



I-95 CORRIDOR
COALITION

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PROCEDURAL GUIDELINES

Prepared By:

Steering Committee

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Procedural Guidelines

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Preface

The Executive Board of the I-95 Corridor Coalition (Coalition) adopted the original Procedural Guidelines (Guidelines) for the Coalition in May 1996 which have been revised several times over the years.

The Coalition does not have a formal set of By-laws. However, since its establishment, the Coalition has adopted a number of procedures, policies and guidelines that determine the manner in which we operate. These operating Guidelines have been compiled and are contained in this manual. This manual will be of use to both new and existing Coalition members. Since procedures are revised as the Coalition evolves as an organization, it is planned that this manual will be updated periodically on an ongoing basis.

Background to December 2012 Revision:

Since 1993, the Coalition received significant funds from Federal Surface Transportation Legislation including the Intermodal Surface Transportation Efficiency Act of 1991 (ISTEA) and the Transportation Equity Act for the 21st Century (TEA-21). Because the Coalition is not a legal entity, many of the Coalition's members accepted the federal funds for the Coalition through Federal Highway Administration (FHWA) regional offices using Partnership Agreements. Those member agencies then procured services for the Coalition and provided project administration so the activities of the Coalition could be carried out. As a result of recent changes in federal transportation funding policy, the Coalition no longer receives a federal earmark for its annual work programs. The purpose of the December 2012 Revision to these Guidelines was to establish a new administrative and financial relationship between and among the Coalition members. This includes authorizing the University of Maryland (UMD), by and through the Center for Advanced Transportation Technology (UMD CATT), to act on behalf of the Coalition as specified in this Revision to enable the Coalition to continue to serve as a valuable and knowledgeable collaborative resource throughout the I-95 Corridor, and to make necessary modifications to these Guidelines to reflect the adoption of this new administrative and financial model.

Original Adoption	May, 1996
Major Revision	September, 1998
Major Revision	May, 2001
Major Revision	August, 2006
Major Revision	February, 2007
Minor Revision	July, 2009
Minor Revision	December, 2010
Major Revision	December, 2012
Minor Revision	December, 2014
Minor Revision	June, 2015

I. Organization and Management

Membership Guidelines

There are four types of membership within the I-95 Corridor Coalition (Coalition): Full Membership, Affiliate Membership, Associate Membership, and Friends of the Coalition.

Full Membership entitles the organization to a seat on the Executive Board, along with representation on the Steering Committee, Program Track Committees, and/or any special task forces and to one vote on any matter that is subject to a vote by any of those units. Full Membership could apply to any organization that (1) owns or operates a major regional system within the Coalition's 16 states and (2) satisfies the annual membership payment requirement set forth below. Both (1) and (2) are required in order to be considered a Full Member of the Coalition.

- **Full Member Annual Contribution:** Full Members shall provide financial support for Coalition activities (includes staff) as follows:
 - **Continuing Full Members:** As a condition of continuing as a Full Member of the Coalition, an entity with Full Member status shall make an annual Full Member Contribution, in accordance with the amount determined by the Executive Board. Payments can be made through an invoice for Membership Dues issued by the University of Maryland Center for Advanced Transportation Technology (UMD CATT). Payment will be due within thirty (30) days of the entity's receipt of such invoice.

The Executive Board reserves the right to continue Full Membership status for an organization unable to provide their entire annual contribution amount.

- **New Full Members:** The Coalition's Executive Director may grant Full Member status to entities that meet the above criteria for Full Membership and make payment by one of the methods listed above.
- **Receipt and Care of Full Members Funds:** UMD CATT shall deposit all member funds received into a revolving University account to be used solely for the activities of the Coalition as directed by the Executive Board.

Affiliate Membership entitles the organization to representation on the Program Track Committees and/or any special task forces. This category includes any organization that is a transportation-related association, such as a Metropolitan Planning Organization (MPO) or other transportation planning agencies/organizations within the 16 State Coalition Region.

Associate Membership entitles the organization to representation on the Program Track Committees, and/or any special task forces. This category includes any organization that owns or operates a local transportation system; is otherwise eligible to be a Full or Affiliate Member but is outside the geographic boundary of the Coalition; or is a partner agency, such as State Police, other law enforcement organizations, and motor vehicle agencies. Partner agencies typically contribute to the content and implementation of the Coalition's program, but are not part of a public transportation department or authority.

Friends of the I-95 Corridor Coalition entitles the organization to receive Coalition newsletters, publications, notices and project reports (if requested). Organizations or individuals not eligible for Full, Affiliate or Associate Membership would fit this category.

Process for Adding New Members

Organizations interested in Full, Affiliate or Associate Membership must submit a written request or e-mail to the Executive Director. The Executive Board leadership must approve requests for Full Membership.. New Full, Affiliate or Associate Members will receive a welcome letter from the Executive Director. Any organization that is interested in becoming a Friend of the I-95 Corridor Coalition will be added to the database upon request.

Committee Membership

Program Track Committees - Membership on these committees will be open to all wanting to be involved. The Program Track Committee leadership is designated by the Steering Committee leadership. Participation may include representatives from Coalition members, affiliate organizations, interest groups and other interested parties.

Steering Committee - Membership consists of senior operations, policy and/or technical representatives from each Full Member organization and all the chairs of the Program Track Committees. The Steering Committee membership may also include representatives from transportation authorities operating within Full Member states.

Executive Board – Membership consists of the Chief Executive Officer of each Full Member organization, usually a Commissioner, Executive Director, Secretary, or Administrator.

I. Organization and Management

Core Organizational Structure

The Coalition's core structure includes the Executive Board, the Steering Committee, and the Program Track Committees. This section provides descriptions of each Committee and guidelines for leadership succession planning. Exhibit I-1 summarizes the roles of the key organizational parts. Other groups supporting the work of the Coalition and their roles are also described within this section.

Executive Board

The Executive Board is made up of Chief Executive Officers or their designee from each of the Coalition's Full Member agencies. The Executive Board is the policy making body for the Coalition, and meets twice a year or as needed to provide policy guidance to the Coalition. The Executive Board looks at the implication of long-term trends and frames the Coalition's long-term goals accordingly. It must also approve all strategic planning actions and any organizational restructuring. A chair and one or more vice-chairs lead the Executive Board. The chair and the vice-chairs form an Executive Leadership group which meets as necessary to consider policy level issues. The Executive Leadership decides what issues must go to the full Board for consideration, and may choose to take an action as the leadership without a full Board meeting. If a ballot process is used between meetings to gather input or direction, the majority response by the due date will be used.

Decision Process - The Executive Board operates by consensus to the extent possible. When votes are needed to set priorities or to take specific action, each Full Member agency shall have one vote. Decisions will be made by a simple majority of a quorum of those present at a meeting. However, in advance of Executive Board meetings, a specific input and ballot on action items will be sought from those unable to attend and those votes shall count toward the final vote count.

No changes may be made to any provision of these Guidelines that relates to and/or affects responsibilities of the University of Maryland except by a majority vote of a quorum of those present at Executive Board meetings, subject to option for those who cannot attend to submit a written vote by electronic means after receipt of any information provided to the Board on the matter(s) at issue and a ballot. Moreover, any changes approved by the Executive Board under this Section to any provision of these Guidelines that relates to and/or affects responsibilities of the University of Maryland must be approved and accepted by the University of Maryland before they may become effective. This section does not apply to task orders that are issued to University of Maryland to perform authorized actions in accordance with these Guidelines.

Steering Committee

The Steering Committee is made up of the Program Track Committee chairs and the senior policy, operational and/or technical representatives from each Full Member of the Coalition. The Steering Committee membership may also include representatives from transportation authorities operating within Full Member states. The Steering Committee meets as needed and deals with all aspects of the Coalition's activities including technical, institutional, organizational, program, funding, policy and internal and external relations. The Steering Committee is led by a chair and vice chair or two co-chairs. The Steering Committee coordinates and manages Coalition programs, provides guidance on activities that cut-across all Program Track Committees, identifies and manages projects of corridor-wide significance reflecting major policy considerations (including financing, tolling and pricing), maintains program alignment with the Coalition's strategic vision and oversees policy development. Additionally, the Steering Committee identifies and pursues funding opportunities for the Coalition, and provides recommendations for funding of new initiatives. The

leadership of the Steering Committee also participates in guiding the day-to-day management of the Coalition. The leadership decides what issues must go to the full Committee for consideration.

Decision Process - The Steering Committee operates by consensus to the extent possible. When votes are needed to set priorities or to take specific action, each member of the Steering Committee shall have one vote. Decisions will be made by simple majority of those present at a meeting. However, in advance of Steering Committee meetings, a specific input and ballot on action items will be sought from those unable to attend and those votes shall count toward the final vote count.

Program Track Committees

Program Track Committees have been established as the core structure through which the Coalition's program will be implemented. Program Track Committees are established for focus areas as determined by Executive Leadership. The role of a Program Track Committee is to guide the Coalition activity within that area of program emphasis and expertise. These committees meet on a frequency determined by need within the Committee. Membership is from the Coalition agencies, but participation is open to anyone with an interest in the goals of the committee, including representatives of private or corporate entities. The committee may have co-chairs, but at least half the leadership must be from a member agency. The leadership of the Steering Committee approves the selection of Program Track Committee Chairs. The Program Track Committees, and their respective goals, are:

- Travel Information Services:
 - To support the development of a corridor-wide, multimodal traveler information system that provides users with accurate and timely information.
- Coordinated Incident Management - Safety:
 - To raise the visibility of safety in all Coalition activities, and facilitate, support, and enhance the coordination and implementation of interagency efforts in response to incidents. Within this Committee are Regional HOGs groups -- an acronym from the previous committee name of "Highway Operations Group" -- which address regional geographies from Maine to Florida.
- Intermodal Freight and Passenger Movement:
 - To promote reliable, efficient, and balanced intermodal transportation throughout the Coalition states by supporting policies, information technology, and operations that improve the intermodal movement of freight and passengers.

Exhibit I-1 Organizational Roles

	Program Track Committees <i>(Program Building Blocks)</i>	Steering Committee <i>(Current and Long-Term Budget and Program; Agency Liaisons)</i>	Executive Board <i>(Overall Direction)</i>
Long Range and Strategic Planning	<ul style="list-style-type: none"> • Provide input to Track-related strategies and long-range activities 	<ul style="list-style-type: none"> • Evaluate Track project recommendations for compliance with long-range strategies • Translate Executive Board direction and strategies into near-term policies and programs 	<ul style="list-style-type: none"> • Identify long term strategic positions
Program, Projects and Operating Policies	<ul style="list-style-type: none"> • Monitor agency and system needs in Track areas, evaluating Coalition opportunities to develop solutions • Identify potential projects and training programs, and related funding sources • Oversee existing and new projects and training in Track areas • Maintain communications within the committee's membership, with other Coalition committees, and with related organizations • Identify policy issues, options for recommendation 	<ul style="list-style-type: none"> • Oversee budget development and Program Track Committee allocations • Ensure that projects and proposals reflect the established strategic objectives and priorities • Monitor the overall program and activities against the current and planned budgets • Serve as the communications link between the Executive Board and the Coalition's committees • Serve as a primary communications link between the Coalition and the member agencies • Identify and manage projects that cut across program track committees and/or those of corridor-wide significance, including those reflecting major policy considerations (i.e., financing, tolling and pricing). • Identify and pursue funding opportunities for the Coalition's program, and provide recommendations for funding of new initiatives. 	<ul style="list-style-type: none"> • Set overall direction of Coalition • Finalize and make decisions on policies and programs • Approve significant program adjustments and annual budgets
Members	<ul style="list-style-type: none"> • Representatives from the Coalition's Full, Affiliate or Associate agencies; participation is open to anyone 	<ul style="list-style-type: none"> • Representatives from the Coalition's Full Member agencies, transportation authorities within Full Member States, and Chairs of Program Track Committees 	<ul style="list-style-type: none"> • CEO's, or their designees, from the Coalition's Full Member agencies

Committee Leadership Succession

The term for leadership of the Executive Board, Steering Committee, and Program Track Committees is two years, with a maximum of four years. As part of succession planning, all committees should conduct a leadership review every two years. Additional guidance is provided for Executive Board and Steering Committee leadership succession:

- **Executive Board** - The nominations/elections for Executive Board Leadership positions will take place at a Board meeting, with the term beginning January of the year immediately following.

The nominating committee will be selected by the current Chair and consist of members of the Board. The nominating committee will meet prior to the Board Meeting at which elections will be held and make their recommendation at the Board Meeting. Nominations may also be made

from the floor at the Board Meeting. A majority of the Executive Board in attendance at the meeting shall decide on the new leadership.

Where circumstances do not permit normal succession guidelines to be implemented, the Executive Board leadership may institute special procedures to fill vacant positions.

Mid-term Appointments – In the case of a mid-term Executive Board leadership vacancy, for Chair or Vice-Chair, the remaining Executive Leadership will appoint another member of the Executive Board to fill the vacant position until the next regularly scheduled election. If the vacancy to be filled is the Chair position, one of the remaining Vice-Chairs will assume the Chair position and a new appointment will fill the Vice-Chair position until the next regularly scheduled election. The Executive Leadership will enact any required changes at the first opportunity following the vacancy, or in advance when prior notice is given. The new and/or revised Executive Leadership will be officially announced to the entire Executive Board in writing at the earliest opportunity after the appointment, and introduced at the next regularly scheduled Executive Board meeting.

- Steering Committee - The combined time in service for any of the leadership positions should not exceed four years. One of the two members of the leadership team will continue their term after the other has left to provide continuity. Either two Co-chairs or a Chair and Vice-chair could serve as the leadership.

Succession will take place at two-year intervals (offset from the Executive Board succession) with the changeover occurring during the first meeting of the Steering Committee in the calendar year. Nominations and elections will occur during the last meeting of the appropriate calendar year.

Any member of the Steering Committee may make nominations for Steering Committee leadership by submitting in writing to the Steering Committee leadership or the Executive Director. In all cases, recommendations will be forwarded to the Steering Committee for ratification.

Mid-term Appointments - Where circumstances do not permit normal succession guidelines to be implemented, the Executive Board, in conjunction with the remaining Steering Committee leadership, may institute special procedures to fill vacant positions. One such case is when one or both of the current Steering Committee leadership resign or are no longer able to serve.

I. Organization and Management

Other Committees/Roles

In addition to the core structure that guides and implements the Coalition program, other roles are important to the overall structure and functioning of the Coalition.

Task Forces

From time to time, the Executive Board, the Steering Committee, or a Program Track Committee may create a task force to address a specific issue. A Task Force is normally established with a single mission and when complete is discharged or is absorbed into the existing organizational structure. The permanent staff and the program support consultant provide support to the task forces as needed.

Subcommittees

Program Track Committees may establish subcommittees as deemed appropriate to assist in managing program areas. For any subcommittee established, at least half the leadership must be from a member agency.

Procurement Agencies

Coalition member agencies may act as procurement agencies on behalf of the Coalition. This process allows agencies to receive federal funds on behalf of the Coalition and in turn gives them the authority and responsibility to procure Coalition services as directed by the Coalition's Executive Board, and to provide general project administration for the resulting contractor. See section IV Contract Management for a detailed description of the Contracting Agencies' Role in the procurement process.

Project Management Team

For a specific project, the Program Track leaders and Coalition staff overseeing the project select a project management team. See Section III for detailed project management responsibilities.

Operating Committees

The Coalition has established several "ad hoc" teams to expedite routine decision-making. One such team is the "Core Team" and consists of the leadership of the Steering Committee, the leadership of the Program Track Committees, the permanent Coalition staff and the key Support Consultant program management staff. This team conducts regular conference calls to coordinate the day-to-day Coalition activities and meets as needed to define procedures and working relationships among team members, and to prepare for Executive or Steering Committee meetings.

In addition, the Executive Director and other Coalition Staff hold meetings with the program track consultant support staff as needed to ensure members and program needs are being met. When a formal action is required, the issue is referred to the appropriate decision-making part of the structure.

Federal Highway Administration

Federal Highway Administration (FHWA) may continue to be a funding partner with the Coalition for various Coalition activities. The Coalition intends to respond to FHWA solicitations that are consistent with and complement the strategic vision of the Coalition. The FHWA may also execute

"Partnership Agreements" with state agencies that act as procurement agencies for the Coalition. For any work conducted using federal funds, FHWA has the responsibility to ensure that the program is being carried out consistent with federal policies, programs and regulations. If any federal funds require a match, the Coalition will work with its Executive Board and UMD CATT to secure, monitor and report on the match as required.

University of Maryland

The University of Maryland serves as the Administrative Host for the Coalition and has a significant role in all aspects of the Coalition's activities (see Section IV for details).

Private Sector

A database of interested private sector companies is used to keep them informed of the Coalition's ongoing activities. Participation in Program Track Committees is welcome, and business partnerships are formed when appropriate.

I. Organization and Management

Coalition Staff

The Coalition staff consists of an Executive Director and Program Coordinators. The Coalition staff will serve the Executive Board, the Steering Committee, and the Program Track Committees, and any project management teams and task forces that are established. The Executive Director will report to the University of Maryland by and through the UMD CATT but will take his/her direction from the Executive Board and standing committees. The Executive Director will supervise the Program Coordinators. The Coalition staff will direct and supervise the work of any Support Consultants.

The Executive Board, with the concurrence of the Steering Committee and in consultation with the Executive Director will determine the program staffing needs of the Coalition. The Executive Board may, on the recommendation of the Steering Committee, recommend to UMD CATT that it hire, retain and/or create new administrative staff positions and/or consultants as the Executive Board can reasonably demonstrate are critical to the work of the Coalition and can be supported exclusively by Coalition funds.

Recruitment and Selection

Coalition staff members shall be at will employees of the University of Maryland and will be made available to the Coalition to serve in the capacities of Executive Director and Program Coordinators. The recruitment, selection, hiring, retention and review of Coalition staff as well as human resource matters (including discipline, conditions and benefits of employment) shall be the exclusive responsibility of the University and shall be governed by Maryland law, University System of Maryland and University of Maryland policies and procedures.

The University shall permit the Coalition's Executive Board to designate a person or persons to be represented on but not to chair a hiring committee for a Coalition staff position.

Coalition Staff Costs

UMD CATT shall be responsible for paying the salary and employment benefits of Coalition staff. The Executive Board may make annual recommendations regarding their salary insofar as it relates to compensation for performing Coalition business but the final determination shall belong to UMD CATT.

The Executive Board understands and agrees that the Coalition shall have full responsibility to fund salary and benefits of Coalition staff insofar as they reflect compensation for Coalition business. The Executive Board anticipates that Full Member annual contributions and other funds that may be received by or on behalf of the Coalition from grants and other external sources will cover salaries, benefits and other direct and indirect costs apportionable to work performed by Coalition staff on Coalition matters.

Primary Functions of Coalition Staff

Executive Director

The Coalition's Executive Director is responsible for managing the day-to-day implementation of the Coalition Annual Work Plans. The Executive Director reports to the Director of UMD CATT but takes his/her direction from the Executive Board. The Executive Director will regularly consult with the Steering Committee and direct the work of Coalition staff and support consultants for overall program support activities. The Executive Director shall serve as the secretary of the Executive Board and shall be a non-voting, ex officio member of the Steering Committee. The position

functions as both the internal and external focus for communicating the policies, processes, and structure of the Coalition and for directing the implementation of the Coalition's program.

The Executive Director shall be responsible for coordinating the financial management/planning, organizational structure analysis and personnel supervision, program development, outreach, communication strategies, program monitoring and evaluation, and business development for the Coalition and for implementing the policies and decisions of the Executive Board, standing committees and task forces. The Executive Director is responsible for bringing issues and proposed strategies to the attention of the Steering Committee or the Executive Board as appropriate, and for preparing alternative approaches for their consideration. The Executive Director may act on behalf of the Coalition on all matters, within the limits outlined by these Guidelines and the decision-making structure of the Coalition.

Without limiting the generality of the statement above, the Executive Board specifically authorizes the Executive Director to ensure that the following financial administrative duties are undertaken on behalf of and in service to the Coalition:

- Invoice Full Members for their annual contribution amount as determined by the Executive Board.
- Collect, manage and safeguard Full Member contributions and other funds received on behalf of the Coalition and directed by the Executive Board to be deposited with UMD CATT.
- Establish a revolving account within UMD CATT into which Full Member contributions and other directed funds shall be deposited and from which authorized disbursements shall be made.
- Maintain complete and accurate financial records of Coalition funds deposited with UMD CATT and issue annual financial reports to the Executive Board within sixty (60) days of the end of the fiscal year. The fiscal year shall commence July 1st and end June 30th.

Program Coordinators

The Coalition has Program Coordinators who provide overall staff support to all activities of the Coalition. The Coordinators work for the Executive Director and provide support to assigned Program Track Committees, as representatives of the Coalition management processes. The Coordinators assist Program Track Committee Chairs to develop agendas for meetings, bring appropriate consultant resources to support meetings/activities as needed, and monitor Program Track activities for conformance with goals and objectives adopted by the Steering Committee. The Coordinator role involves attending meetings, monitoring consultants, sub-consultants, and agencies participating in the projects. The Coordinators are responsible for project management and support to Coalition Task Forces as assigned. Any budget changes, reallocation requests for Program Track activities or MOU's developed to support the activities of a Program Track must have the preliminary approval of the Program Coordinator. The Program Coordinators participate in all major activities of the Coalition, and represent the Coalition internally and externally about policies and programs of the Coalition. For current position/staff information, see <http://www.i95coalition.org/contacts.html>.

II. Program Development and Implementation

Project Development Process

Developing and initiating new projects is a “top-down and bottom-up” process. Input for projects, and associated funding, can come up from member agencies, from staff and from other sources outside the Coalition. Those ideas are put into a process that is guided from the Executive Board of the Coalition, which provides broad policy, focus and timely guidance to shape the goals and objectives of the individual Program Track Committees. The Steering Committee, as detailed in Section I, provides oversight on the project development processes to ensure alignment with the Coalition’s strategic vision and to confirm sufficient funding is secured to conduct the projects. The project development processes vary, depending on funding source:

Funding Source: Full Member Contributions

On an annual basis, the Coalition will compile project ideas brought forth by Program Track Committees, member agencies, staff and other sources. These projects, activities, and initiatives that work toward accomplishing the objectives are then prioritized by the executive Board and compiled into an annual plan according to available resources.

A table depicting the basic steps and calendar of the cycle is shown in Table II –1 below.

Table II-1 Program Planning Cycle

<i>Calendar Cycle</i>	<i>Current Year Program Planning</i>
December	Executive Board/Steering Committee issue guidance, setting broad program priorities
Aug-Sept	Program Track Committees review goals and objectives, adding or changing as appropriate; develop new project ideas with brief scopes, and prioritize them within objectives; assess readiness of new projects, identify project managers
September	Program Track Committees submit a comprehensive work plan request
October	Program Track Committee requests are compiled and submitted to the Steering Committee for review
November	Steering Committee reviews all submissions and develops a recommended work plan for the Executive Board
December	Executive Board adopts a work plan for that year and develops direction for the next work plan cycle.

Funding Source: External Grants and Awards

Proposals and grant applications are developed, within the guidance provided by the Executive Board, as funding opportunities are pursued. Any grant and contract proposals that support the purposes of the Coalition that the Coalition wishes to submit to extramural funding agencies, corporations, and entities shall be planned and coordinated by the Executive Director in consultation with Coalition staff and approval by the Executive Board. Because the Coalition has no independent authority to submit grant or contract proposals in its own name, such grants and proposals will be presented in the name of UMD through UMD CATT or a state DOT, if necessary, for any federal procurements that require submittals through a state DOT.

III. Project Management

Project Management Responsibilities

Coalition staff are ultimately responsible for the management of all Coalition projects and activities. In addition, representatives from member agencies are encouraged to participate in the overall project management process along with chairs of the Program Track Committee sponsoring the project. When a new project is initiated, Coalition staff will solicit volunteers from member agencies to participate in the project management process.

For any Coalition project, the Coalition staff has responsibilities for management of the assigned project. This includes:

1. Completing a detailed project scope – In general, the level of detail will depend on the size and complexity of the project. But each project scope will include the following information:
 - Clear statement of objectives
 - Description of work to be performed (in the form of task statements for the larger, more complex projects)
 - Identification of work products
 - A project schedule showing key milestones
 - A budget breakdown (showing labor level of effort and cost, and other direct expenses. For large projects, the budget will be broken down by tasks.
 - A distribution plan for deliverables
 - A final report, including Executive Summary
 - Performance measures
2. Developing a Marketing Plan for the project and its deliverables.
3. Reporting quarterly progress using Coalition format and process.
4. Assuring that any scope changes are documented and approved by the Executive Director as part of the ongoing record of the project.
5. Monitoring and review of progress, expenditures and quality of the project.
6. Assuring that incurred costs are appropriately charged.
7. Preparing materials related to the project to support Coalition Outreach activities.
8. Preparing and submitting a project close out form upon completion of the project.

III. Project Management

Guidelines for Project Changes

The Coalition has guidelines (Exhibit III-1) for four different types of project changes:

- Minor scope change – no funding increase
- Minor scope change – funding increase less than 15% of project or \$75,000, whichever is less.
- Major scope change – no or minor funding increase
- Major scope change – major funding increase (greater than \$75,000)

Exhibit III-1 Guidelines for Project Changes

Project Changes	PTC & Staff	Procurement Agency (for Agency Direct)	Executive Director	Steering Committee Leadership	Executive Leadership
MINOR – No Funding Increase	Approves & Recommends	Approve			
MINOR – Minor Funding Increase	Approves & Recommends	Approve	Approve	Advise	
MAJOR – No or Minor Funding Increase	Approves & Recommends	Approve	Approve	Approve	
MAJOR - Major Funding Increase	Approves & Recommends	Approve	Approve	Approve	Approve

IV. Contract Management

University of Maryland (UMD) Role in Contracting

Since the Coalition cannot execute a contract in its own name, it authorizes the Executive Director, by and through UMD CATT and UMD Procurement, to contract by and on behalf of the Coalition. The Coalition by and through the Executive Director, will work with UMD Procurement to ensure that any conflicts between UMD Procurement rules and regulations and Coalition policies and procedures are resolved. The Coalition will work closely with UMD Procurement to ensure that the proposal and selection process, contract negotiations, execution and project activities are in compliance with UMD, Coalition and member requirements. In the event of a conflict that cannot be resolved amicably, UMD procurement rules shall take precedence. If a procurement is the result of a federal contract, any applicable federal procurement rules detailed in the contract between UMD and the federal agency will take precedence. To the extent possible, Coalition staff and members will assist in the procurement and selection process.

UMD Procurement may either lead or participate in the following basic functions or tasks:

- Contract negotiations (must)
- Obtain agency approvals necessary to execute the contract
- Execute the contract on behalf of the Coalition (must)
- Participate in project activity to the extent desired
- Receive progress reports and contract deliverables
- Review and approve invoices in conjunction with Coalition staff
- Maintain a file of all contract-related materials including the contract and modifications, progress reports, invoices, deliverables, etc.
- Receive and process invoices after review for conformance to contract requirements.
- Make timely payments of approved invoices
- Process and execute contract modifications at request of the Coalition (must)
- Conduct post-project audits consistent with agency policy and Coalition requests
- Coordinate with the Coalition on any contractual or financial matter

Financial protocols:

The following protocols shall apply to UMD CATT financial duties:

- Coalition funds deposited with UMD CATT shall be administered in accordance with University System of Maryland and University of Maryland policies and procedures and Maryland law, without regard to its conflicts of laws rules.
- UMD CATT shall not make any disbursements of Coalition funds that are not authorized in the fiscal year budget of the Coalition or otherwise approved in accordance with these Guidelines and/or the Executive Board.
- UMD CATT shall not charge the Coalition overhead.
- Coalition financial records maintained by UMD CATT shall be subject to University and State of Maryland audits as well as audits requested by the Coalition Executive Board.
- The Executive Director shall provide periodic accountings of Coalition income and expenditures upon request of the Executive Board.
- No University of Maryland funds, other than those funds issued to the University by and through the Coalition, will be used to pay salaries or benefits of Coalition Staff or activities undertaken by Coalition Staff at the behest of and for the benefit of the Coalition.

UMD CATT Procurement Duties

- Oversee the procurement of equipment, goods and services approved by the Coalition and consistent with its annual budget

- Authorize the expenditure of Coalition funds for payment of salaries, compensation and benefits for Coalition staff employed by UMD.

Procurement Protocols

- Procurements made on behalf of the Coalition shall comply with UMD and University System of Maryland Procurement policies and procedures.

UMD CATT Administrative Duties

- Administer the Coalition's existing Consulting Services Contracts.
- Provide Coalition administrative support and services; e.g., develop and coordinate Coalition files; develop and maintain a project database; disseminate, collect, and redistribute project quarterly report data; and collect, file, and track the Coalition's federal partnership agreements.
- Operate and maintain the Coalition's web site.

Termination of University of Maryland's Role as Administrative Host of the Coalition

The University of Maryland shall serve as administrative host to the Coalition unless and until (a) the Executive Board votes to terminate the University's role as administrative host and so notifies the University at least twelve months in advance of the date of termination; (b) the University issues no less than twelve months advance written notice to the Coalition of the University's election to terminate its role as administrative host; or (c) the Coalition ceases to exist.

In the event the UMD's role as administrative host to the Coalition ends under this section, the following wind-down activities shall be undertaken pursuant to a mutually agreed upon schedule:

- UMD shall cease all Coalition-related activities as of the effective date of termination except those activities that it specifically agrees to continue under written agreement with the Coalition.
- UMD shall pack and return all contracts, financial records and other business and Coalition documents (lists, indexes, reports, filings, etc.) in any format, to a designated Coalition member and shall identify those contracts and other agreements for which the Coalition may have continuing obligations after the date the University ceases to serve as administrative host.
- UMD shall assign and transfer to a designated Coalition member or another organization as requested by the Coalition Executive Board any and all Coalition-related copyrightable works in which the University holds copyright works subject to the University's retention of the right to exercise all rights under copyright in such works for educational, research, and public service purposes of the University.
- UMD shall issue payment to either another organization as requested by the Coalition Executive Board or to all Coalition Full Members on a pro rata basis of any funds the University received from or on behalf of the Coalition for Coalition business that have not been spent and/or are not committed. The University shall retain such funds as it has received for salary and benefits of Coalition that are required to satisfy University and State of Maryland employment laws and policies.
- UMD either transfer any equipment purchased with Coalition funds to a designated Coalition member or another organization as requested by the Coalition Executive Board or collect all equipment and sell it via the Terrapin Trader. Any funds collected through the sale will be deposited into the Coalition's revolving account and distributed to either another organization as requested by the Coalition Executive Board or to all Coalition Full Members on a pro rata basis.

IV. Contract Management

CONTRACTING AGENCIES' ROLE

Since the Coalition cannot execute a contract on its own, besides using UMD for its procurements, the Coalition may utilize the services of one of its member agencies on its behalf. The Coalition will work with the procuring agency to ensure that any agency rules and regulations that may be in conflict with Coalition policies and procedures are resolved. The Coalition will work closely with the procuring agency to ensure that the proposal and selection process, contract negotiations, execution and project activities are in compliance with both Coalition and agency requirements. To the extent possible, Coalition staff and members will assist in the procurement and selection process. If a conflict occurs, the State's or agency's rules take precedence.

The procuring agency may either lead or participate in the following basic functions or tasks:

- Contract negotiations
- Obtain agency approvals necessary to execute the contract
- Execute the contract on behalf of the Coalition
- Participate in project activity to the extent desired
- Receive progress reports and contract deliverables
- Review and approve in conjunction with Coalition staff
- Maintain a file of all contract-related materials including the contract and modifications, progress reports, invoices, deliverables, etc.
- Receive and process invoices after review for conformance to contract requirements.
- Make timely payments of approved invoices
- Process and execute contract modifications at the request of the Coalition
- Conduct post-project audits consistent with agency policy and Coalition requests
- Coordinate with the Coalition on any contractual or financial matter.

The Coalition will strive to minimize the workload of the procuring agency and can provide support to the procuring agency upon their request.

IV. Contract Management

Consultant Restrictions

Time to time, the Coalition may hire a consultant for certain projects. The first priority of a consultant is to satisfy the terms of his or her contracts with the Coalition. The I-95 Corridor Coalition prohibits consultants who are under contract to provide services to the Coalition from proposing on certain Coalition projects.

Conditions that would exclude a consultant from eligibility to propose include:

- The Consultant assisted the Coalition in preparing the RFP for the project, developing evaluation criteria for the selection process, preparing project contract documents or reviewing bids upon their receipt;
- The Consultant prepared plans, specifications and estimates (PS&E) or final design documents for the project being bid;
- Work on that project will give the Consultant a clear competitive edge. The Consultant will be notified in writing in advance if they are to be considered precluded. A determination will be made in advance of any work being done.

The Executive Director makes the determination of ineligibility on a case-by-case basis (as needed).

IV. Contract Management

Non-Competitive Procurement

In accordance with Federal and State regulations, the Coalition will seek to develop scopes of services, scopes of work, and other project requirements such that full and open competitive procurement processes may be used, and which will not result in substantial duplication of cost or unacceptable project delays. The Coalition recognizes, however, that there will be occasions when full and open competition is infeasible, and it is both prudent and in the public's best interest for a project procurement to use other than full and open competition. The Coalition, by and through the Executive Director, will comply with UMD procurement policies regarding non-competitive procurements when UMD is the procuring entity.

When UMD is not the procuring entity, the following criteria will be used as guidelines to determine when such a non-competitive procurement process may be pursued:

1. *Only One Responsible Source Exists:* Is there a reasonable basis to conclude that the Coalition's minimum needs can only be satisfied by unique products or services available from only one source or only one supplier with unique capabilities? Are these unique capabilities derived from existing relationships, current relevant experience, unique products/services or skills needed for effective completion of the minimum project requirements? Would the use of full and open competition result in either duplication of costs to the Coalition, or unacceptable project delays resulting from the need for other sources to obtain these unique qualities thereby exceeding any savings derived from the competition?
2. *Timeliness:* Is there an urgency in the public's interest to initiate the project through a sole source procurement because of the relationship of its time frame for completion to other projects or circumstances? Is there a necessary flow of this project from another project that is required for consistency, continuity, and timeliness of the Coalition's overall effort to provide value-added services to the public? Will the procuring agency be able to process a sole source more quickly than a traditional competitive procurement?
3. *Relationship to Ongoing Work:* are the services or products to be procured a follow-on and so closely related to an ongoing effort (study, operational test, etc.) that a full and open competitive award would result in substantial duplication of costs to the Coalition, and/or unacceptable delays in fulfilling the requirement?
4. *Procuring Agency Authorizes Sole Source:* does the Coalition member serving as the procuring/awarding agency authorize the use of noncompetitive/sole source procurement?
5. *Inadequate Competition:* Has a full and open competitive process resulted in an inadequate number of responsible sources for either the current or similar procurement action? Would re-advertising cause substantial delays and added costs that would not provide any benefit to the public or the Coalition?

V. Other Operating Policies

Project Reports and Deliverables Dissemination

It is the Coalition's intent to disseminate products from Coalition projects in a manner that most efficiently provides the widest availability for their use by member agencies, other government agencies or interested private sector companies and the public. During development of each project's scope of work, a marketing plan will be written to detail the target audience and dissemination methods for information and reports throughout the life and at completion of the project. Post-completion follow-up will also be conducted to determine the project's effectiveness and the need for additional delivery of materials and information. Suggested methods of dissemination include:

The Coalition Connection

The Coalition's website, the Coalition Connection (www.i95coalition.org) is the primary library for all products or deliverables from Coalition projects. Coalition staff and the UMD CATT (as the Coalition Connection administrator) will determine the appropriateness, the format and location of all final material that becomes available for placement and reference on the Coalition Connection.

Distribution of Hard Copies

Member agencies may request hard copies of Coalition deliverables and project reports. For all projects, Coalition staff will establish a distribution list and plan for any recommended hard copies of deliverables and reports. Private organizations or individuals may request and be provided with copies of specific Coalition deliverables if available.

E-mail Notification

Member agencies will be notified of the completion and availability of Coalition project and other reports. Notifications will be sent to the agency designee for the sponsoring program track along with the agency's Steering Committee representative.

V. Other Operating Policies

Intellectual Property Ownership

The employee of any Coalition member and Coalition staff hereby assigns all rights under copyright in copyrightable works he or she creates and all rights in inventions he or she conceives or first reduces to practice in the performance of a Project for the Coalition to his or her employer. The employer of such persons hereby grants members of the Coalition and the University of Maryland a nonexclusive, fully-paid, royalty free right and license to exercise all rights under copyright in copyrightable works and to practice inventions in support of their respective missions provided that no member other than the owner of the intellectual property shall have the right to sell or distribute such works and inventions commercially without the prior consent of the owner and the Executive Board and further provided that any copyright notice that appears on copyrightable works shall be included on copies of such works and any requirements to include an acknowledgement of a funder of a project on such works shall be satisfied. Any works created by Consultants shall include a work for hire clause and/or assignment granting the University of Maryland or Member who hired the Consultant all rights, title to and interests in the work or invention created by the Consultant under a Coalition project. Such work or invention shall be subject to the license above granted to all members and the University.

V. Other Operating Policies

Liability

Coalition members are independent and no member or individual referred to in these Guidelines is authorized to act as the agent of any other except as expressly stated hereunder. Each member shall be responsible for its own acts, omissions and willful misconduct and the acts and omissions and willful misconduct of its employees in the course of performing Coalition activities, to the extent authorized by the laws of the State of which such member is an agency. No member will bear any responsibility for the acts, omissions and willful misconduct of another member or its employees.

Notwithstanding the foregoing, the Coalition hereby indemnifies and holds harmless the State of Maryland, the Board of Regents of the University System of Maryland, the University of Maryland and their respective officers, employees and agents ("Indemnified Parties") from and against any and all claims, demands, losses, costs, obligations, and liabilities, including interest and penalties thereon and reasonable attorneys' fees, that Indemnified Parties may incur or suffer as a result of actions undertaken by the Coalition or undertaken by the University of Maryland as administrative host of the Coalition at the direction of or on behalf of the Coalition to the extent such actions are not the result of negligent acts or omissions of Coalition Staff in the performance of duties not related to and not arising out of Coalition business; any breach by the Coalition or Coalition members, officers, agents under Coalition contracts or in the performance of Coalition business.

The liability of the University of Maryland shall be governed and limited by Title 12 of the State Government Article of the Annotated Code of Maryland, as modified from time to time.

VI. General Terms

Withdrawal

A Full Member may withdraw from Membership in the Coalition, effective as of the commencement of the upcoming fiscal year, upon written notice issued at least 6 months prior (December 31) to the commencement of the upcoming fiscal year (July 1).

Refunds

Annual Member payments are not refundable except if the agreement with UMD CATT is terminated and no other arrangements have been made for another organization to full that role.

Non-Assignment

Neither Coalition Members nor UMD may assign their rights and privileges under these Guidelines without the express unanimous consent of the Executive Board.

Relationship of Members and UMD

Nothing in these Guidelines is or shall be deemed to create an agency, joint venture, franchise or partnership relationship between or among Coalition Members and/or UMD. No Member is authorized to act as the agent for any other Member or for UMD.

Modifications

These Guidelines may be modified only upon request and approval of the Executive Board.