revise procedure per current practice.
10	Ben King	04/28/2017	<a href="#">10644</a>	Revise procedure per current statutory requirements (Texas Legislature House Bill 1295)
11	Teresa Calderon/ Bryan Dennis	10/31/2022	<a href="#">10889</a>	Updated personnel descriptions to be consistent with other QMS procedures. Updated procedure and flowchart per current practice.
12	Teresa Calderon	05/08/2023	<a href="#">10910</a>	Updated signature authority threshold for Director to \$50,000.00 and for AEDI to \$150,000.00