Exhibit “A”
Scope of Services
FDOT Seaport Office, Freight and Passenger Operations
Planning & Engineering Support Services Consultant

I. Statutory Authority

Florida Statutes (F.S.) directs the Department of Transportation (herein “FDOT”, “Department” or “department”) to contract with qualified consultants (Section 334.044(9), F.S.); to develop and implement a Statewide Seaport and Waterways System Plan (Section 311.14(1), F.S.) and Freight Mobility and Trade Plan (Section 334.044(33), F.S.); to conduct studies, and to collect data necessary for the improvement of the state transportation system (Section 334.044(20), F.S.); to conduct studies and provide coordination to assess the needs associated with landside ingress and egress to port facilities, and to coordinate with local governmental entities to ensure that port facility access routes are properly integrated with other transportation facilities (Section 334.044(27), F.S.); and, to review project applications submitted for funding considerations and prioritization (Sections 311.09, 311.10, and 311.101, F.S.).

II. Purpose

The Department requires Consultant services to support the Seaport Office, and provide technical assistance to the Freight, Logistics and Passenger Operations (FLP) Division. Services for the subject contract will be authorized as task assignments. Funding sources for services will be work program or operating funds. Work on Operating funds Task Work Orders must be completed by June 1, with a final invoice received by the Department no later than June 15, of the fiscal year the funds are encumbered.

III. Overview

The Florida Department of Transportation is a national leader in planning, engineering and delivering transportation solutions for residents and visitors. As outlined in this Exhibit, the activities the Consultant will be responsible for developing, are critical for identifying trends, developing planning scenarios, and implementing technological, processes and infrastructure solutions to make policy and investment decisions which set the state of Florida up for future success.

IV. Summary of Services

The Consultant will be required to perform planning and engineering work as described in this Exhibit, in order to support the Seaport Office, and provide technical assistance to the Freight, Logistics and Passenger Operations (FLP) Division. The primary services provided under this Agreement are the development and implementation of Seaport and Waterways System Plan and the Freight Mobility and Trade Plan components through: annual resource development, study of industry trends, data tracking and analysis, stakeholder outreach, and dissemination of resource materials. The Consultant will work directly with the Seaport Office and FLP Division staff on specific tasks related to system plans updates and implementation, maritime industry planning, freight planning, studies, data collection, data analysis, government affairs, public policy issues, seaport project monitoring, geographic information system (GIS) activities, information resources, public relations activities, and as-needed staff support.
V. Definition of Potential Consultant Task Work Orders

The Consultant may be required to perform the following tasks:

**Task 1. Statewide Seaport and Waterways System Plan update.** This activity involves conducting a five-year update of the Statewide Seaport and Waterways System Plan. The plan will identify 5-year, 10-year, and 20-year needs for the seaport system and will include seaport, waterway, road, and rail projects that are needed to ensure the success of the transportation system as a whole in supporting state economic development goals. The plan will ensure consistency with the goals of the Florida Transportation Plan and shall consider needs identified in individual seaport master plans and strategic plans.

**Task 2. Annual data updates for Statewide Seaport System Plan.** Rather than waiting five years to update plan data, this activity involves conducting an annual data update for the Statewide Seaport and Waterways System Plan.

Work items include: coordinate with Florida seaports and Florida Seaport Transportation and Economic Development (FSTED) council administrative staff to obtain and collate data; work with department partners to verify data is accurate and consistent; prepare and publish an annual update document.

**Task 3. Florida Waterway U.S. Census Bureau (USCB) data and U.S. Army Corps of Engineers (USACE) Waterborne Commerce Statistics Center data update.** The objective of this activity is to provide data updates to the department’s most recent Florida waterways tables and figures. The updating of waterways data allows the department to: implement the Seaport and Waterways System Plan using the latest industry metrics; provide analysis of long-term trends; and, provide a foundation for future five-year plan updates. The U.S. Census Bureau (USCB) and U.S. Army Corps of Engineers (USACE) data provides state by state comparisons and U.S. total domestic and international annual totals, including key commodities like petroleum.

Work items include: update existing waterways database information used to develop the most recent Florida Seaport and Waterways System Plan update with latest available waterborne commerce data from the USCB and USACE; format data in a similar format, layout and fashion to the most recent Florida Seaport and Waterways System Plan update tables and figures; prepare and provide a completed summary document, containing a collation of updated tables and figures included in the most recent Plan update; the summary document will contain an appendix, which describes the methods and procedures used to update the data; incorporate requested edits to the database and summary document and finalize; and, deliver final data and summary document to the department.

**Task 4. Global trade and industry trends.** The department has initiated and participated in previous studies of commodity flows, Post Panamax vessel calls, Pacific region container volumes at Florida Seaports, distribution centers, Panama Canal and Suez Canal trends. This activity will provide updates to these analyses, and study other national and global trade trends which are likely to impact Florida’s transportation facilities.
Work items include: studying, identifying and summarizing trends which may impact national and global trade flows; identifying how trends could impact Florida’s waterways, seaports, surface transportation, and supply chain systems; and, recommend strategic strategies and approaches for leveraging opportunities and increasing the resiliency of Florida’s seaport system.

**Task 5. Statewide economic impact assessment.** In 2012 and 2016 Florida seaports completed collated, statewide economic impact assessments. This activity will build on the work of previously completed assessments to prepare updated assessments.

Work items will include: coordinating with individual ports to obtain seaport specific impact assessment data; developing and documenting methodology for collating and standardizing data for all ports; implement the developed methodology to collate and standardize data for all ports; developing a draft assessment document; addressing comments and incorporate requested modification into draft assessment document; and, delivering final assessment document to department.

**Task 6. Asset management conditions and trends.** This activity builds on the work of 2007 and 2019 studies completed by the department, for the purpose of understanding 5-year, 10-year, and 20-year infrastructure needs of Florida’s seaport system. During the period of state fiscal years 2011 through 2024, the state of Florida has addressed a backlog of seaport infrastructure improvements and embarked on a series of strategic projects which place Florida in a competitive position for future opportunities. Now that these previously identified needs have been addressed, this study will identify accomplishments, remaining needs and describe future asset replacement and rehabilitation cycles.

Work items will include: coordinating with individual ports to obtain seaport specific asset management data (e.g., berths, cranes, land); identify replacement or rehabilitation year and estimated enhancement cost for each asset; developing and documenting methodology for collating and standardizing data for all ports; collating and standardizing data for all ports; developing a draft assessment document; addressing comments and incorporate requested modification into draft assessment document; and, delivering final assessment document to department.

**Task 7. Berth utilization analysis.** This activity uses Automatic Identification System (AIS) vessel tracking data to develop a berth utilization (e.g., duration of vessel use) analysis for each berth at Florida seaports. Tabular data will be shared with respective seaports for the purpose of managing assets, supporting investment and management decisions, and identify port specific efficiency improvements.

Work items will include: coordinating with individual ports to obtain geospatial data; coordinating with individual ports to identify berth specific investigation opportunities; utilize AIS data to conduct a berth utilization analysis; document methodology and assumptions; develop or update a vessel characteristic database; provide one or more tables to individual ports, which list all vessel calls, vessel characteristics (e.g., length, type), berth(s) used, duration at berth(s); and, provide one or more tables to individual ports, which provides a detailed breakdown of utilization by day, week, month, and year.

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Task 8. Energy products conditions, trends, and statewide opportunities. This activity will identify conditions and trends of energy products as a fuel and throughput at Florida seaports. Activity products will identify related 5-year, 10-year, and 20-year opportunities for the seaport system.

Task 9. Bulk products conditions, trends, and statewide opportunities. This activity will identify conditions and trends of bulk cargo at Florida seaports. Activity products will identify related 5-year, 10-year, and 20-year opportunities for the seaport system.

Task 10. Containerized cargo conditions, trends, and statewide opportunities. This activity will identify conditions and trends of containerized cargo at Florida seaports. Activity products will identify related 5-year, 10-year, and 20-year opportunities for the seaport system.

Task 11. Annual state-wide cruise sailing schedule and impacts analysis. The peak of the state’s annual cruise season runs from November through April each year. This activity will develop an annual overview document and dataset. The document and dataset will allow the department to evaluate policy proposals, contribute to economic impact studies, contribute to transportation modeling, and participate in emergency management activities.

Task 12. Coordination with Florida seaports and other partners, to update plans and documents. This activity involves coordinating with seaports and other partners, to update plans and documents. Major coordination efforts will involve outreach related to the Statewide Seaport and Waterways System Plan updates. During such efforts, Consultant will visit or more seaports, and meet with seaport staff and tenants.

Work items will include: the preparation of correspondence; scheduling meetings; coordinating schedules; preparing questionnaires; preparing meeting agendas and materials; traveling to meetings and events; facilitating meeting and events; taking detailed meeting notes; developing and providing follow-up materials; and, maintaining organized files related to coordination activities.

Task 13. Evaluation of Florida Seaport Transportation and Economic Development (FSTED) program applications. This activity supports the department’s required review of FSTED project applications for consistency with the Florida Transportation Plan, the Statewide Seaport and Waterways System Plan, and the department’s adopted work program (see Section 311.09(6), F.S.). Consultant’s work will focus on assessing the transportation impacts and economic benefits for each project.

Work items will include: coordinating with the Department to obtain project application data provided by the seaports; reviewing the data provided by each seaport and determine completeness and reasonableness; this review will include identifying weaknesses or concerns with project-specific assumptions; based on this review, Consultant will contact individual seaports, as necessary, to discuss assumptions and refine or enhance the data elements; calculate the Return on Investment (ROI) and qualitative value(s) for each project; rank all projects submitted by high, medium and low, where a “high” value represents a strong projected positive impact across the considered evaluation variables; summarize results in one or more organized tables; and, in a memorandum, summarize the industry accepted methodologies used to generate the results.

Exhibit “A”
Scope of Services
Task 14. Evaluation of off-cycle Florida Seaport Transportation and Economic Development (FSTED) program applications. This activity supports the department’s review of FSTED project applications for consistency with the Florida Transportation Plan, the Statewide Seaport and Waterways System Plan, and the department’s adopted work program. Consultant’s work will focus on assessing the transportation impacts and economic benefits for each project.

Work items will include: coordinating with the Department to obtain project application data provided by the seaports; reviewing the data provided by each seaport and determine completeness and reasonableness; this review will include identifying weaknesses or concerns with project-specific assumptions; based on this review, Consultant will contact individual seaports, as necessary, to discuss assumptions and refine or enhance the data elements; calculate the Return on Investment (ROI) and qualitative value(s) for each project; rank all projects submitted by high, medium and low, where a “high” value represents a strong projected positive impact across the considered evaluation variables; summarize results in one or more organized tables; and, in a memorandum, summarize the industry accepted methodologies used to generate the results.

Note: Off-cycle project applications are often received by the department in small quantities (e.g., one or two). In order to assign rankings, a comparison group may be needed to establish classification interval breaks. If fifteen (15) or less off-cycle project applications are evaluated, Consultant will use the same quantitative and qualitative ranking/grouping/distribution/interval breaks developed during the most recent, regular project evaluation cycle. If a comparison group is used, Consultant will present evaluation results in an updated tabular list(s) completed during the most recent, regular project evaluation cycle.

Task 15. Collated Florida Seaport Transportation and Economic Development Council (FSTED) Seaport project applications document. The objective of this task is to collate into one document, all of the applications submitted by seaports for annual consideration of FSTED funding. The collated document is intended for executive level consumption during agency reviews outlined in Section 311.09, F.S.

Work items will include: request an electronic document template and grant management system (e.g., SeaCIP) access credentials from department; update the document template using the respective FSTED project application information copied from the department’s grant management system (e.g., SeaCIP); deliver draft document to department for review; incorporate requested edits to the document and finalize; and, deliver final electronic document to Department in Microsoft Word and PDF formats.

Task 16. Evaluation of Intermodal Logistics Center (ILC) project applications. The objective of this activity is to evaluate ILC project applications. In order to apply for ILC Infrastructure Support Program (ISP) funding, applicants are required to provide a series of documents which demonstrate a proposed project’s feasibility. Consultant will assist the department by completing a quantitative and qualitative evaluation of application documents received by the Department.

Work items will include: evaluation of applicant’s statement demonstrating how the proposed ILC and the project increase state of Florida’s economic activity; evaluation of applicant’s estimated Return on Investment (ROI) for the proposed ILC and the project; and, a
memorandum which identifies issues and concerns with the applicant’s methodologies, including weaknesses and problems, and provides recommendations for improvement.

Task 17. Support individual seaports with updating strategic planning documents. This activity provides consultant support to individual seaports in updating strategic plans with a new 10-year horizon. Consultant may support individual ports in development one or more of the following components: an economic development component that identifies targeted business opportunities for increasing business and attracting new business for which a particular facility has a strategic advantage over its competitors, identifies financial resources and other inducements to encourage growth of existing business and acquisition of new business, and provides a projected schedule for attainment of the plan’s goals; an infrastructure development and improvement component that identifies all projected infrastructure improvements within the plan area which require improvement, expansion, or development in order for a port to attain a strategic advantage for competition with national and international competitors; a component that identifies all intermodal transportation facilities, including sea, air, rail, or road facilities, which are available or have potential, with improvements, to be available for necessary national and international commercial linkages and provides a plan for the integration of port, airport, and railroad activities with existing and planned transportation infrastructure; a component that identifies physical, environmental, and regulatory barriers to achievement of the plan’s goals and provides recommendations for overcoming those barriers; an intergovernmental coordination component that specifies modes and methods to coordinate plan goals and missions with the missions of the Department of Transportation, other state agencies, and affected local, general-purpose governments; and, a component that demonstrates consistency of plan components with local government comprehensive plans of the units of local government in which the port is located.

Task 18. Division of Bond Finance annual status report. The objective of this activity is to annually prepare an updated Series 2013 Seaport Investment Bond Program status report for the department to approve and submit to the Florida Division of Bond Finance. The status report provides annual updates of Seaport Investment Program data, project spend-down, and includes reporting of key metrics that include: schedule, budget, linked projects, operating and maintenance costs, throughputs, unanticipated developments, and economic condition on each of the Florida seaports that received Series 2013 bond funds under this program.

Work items will include: coordinate with Florida seaport staff to request the most recent terminal specific throughput numbers and operations and maintenance costs, where applicable; use responses from seaports to populate tables and figures with the most recent annual seaport throughput data, and operations and maintenance costs, where applicable; copy the state wide economic conditions excerpt from the most recent Comprehensive Annual Financial Report, developed by the Florida Department of Financial Services; format the status report document in a similar format, layout and fashion to the most recently completed status report, from the previous year; update the cover page of the document with correct information and new photos; deliver a completed draft document to the department for review; make requested edits and finalize the status report document; deliver a final status report document to department; and, provide electronic copies of related data, excel workbooks, and correspondence.

Task 19. Updated Florida seaport system map(s). The objective of this activity is to provide annual updates to the department’s seaport system map(s). The department produces maps for the Statewide Seaport and Waterways System Plan and other department resources. For

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example: Figure 1-1 of the Statewide Seaport System Plan includes the location of the 15 public seaports and the type of facility: cargo seaport, cruise seaport, and other seaport; the seaport system map is also posted to the Seaport Office’s website; and, the map is also prominently displayed on the Seaport Office’s two-page Florida seaport system informational brochure.

Work items will include: GIS Specialist or Graphic Design Specialist will make requested edits and updates to maps; coordinate with other department offices to develop maps that have cross-over information or data; format maps in JPEG and PNG formats; provide completed draft map(s) to Department for review; make requested edits and finalize map(s); and, deliver final maps and respective data files to department.

**Task 20. Seaport office briefing document(s).** The objective of this activity is to provide the Seaport Office with topic specific briefing documents, on one or more of the following topic areas: state programs or policies, federal programs or policies, maritime industry trends, investments, economics, through system trends, industry issues, potential hazards, Florida seaport system, Florida seaport overviews, and seaport processes.

Work items will include: studies, analyze, write and format the briefing document; prepare each briefing document with writing and formatting for executive level consumption, and to contain a title and sections (e.g., issue(s), recommendation(s), background, discussion, and meaningful chart(s) or table(s) which provide a visual representation of the issue); deliver completed draft document to department for review; incorporate requested edits and finalize; and, deliver completed final document to department in Microsoft Word format.

**Task 21. Seaport transportation and logistics educational needs assessment update.** This Task will update feasibility studies completed in 2014 and 2019. Previous studies were conducted for the purpose of collating and analyzing information from industry stakeholders and online resources that can be used for the advancement of seaport and logistics educational and training programs in Florida. The updated document will examine existing programs in Florida and other states and include one or more sections which review programs and opportunities for the training of minorities and secondary school students in job skills associated with employment opportunities in the maritime industry.

**Task 22. Seaport Office technical activity requests.** This task is to provide the Department Seaport Office with as needed consultant services. Activity requests will be related to planning, data analysis, studies or report writing, government affairs and public relations, briefing materials, information resources, geographic information systems (GIS), system planning and modeling, and general support services. Technical activities are initiated by department in writing, followed by an overview meeting to establish mutual understanding of activity objectives and deliverables. Department will issue a final technical activity request in writing, which describes deliverables and establishes due dates.

Work items will include: As requested in writing, Consultant will set-up an initial overview meeting, prepare an agenda, provide list of attendees, and follow up with written meeting notes; provide draft activity request deliverable(s) to department for review; incorporate requested edits and finalize; and, deliver final deliverable(s) to Department.

**Task 23. Freight Logistics and Passenger Operations (FLP) technical activity requests.** This task is to provide the FLP’s Administrator’s Office with as needed consultant services.

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Activity requests will be related to planning, data analysis, studies or report writing, government affairs and public relations, briefing materials, information resources, geographic information systems (GIS), system planning and modeling, and general support services. Technical activities are initiated by department in writing, followed by an overview meeting to establish mutual understanding of activity objectives and deliverables. Department will issue a final technical activity request in writing, which describes deliverables and establishes due dates.

Work items will include: As requested in writing, Consultant will set-up an initial overview meeting, prepare an agenda, provide list of attendees, and follow up with written meeting notes; provide draft activity request deliverable(s) to department for review; incorporate requested edits and finalize; and, deliver final deliverable(s) to Department.

**Task 24. Aviation and Spaceports Office(s) technical activity requests.** This task is to provide the Department Aviation and Spaceports Office(s) with as needed consultant services. Activity requests will be related to planning, data analysis, studies or report writing, government affairs and public relations, briefing materials, information resources, geographic information systems (GIS), system planning and modeling, and general support services. Technical activities are initiated by department in writing, followed by an overview meeting to establish mutual understanding of activity objectives and deliverables. Department will issue a final technical activity request in writing, which describes deliverables and establishes due dates.

Work items will include: As requested in writing, Consultant will set-up an initial overview meeting, prepare an agenda, provide list of attendees, and follow up with written meeting notes; provide draft activity request deliverable(s) to department for review; incorporate requested edits and finalize; and, deliver final deliverable(s) to Department.

**Task 25. Freight and Multimodal Operations (FMO) Office technical activity requests.** This task is to provide the FMO Office with as needed consultant services. Activity requests will be related to planning, data analysis, studies or report writing, government affairs and public relations, briefing materials, information resources, geographic information systems (GIS), system planning and modeling, and general support services. Technical activities are initiated by department in writing, followed by an overview meeting to establish mutual understanding of activity objectives and deliverables. Department will issue a final technical activity request in writing, which describes deliverables and establishes due dates.

Work items will include: As requested in writing, Consultant will set-up an initial overview meeting, prepare an agenda, provide list of attendees, and follow up with written meeting notes; provide draft activity request deliverable(s) to department for review; incorporate requested edits and finalize; and, deliver final deliverable(s) to Department.

**Task 26. Transit Office technical activity requests.** This task is to provide the Transit Office with as needed consultant services. Activity requests will be related to planning, data analysis, studies or report writing, government affairs and public relations, briefing materials, information resources, geographic information systems (GIS), system planning and modeling, and general support services. Technical activities are initiated by department in writing, followed by an overview meeting to establish mutual understanding of activity objectives and deliverables. Department will issue a final technical activity request in writing, which describes deliverables and establishes due dates.
Work items will include: As requested in writing, Consultant will set-up an initial overview meeting, prepare an agenda, provide list of attendees, and follow up with written meeting notes; provide draft activity request deliverable(s) to department for review; incorporate requested edits and finalize; and, deliver final deliverable(s) to Department.

VI. Responsibilities of the Department

1. The Department shall provide a Project Manager who shall be responsible for all coordination with the Consultant pertaining to all contractual matters, invoicing and reporting. The Department may also designate a manager for each Task Work Order who shall be responsible for working with the Consultant Project Manager to define the specific work to be performed and the schedule for completion of each task, the Consultant staffing to be provided, and the cost. The Department Project Manager shall be responsible for approval of any additional staffing to be provided including additional consultant staff (approval must be coordinated with the Procurement Office), and shall give approval of all products and services.

2. The Department shall approve, prior to the initiation of any tasks described in this exhibit, a specific Task Work Order defining the work to be accomplished and the total reimbursement due the Consultant. The Task Work Order shall specify the Department Task Work Order Manager, when it is different from the Project Manager.

3. The Department shall furnish, without charge, the following services and data to the Consultant for the performance of the requested services:
   a. All criteria and full information as to the Department’s requirements for the Consultant’s services including objectives, constraints, budgetary limitations and time restraints.
   b. All Department rules, policies, procedures, standards and other information applicable to the services.
   c. All drawings, specifications, schedules, reports and other information prepared by and/or for the Department by others which are available to the Department and which the Department considers pertinent to the Consultant’s responsibilities described herein.
   d. Computer access (mainframe and personal) if needed by Consultant staff to perform assigned tasks. Specific computer access requirements will be specified in each individual Task Work Order.

VII. Responsibilities of the Consultant

1. The Consultant shall provide an overall Project Manager, acceptable to the Department, who will be the primary point of contact with the Department for the scope, schedule, manpower coordination and completion of all Task Work Orders. The Consultant Project Manager shall appoint, with the concurrence of the Department Project Manager and Department individual Task Work Order Managers, a Consultant individual Task Work Order Manager. The Consultant Project Manager shall meet with the Department staff on a regular basis as requested by the Department Project Manager and shall provide monthly progress reports in a mutually agreeable format, by Task Work Order, no later
than two weeks after the end of the billing cycle of each month unless agreed to by the Department Project Manager.

2. The Consultant shall provide and maintain an up-to-date list of staff with agreed-to classifications and approved salaries (subject to the contract Exhibit “B”) that would be available to be assigned to specific Task Work Orders. No consultant staff, except those specifically identified in a Task Work Order or those specifically agreed to by the Department Project Manager, shall charge time to that particular Task Work Order.

3. Consultant must request approval from the Department’s Project Manager for any modifications or additions to the list of available staff prior to the initiation of any work by that individual. If applicable, new job classifications may be added to the contract via contract amendment. Consultant shall submit a copy of the resume and payroll register when staff is added.

4. The Consultant shall provide sufficient staff, either the specific staff person requested or acceptable staff at defined levels of expertise as agreed to by the Department’s Task Work Order Manager, in a timely manner to complete all assigned work. If, at any time, the Department Task Work Order Manager determines that the number or expertise of particular staff assigned to a specific task is inadequate, the Department Project Manager and the Task Work Order Manager shall coordinate with the Consultant Project Manager to ensure adequate staff with the proper level of expertise is made available to ensure the timely completion of the work.

5. The Consultant shall provide all agreed to services, products and documentation within the required time schedule as defined in the individual Task Work Order.

6. The Consultant shall verify to the Department Project Manager that all computers used by Consultant staff have a resident anti-virus program acceptable to the Department.

7. The Consultant shall ensure that all documents and support forms have been prepared on software approved by the Department’s Project Manager and stored as specifically agreed to in an individual Task Work Order. A sequential naming convention should be applied to the files and documentation provided to the Department (e.g., Contract Number (TWO ##) Activity Number – Short Deliverable Description (delivery date MM-DD-YYYY)). Specific project documentation requirements will be specified in the respective Task Work Orders.

8. The Consultant shall maintain an office and staff in the state of Florida as defined and agreed to in Task Work Orders. Limited short-term office space may be provided by the Department for technical staff where close proximity with Department staff is necessary for the work being performed. Such arrangements will be made between the Consultant Project Manager and the Department Project Manager on an “as needed” basis, and will be expressly stipulated in the individual Task Work Orders. All Task Work Orders where services are anticipated to be wholly and exclusively performed utilizing Department space or field personnel will be compensated at reduced overhead compensation, or field office rates.

VIII. Personnel Qualifications
The Consultant shall assign only competent technical and professional personnel qualified by the necessary experience and education to perform assigned work. The Consultant is responsible for ensuring that staff assigned to work under this Agreement has the training established by the Department as a prerequisite for consultant staff to perform work. If the required training is such that it can be applied by the trainee to work on other contracts, (regardless of whether or not the trainee would work on other agreements), the cost of the trainee’s time and expenses associated with the training is not directly billable to the Department on this contract, and shall only be recoverable thru overhead for the Consultant firm.

IX. Subconsultant Services

Services assigned to any subconsultants must be approved in writing and in advance by the Department Project Manager, Procurement Office, and the Consultant Project Manager in accordance with this Agreement. All subconsultants must be technically qualified by the Department to perform all work assigned to them. Additional subconsultants with specialized areas of expertise may be required to complete specific Task Work Order assignments. Any subconsultant to be hired and all work assignments to be performed, and all rates of compensation shall be agreed to by the Department Project Manager, Procurement Office and the Consultant Project Manager and documented in the contract file prior to any work being performed by the subconsultant. Any new subconsultant must be added to the contract via contract amendment (in coordination with the Procurement Office) prior to any issuance of work on a Task Work Order.

X. 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 thereof, 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.

XI. Ownership of Works and Inventions

The Department shall have full ownership of any works of authorship, inventions, improvements, ideas, data, processes, computer software programs, and discoveries (hereafter called intellectual property) conceived, created, or furnished under this Agreement, with no rights of ownership in Consultant or any subconsultants/subcontractors. Consultant and subconsultants/subcontractors shall fully and promptly disclose to the Department all intellectual property conceived, created, or furnished under this Agreement. Consultant or subconsultant/subcontractor hereby assigns to the Department the sole and exclusive right, title, and interest in and to all intellectual property conceived, created, or furnished under this Agreement, without further consideration. This Agreement shall operate as an irrevocable assignment by Consultant and subconsultants/subcontractors to the Department of the copyright in any intellectual property created, published, or furnished to the Department under this Agreement, including all rights thereunder in perpetuity.
Consultant and subconsultants/subcontractors shall not patent any intellectual property conceived, created, or furnished under this Agreement. Consultant and subconsultants/subcontractors agree to execute and deliver all necessary documents requested by the Department to effect the assignment of intellectual property to the Department or the registration or confirmation of the Department’s rights in or to intellectual property under the terms of this Agreement. Consultant agrees to include this provision in all its subcontracts under this Agreement.

XII. Quality Control

The Consultant shall be responsible for ensuring that all work products conform to Department standards and criteria. This shall be accomplished through an internal quality control process performed by the Consultant. This quality control process shall ensure that quality is achieved through checking, reviewing, and verifying work activities by objective and qualified individuals who were not directly responsible for performing the initial work.