

## 200.01 Introduction

Professional Services (as a technical term for a particular type of agreement for these services) are professional or technical services not related to architectural and engineering (A&E) services which are acquired by Washington State agencies under [RCW 39.26.050](#). They require expertise provided by a consultant to accomplish a specific study, project, task, or other work statement. Professional Services agreements may be awarded to individuals, joint ventures, partnerships, corporations, or nonprofit organizations.

Examples of Professional Services typically acquired through the WSDOT HQ Consultant Services Office (CSO) include, but are not limited to:

- Financial and economic analyses.
- Environmental planning—as opposed to environmental engineering (see architectural and engineering definitions in [Chapter 140](#)).
- Legal services.
- Management consulting not related to A&E projects.
- Media and public involvement; marketing services.
- Research.
- Scientific studies.
- Expert witness services for litigation.

In addition to differences in the specific categories of work, Professional Services are distinguished from A&E services as follows:

1. Department of Enterprise Services (DES) filing, and approval is required for sole source Professional Services agreements and supplements.
2. Solicitations for Professional Services must be advertised through Washington's Electronic Business Solution (see [Section 210.04](#)), the state's online business portal.
3. Cost and/or Best Value may be a consideration during the competitive selection process.

The CSO will determine the appropriate classification for the agreement when the initial request for an agreement is processed.

**Note:** If a Professional Service is a small portion of a larger A&E agreement or project, then the latter takes precedence.

## 200.02 Legal References

Following are the state and federal laws and regulations upon which this chapter is based.

[Chapter 39.26 RCW](#) – Legal authority for Professional Services contracts

Acquisition of Professional Services is governed by state statute ([Chapter 39.26 RCW](#)). The general policies and procedures to be followed by state agencies, as well as reporting and accountability requirements, are the responsibility of the Department of Enterprise Services.

In general, Professional Services are procured only to resolve a particular agency problem or issue or to expedite a project that is temporary in nature. The agency must document that the service is mission-critical or mandated/authorized by the Legislature and that there are no public resources available to perform the service.

In accordance with [RCW 39.26.110](#), agency employees responsible for executing and/or managing Professional Services agreements are required to complete training provided by the Department of Enterprise Services. Training includes webinars and/or e-learning on Contract Management (required), Executive Management of Purchasing and Procurement, and Purchasing and Procurement Ethics (required).

## 200.03 Responsibility for Administering Professional Services Agreements at WSDOT

The HQ Consultant Services Office (CSO) and the HQ Administrative Contracts Office (ACO) are the only offices within WSDOT that have the responsibility and authority to process and administer Professional Services agreements. Professional Services agreements are administered in several categories. When it is unclear which office should be administering a specific Professional Services agreement, the two offices collaborate to determine the appropriate owner to avoid customer confusion.

# Chapter 210 Competitive Solicitation Process

---

## 210.01 Introduction

All Professional Services agreements are to be competitively procured in accordance with [Chapter 39.26 RCW](#). The statute provides a comprehensive framework for procuring Professional Services to ensure fair and open competition, leading to the selection of the most qualified consultant at the most reasonable price.

This chapter pertains to the competitive acquisition of consultant services for a specific non-architectural and engineering (A&E) project with a defined scope and time frame. Sole source Professional Services agreements are covered in [Chapter 240](#). On-call Professional Services agreements are covered in [Chapter 260](#).

## 210.02 Initiation and Request Memo

The first steps in planning for a new project specific Professional Services agreement are to determine:

1. The need for the service or the problem to be solved.
2. The general scope of work of the services to be acquired, the project time frame, and the anticipated project deliverables and outcomes.
3. Why the services are critical or essential to agency responsibilities or operations.
4. Whether the services:
  - Are of an emergent nature related to public safety (for example, would prevent injury or loss of life, or material loss to property).
  - Stem from court orders or are required under the law.
  - Would secure receipt of federal funds or other funds.
  - Are an integral part of a revenue-generating enterprise.
5. Whether the project is mandated or authorized by the Legislature.
6. Why sufficient staffing or expertise is not available within the agency to perform the service, and whether there are other government resources (local, state, or federal) available outside WSDOT to perform the services.
7. The funding source(s) and a breakdown of the proposed project costs.

After a plan is in place, it is necessary to work with the CSO or the Area Consultant Liaison to initiate activity on the procurement. The first step is completion of the "Request for Consultant Services – Competitive Selection" memo, located on the CSO's intranet website [Contract services | WSDOT \(wa.gov\)](#). The memo serves as the initial planning and request document for Professional Services agreements procured through the CSO. At this point in the process, the CSO makes an official determination regarding the category of agreement (Professional Services or Architectural and Engineering) and the type(s) of payment method(s) to be negotiated.

## 210.03 Determine Solicitation Method

Solicitations are determined and managed by the CSO. The methods of solicitation most used for project specific Professional Services agreements are the Request for Proposal (RFP) or the Request for Qualifications (RFQ). The CSO collaborates with the customer to determine and develop the most appropriate solicitation method.

The RFP provides: background on the project; the scope of work; the project schedule; funding information; a description of the consultant services needed, and the minimum qualifications required; and directions for preparing a proposal in response to the solicitation. There are three major components included in the proposal for Professional Services agreements:

1. **Technical:** How the consultant plans to successfully complete the work elements.
2. **Management:** The consultant's organization, experience, expertise, and past performance.
3. **Cost:** Total and detailed project costs, rates, subcontractor costs, and reimbursable expenses (see [Appendix L](#)).

Best Value may also be considered when selecting a Professional Services firm. If this is part of the selection process, the RFP must include it.

The RFQ, in contrast, is used when the project scope and associated work elements are well defined, and the goal is to select the most qualified firm at the most competitive price. This process does not require a technical proposal or work plan from the proposer. Selection is based on an evaluation of the consultant's qualifications, experience, and ability to perform the services, and the proposed costs for the services.

CSO solicitations require the proposer to complete the Consultant Information form for the prime consultant and any subconsultants that are to be used on the project. This form contains information about the consultants' business structure; Tax ID; Statewide Vendor Codes; business licenses and certifications; annual gross receipts; NAICS codes; DUNS numbers; Fiscal Year End date; and areas of expertise.

The solicitation documents include the evaluation process and scoring criteria to be used in making the final selection. At a minimum, the following evaluation criteria must be used for all Professional Services solicitations:

- Consultant firm's experience, ability, and capacity.
- Staff qualifications and experience.
- Fees or costs.
- Responsiveness to schedule.
- Quality of previous performance and reputation.
- Compliance with statutes and rules related to contracts or services.
- System for Award Management Excluded Parties Records notice.

For solicitations using an RFP format, the additional following criteria are also mandatory:

- Consultant firm's understanding of the project and the proposed methodology.
- Project management, internal controls, and team structure (for multiple staff).
- Proposed work plan and description of deliverables.

An additional criterion for scoring the proposals is Best Value, which only the firm which provides the overall best proposal can receive.

Weighting of the criteria will be determined based on the importance of the factors to the successful completion of the agreement.

## 210.04 Advertisement

Advertisement of the solicitation is managed by the CSO. At a minimum, the advertisement must include a brief description of the project or services required; the proposed project schedule; a request for the consultant's qualifications/experience; a request for costs and/or fees to be charged; and the method and format of the submittal, due date, and time. The CSO typically places a brief advertisement with directions and links to its public website, where the full RFP or RFQ is posted.

The length of time an ad will be open will be determined by the CSO manager based on the needs of the requesting party and input from management. For competitive solicitations, a minimum of fourteen (14) calendar days for the advertisement is required.

State agencies are now required to post all solicitations for Professional Services on the online contractor registration and bid system: Washington's Electronic Business Solution (WEBS) resource center WEBS ([wa.gov](http://wa.gov)), which is operated by the Washington State Department of Enterprise Services. WEBS serves as a central location for bid information on multiple types of purchases for all parties participating in state contracting. It includes the names of certified minority-, women-owned, and veteran owned businesses that are encouraged to participate in the solicitation process.

In addition to the required posting on WEBS, the CSO generally advertises open solicitations in at least two other locations: its public website [Contract services | WSDOT \(wa.gov\)](#) and the *Seattle Daily Journal of Commerce*. This approach provides the most comprehensive advertising to reach the broadest audience of interested consultants, and it complies with statutory and regulatory requirements for competitive solicitation. The costs associated with advertising in published journals will be covered by the customer. The CSO will process the invoice and ensure the appropriate customer organization is charged. The affidavit of publication will remain in the CSO contract files.

Other publications and websites may be used to advertise more specialized services. Usually, these notices outline the services needed, and furnish a link to the Consultant Services public website for the full project solicitation.

The CSO's public website provides up-to-date tracking information on the status of advertisements, listing those that are currently open and those that are closed, and whether they are in the interview or scoring stage.

## 210.05 Pre-proposal Conference and Dissemination of Information

Pre-proposal conferences are not mandatory but may be useful when the project is complex or when interest from many consultants is anticipated. Pre-proposal conference information must be included in the solicitation document and advertisement.

A pre-proposal conference provides an opportunity for WSDOT to clarify requirements and respond to questions about the solicitation in a public setting. Questions raised at the pre-proposal conference or submitted in writing to the CSO solicitation coordinator must be responded to officially, in writing, and documented in an amendment to the RFP or RFQ. Amendments will be posted on WEBS (wa.gov) and the CSO's public website [Contract services | WSDOT \(wa.gov\)](#) so that all interested consultants will have access to the same information.

## 210.06 Proposal Receipt and Processing

A reasonable amount of time will be provided between issuing the solicitation document and the due date for responses. This period typically ranges from four to eight weeks after publication of the advertisement, depending upon the complexity of the project and the urgency to begin work.

The CSO is currently using an electronic process for submittal of proposals. Proposals, requested in Adobe PDF format, are submitted via email to the [CSOSubmittals@wsdot.wa.gov](mailto:CSOSubmittals@wsdot.wa.gov) address with attached files in specific formats by specific dates and times.

Proposals are reviewed for responsiveness (that is, meeting the minimum requirements of the RFP or RFQ). Only proposals considered responsive are forwarded to the evaluation team for scoring. If a proposal is deemed nonresponsive, it may be rejected. This determination is communicated to the proposer and documented for the solicitation file.

# Chapter 220      **Scoring, Interviewing, and Selection Process**

---

## **220.01      Scoring of Proposals**

After the consultant proposals have been screened for responsiveness, the HQ Consultant Services Office (CSO) or its designee prepares them for transmittal to members of an independent evaluation team for scoring. The members of the evaluation team are usually selected by the CSO manager. All scoring team members must fill out and submit to the CSO a Confidentiality/Conflict of Interest statement prior to joining the scoring team. A scoring sheet is then prepared by the CSO or its designee that includes:

- Name(s) of responding consultant(s)
- Criteria used to rank the consultants (based on the solicitation document)
- Points for each scoring criterion

The CSO or its designee manages the scoring process (collects and compiles the scores). Included in the process is the collection of performance evaluations for the prime consultant. Evaluations are used for ensuring the consultant meets minimum standards for performance. The performance evaluations are required to be submitted during each advertisement.

WSDOT reviewers serving on scoring teams are expected to possess the overall knowledge and expertise to evaluate the proposals effectively and objectively. They are to be unbiased and able to maintain confidentiality during the evaluation process. At least three evaluators are used, representing the skills, knowledge, and experience applicable to the proposed solicitation.

Prior to finalizing selection of the consultant, as required by federal regulations, WSDOT will review the records found in the System for Award Management (SAM) Excluded Parties Records to ensure that none of the principals, affiliates, third-party Contractors and subcontractors are suspended, debarred, ineligible or voluntarily excluded from participation in federally assisted transactions or procurements. A record of this search will be included in the WSDOT contract files.

## **220.02      Interviewing**

There will be times when several top ranked consultants are short-listed, and an interview must be held to make a final selection. In that situation, the CSO or its designee will work with the customer and the Area Consultant Liaison (ACL) to schedule interviews and establish a selection board, which typically includes executive management, project management, and technical representatives. All selected board members will fill out a Conflict of Interest Statement and submit it to the CSO prior to the scheduled interview. Each interview must be conducted in the same format, and it may have time limits for proposer presentations and questions from the evaluation team.

The CSO or its designee will attend the interviews to ensure WSDOT remains compliant with the state procurement requirements. If the interview process does not meet those requirements, the CSO or its designee may act on behalf of the CSO manager to make necessary changes.

### **220.03 Final Selection**

When all the interviews are complete, the CSO or its designee compiles the consultant selection board's cumulative scores and submits them to the CSO manager for approval.

The interview may be the final determining factor in the selection of an apparently successful contractor, or the interview scores may be combined with the scores for the written proposal to make a final determination. The original solicitation must outline which of these options for scoring will be used for the selection of the consultant.

After the CSO manager has approved the selected consultant, the CSO will report the outcome, in writing, to all participating firms (both successful and unsuccessful). This will be done promptly to allow time for the protest period and potential debriefing conferences, as set forth in the solicitation document.

## 230.01 Negotiations

Proposed fees and/or costs are included in the consultant's proposal for Professional Services agreements. Therefore, they are part of the scoring and selection criteria, and they carry a specified weight in contributing to the final selection and award. In addition, the selection process may include the assignment of a Best Value score to a firm which may lead to final selection of that firm. After the selection is made, contract negotiations are conducted by the WSDOT project manager and the Area Consultant Liaison (ACL) with the apparently successful contractor.

Negotiations for Professional Services agreements should focus on refining the proposed project deliverables, scope of work, work plan, and costs (direct salary, overhead, fixed fee, direct non-salary costs, and subconsultants). The agreement will typically fall within one of the three basic consultant agreement payment types used by the HQ Consultant Services Office (CSO):

1. Lump Sum
2. Cost-Plus-Fixed-Fee
3. Hourly Rate (approved "not to exceed" billing rates)

For more detail on these payment types, see [Appendix H](#), Contract Payment Methods. To determine cost factors, see [Appendix L](#), Determining Cost Factors.

It may take several iterations to negotiate a complete agreement. The CSO will be available to assist the ACL and the project manager throughout the process. If the request for a Best and Final Offer (BAFO) from the apparently successful consultant proves that negotiations have been unsuccessful, the second-highest rated firm may be invited to participate in contract negotiations. If those are unsuccessful, the third highest ranked firm may be invited. If negotiations fail after the third highest the CSO manager has the option to cancel the process and start over with a new solicitation.

The WSDOT project manager and ACL are responsible for preparing a summary of consultant financial negotiations and forwarding it to the CSO section which manages Professional Services agreements. The ACL will verify that the summary agrees with the ACL's negotiation notes and will submit the full documentation package to the CSO. This documentation will be retained in the official agreement file maintained by the CSO. At a minimum, documentation should include:

1. The selected payment type and the rationale for the selection.
2. A summary of consultant direct salary cost, escalation (if any), overhead, fixed fee, direct non-salary costs, and total multiplier (see [Appendix L](#)).
3. A summary for each subconsultant, including name, DBE status,<sup>1</sup> services provided, not-to-exceed dollar amount, percentage of total agreement, direct salary cost, escalation (if any), overhead, fixed fee, direct non-salary costs, and total multiplier.
4. Project deliverables.
5. Comparison of total hours and costs included in the WSDOT request memo, the consultant's successful proposal, and the final negotiated agreement.
6. Date(s) of negotiation meeting(s).

---

<sup>1</sup> Disadvantaged Business Enterprise status, as determined by the Office of Minority and Women's Business Enterprises.

## 230.02 Final Agreement Execution

After the agreement has been negotiated with the consultant, the CSO will obtain consultant signatures for two original documents, including the certification exhibits, which are included in the agreement boilerplate package. The consultant will return both signed originals, including the certification exhibits, to the CSO.

After the consultant signs and returns the agreement, the CSO will:

- Follow the administrative procedures outlined in [Chapter 500](#) for managing the contract documents themselves (signatures, storage of originals, etc.).
- Review the agreement to ensure applicable statutory and regulatory requirements have been met.
- Ensure the cost exhibit supports the proposed scope of work and ensure any applicable DBE or SBE goals are supported by the cost exhibits.
- Obtain approval from the Attorney General's Office in cases where the agreement is not a previously approved boilerplate.

The CSO manager retains the delegated authority to sign all consultant services agreements on behalf of WSDOT. At this point in the process, the CSO manager determines and obtains any further review or approval necessary from WSDOT executive management, reviews the due diligence and documentation, and signs the agreement.

When applicable, the CSO will use the DES automated filing system to obtain review and approval. Both the consultant and the project manager should be aware of waiting period requirements for DES approval for specific types of agreements. No agreement may be executed until the DES approval process is completed and DES has notified the WSDOT that the agreement is approved for execution.

The WSDOT project office is responsible for project management of the work the consultant completes, as outlined in [Chapter 500](#).

# Chapter 240      **Sole Source Professional Services Agreements**

---

## **240.01      Justifying Sole Source Professional Services Agreements**

A sole source agreement is one that is awarded without competition because the consultant providing the professional or technical service has expertise, knowledge, and abilities of such a unique and significant nature that the sole source selection is clearly and completely justifiable. The consultant must be the most feasible source to provide the service.

Justification for a sole source determination will include the following:

1. A clear statement of the problem or need that the agreement is intended to address.
2. Demonstration of why the service is critical and essential to departmental responsibilities or operations and/or mandated or authorized by legislation.
3. Documentation of the efforts made to determine the availability of staff or expertise within the department as well as availability of other governmental resources external to the department.
4. An explanation of how the department concluded that the negotiated costs, fees, or rates are fair and reasonable (see [Appendix L](#)).

Specific sole source criteria include the following:

- Unique characteristics of the consultant, such as qualifications, abilities, or expertise to provide the unique services required. Past performance and cost effectiveness (for example, no learning curve) may also be factors.
- Special circumstances such as confidential investigations or copyright restrictions.
- Time constraints, including how long the department was on notice about the need for the services, who imposed the time constraints, and an explanation of the timelines for the work to be accomplished.
- Geographic availability of consultants and the rationale for limiting the size of the geographical area for selection.

This information should be fully provided in the request memo. It is important to note that the sole source option cannot be used for the administrative convenience of the department.

Sole source Professional Services agreements are considered an exception to competitive procurement, as outlined in [36.26 RCW](#) and in DES policies. When a sole source process is used, there are still advertising, negotiation, agreement execution, and filing requirements, as outlined in [Chapter 230](#). However, the interim steps of the competitive process are eliminated.

## 240.02 Initiation and Request Memo

When a new Professional Services agreement is needed using the sole source selection process, a “Request for Consultant Services – Sole Source” memo must be completed and submitted to the CSO. This may be completed by the requester and processed through the ACL, or completed by the ACL, as appropriate. As in the case of competitive solicitation for Professional Services, this request memo serves as the initial planning and request document for procurement. At this point in the process, the CSO makes an official determination regarding the category of agreement (Professional Services or Architectural and Engineering), as well as the type(s) of payment method(s) to be negotiated.

Prior to proceeding with the advertising requirements, the CSO reviews the request memo to ensure all required information is included.

**Note:** Executive management review and approval are required prior to proceeding with a sole source agreement. The CSO will facilitate the review and approval process.

## 240.03 Posting and Advertising

Prior to award ([RCW 39.26](#)), sole source Professional Services agreements of \$30,000 or more (\$40,000 or more for small business concern is the prime) are required to be posted on WEBS, Washington State’s Electronic Business Solution resource center, operated by the Department of Enterprise Services [WEBS \(wa.gov\)](#), for at least ten (10) working days. In addition, the WSDOT will post the agreement in the Department of Enterprise Services Sole Source Contracts Database and may elect to advertise the sole source agreement in either a statewide or regional newspaper in Washington State. The CSO typically advertises in the Seattle Daily Journal of Commerce and posts the advertisement on the CSO’s public website ([Contract services | WSDOT \(wa.gov\)](#)). This process provides a public announcement of the potential sole source agreement and helps ensure no other firms are available or interested in providing the service.

If advertised, the advertisement must include:

- The name of the department.
- A description of the services contemplated for the sole source award.
- The proposed time frame of the sole source agreement.
- Information on how an interested consultant may contact the department to challenge the proposed sole source agreement.
- The deadline for the challenge.

It is not required to include the name of the proposed contractor.

The costs associated with advertising in published journals will be covered by the customer. The CSO will process the invoice and ensure the appropriate customer organization is charged. The affidavit of publication will remain in the CSO’s contract files.

If another consultant challenges the sole source agreement, and WSDOT believes that the firm is qualified, then a competitive selection process must be used (see [Chapter 210](#)). If WSDOT can demonstrate that the proposed sole source consultant is the only qualified candidate, the final negotiated agreement will be filed with the Department of Enterprise Services (DES), with an explanation about how the sole source decision was made. The filing must allow for at least ten (10) working days for the DES approval

process, and the contract cannot be executed or begin until DES issues an approval, which may take longer than the minimum ten (10) working day filing period. Additional time may be needed if questions arise from DES. Sufficient time must be allowed by the Project Manager and ACL for this process. Professional Services agreements which will not exceed \$30,000 (under \$40,000 for a SBE consultant) are considered Direct Buys and are not subject to posting and advertisement.

For information on negotiation and final execution of the agreement, see [Chapter 230](#).

## 240.04 DES Filing Requirements

At least ten (10) working days prior to the anticipated agreement start date, sole source Professional Services agreements of \$30,000 or more (\$40,000 or more if the prime is a SBE) are required to be filed with DES. They are then made available for public inspection for a period of not less than ten (10) working days to enable DES to process sole source contract filings. Any sole source contract set to begin any time prior to or during the DES processing period will be flagged as a “late filing” and will not receive approval even if all other sole source criteria have been satisfied. The sole source agreement cannot be executed until official DES approval of the agreement has been given, no matter how long that process takes.

All sole source contract amendments must be filed with DES and receive prior approval except where changes are minor or technical in nature. Amendments will not need to be posted on WEBS or require a ten (10) day public inspection period but work on the amendment cannot begin until approval is received from DES.

The CSO is responsible for filing the assembled agreement with DES using the Sole Source Contract Database on the DES website. The CSO will inform the customer and the ACL of filing dates; wait time requirements; any specific issues raised by DES in the review or approval process; and when work may begin.

## 240.05 Justification for Amendments to Sole Source Professional Services Agreements

The “Request for Consultant Services – Supplement Original Agreement” memo is to be used to request amendments to sole source agreements. Special justification is required, including:

- The rationale for supplementing the agreement rather than competitively procuring the services and awarding a new agreement, along with an explanation of how this request can most effectively achieve the department’s purpose(s).
- An explanation of why the services in the proposed supplement were not included in the original agreement and whether they are within the scope of services of the original agreement.
- An explanation of any changed conditions since the award of the agreement that would justify the supplement.
- Whether the rates are the same as those negotiated under the original agreement; any increases must be explained.

Unless the amendment is for minor or technical changes, the amendment must be filed with DES. See [Section 240.04](#) above. For further information regarding necessary documentation and justification, refer to [Section 210.02](#) and [Chapter 250](#).



# Chapter 250      **Supplements to Professional Services Agreements**

---

## **250.01      Request for Supplement**

There are various reasons for requesting a supplement to an existing Professional Services agreement. It may be necessary to increase the scope of work, the dollar amount of the agreement, or a time extension may be required. When a supplement to increase scope or dollar amount is needed, a “Request for Consultant Services – Supplement Original Agreement” memo must be completed and submitted to the HQ Consultant Services Office (CSO). The form is located on the CSO’s intranet website [wwwi.wsdot.wa.gov/tools-services/contract-services](http://wwwi.wsdot.wa.gov/tools-services/contract-services). This memo serves as the official request document for supplements to personal services agreements that have been competitively procured.

If a time extension is needed, without any net increase to the scope or terms of the agreement, a “Request for Consultant Services – Time Extension” memo is required.

For additional information on supplements to sole source Professional Services agreements, refer to [Chapter 240](#).

## **250.02      Justification for Professional Services Agreement Supplements**

In addition to the justification criteria used for the initial agreement, requests for supplements should address the following:

- A description of the specific problem, requirement, or need that the supplement is intended to address and that makes the services necessary.
- The rationale for executing a supplement to the existing agreement rather than competitively procuring the services and awarding a new agreement.
- Whether the new services are within the scope of services of the original agreement.
- Whether the option to extend the agreement was included in the solicitation and for what additional period(s) of time.
- An explanation of any changed conditions since the agreement was awarded and any other applicable information that clearly justifies the decision to supplement the agreement.
- Whether the rates are the same as those negotiated under the original agreement, explaining any increases.

The next step in the process is for the CSO manager to approve or disapprove the request for the supplement. If approved, the project manager and/or area consultant liaison may move forward with negotiation of the supplemental agreement.

For negotiation and final execution of the supplement, follow the same process outlined in [Chapter 230](#).

**Note:** Executive management review and approval are required prior to proceeding for all supplements to Professional Services agreements, other than simple time extensions. The CSO will facilitate the review and approval process.

### 250.03 DES Filing Requirements for Supplements

If a supplement is awarded to a competitive Professional Services agreement the following additional justification is needed and should be included in the request memo for a supplement to the agreement:

- Specific problem or need
- Other public resources
- Contractor qualifications
- Reasonableness of costs (see [Appendix L](#))

Significant changes in quantity, duration, nature, or cost of the work are considered “substantial” in relation to executing agreement supplements. These supplements require DES approval and must be filed at least ten working days prior to the proposed start date. Final execution of the amendment requires prior official approval from DES.

Examples of substantial changes that would impact filing requirements are:

- A statement of work that is executed in phases (in accordance with the agreement or the solicitation document), where approval of additional phases is subject to satisfactory completion of a previous phase.
- An amendment that exercises the option to extend the work for significant time periods at the discretion of the agency (such as adding a third year to a two-year agreement).

**260.01 On-Call Agreements for Professional Services**

In addition to competitive and sole source project specific agreements, consultants may be obtained through statewide on-call services advertising. On-call agreements for Professional Services are considered “convenience contracts”, which are competitively awarded for use by a specific state agency. Typically, they are awarded to multiple firms to provide quick access to Professional Services on an as-needed or on-call basis.

Master Professional Services on-call agreements are established through the competitive solicitation process, as are the task orders approved under these master agreements. Under normal conditions, services under these agreements are obtained through the Second-Tier Competition Process (see [Appendix Y](#)). The CSO will determine whether exceptions to this process are approved for a particular project. When a consultant is selected, the HQ Consultant Services Office (CSO) or its designee issues task orders under the on-call agreements to authorize a specific scope of work, for an agreed-upon cost and period of performance (see [Chapter 270](#)).

The master Professional Services on-call agreements require filing with and approval by the Department of Enterprise Services (DES) prior to activation, but the task orders do not.

**260.02 Initiation and Request Memo**

When a WSDOT project manager or other internal customer identifies a category of Professional Services requiring an on-call agreements roster, the first step is to complete a “Request for Consultant Services – Competitive Selection” memo, which is available on the CSO’s intranet website [wwwi.wsdot.wa.gov/tools-services/contract-services](http://wwwi.wsdot.wa.gov/tools-services/contract-services). In general, the same planning steps used in the competitive selection process for project specific Professional Services agreements are followed (see [Section 210.01](#)). This includes justification required by OFM regarding why the services are critical or essential, as well as a general description of the scope of services, funding sources, and so on.

Additional planning information required for master on-call Professional Services agreements includes:

- The potential extent of need for services to help determine the number of on-call master agreements to be established and the dollar thresholds for those agreements.
- The length of time the master agreements should be in effect.
- The specific types of services required.
- The specific qualifications, abilities, and experience required for consultants to successfully perform the work.

## 260.03 Solicitation Method

The Request for Statement of Qualifications (RFQ) solicitation method is used to establish master on-call agreements with consultants for Professional Services. The CSO develops the solicitation document, in collaboration with the customer, so that it best describes the consultant services the customer is seeking.

The RFQ contains the following information:

- Intent and scope of the solicitation (how qualified firms will be scored and ranked and time frames and dollar thresholds for agreements).
- Project description.
- Categories of services needed.
- Capabilities and experience of consultants, including licensure requirements.
- Method and limits for soliciting, negotiating, and executing task orders.
- Evaluation criteria to be used in selection.
- Directions for submittal of the Statement of Qualifications.
- Protest procedures, System for Award Management and Public Records, ADA, and Title VI notices.

The CSO manages the advertisement of master on-call Professional Services solicitations in the same manner as competitive, project specific Professional Services solicitations (see [Section 210.03](#)). In addition to posting on WEBS (see [Section 210.04](#)), the solicitations are advertised on the CSO's public website [Contract services | WSDOT \(wa.gov\)](#) and in the Seattle Daily Journal of Commerce.

Submittals are received and processed as described in [Section 210.05](#).

## 260.04 Evaluation and Selection Process

The qualifications-based selection process is used to select consultants for master on-call agreements. Generally, the following information and criteria are used to evaluate and rank the responses to the RFQ:

1. Qualifications/expertise of firm(s) on consultant's team.
2. Qualifications of proposed project manager(s).
3. Key team members' qualifications (prime consultant and subconsultants).
4. Firm's project management system (prime consultant only).
5. Experience specific to the type of tasks proposed in the RFQ (prime consultant only).
6. References/past performance (prime consultant only).
7. Cost analysis and best value (prime consultant only).

Further definitions and details regarding the evaluation criteria, and the weight given to each criterion in the scoring process, are published with the solicitation document. Consultants are instructed to review requirements for and/or limitations on the information requested prior to completing their submittals.

The scoring and interviewing of consultants follow the same process described in [Chapter 220](#).

When the evaluation process is complete, the CSO or its designee compiles the consultant selection board's scores and places the consultants in rank order, highest to lowest. Award of the master agreements will accord with the procedures outlined in the advertisement and may include all firms which exceed a certain percentage or may be limited in total number of agreements. The number of awarded agreements is based on an estimate of the extent of anticipated work and funding available during the time frame of the agreements, as well as the need for rapid access to available consultants to facilitate project delivery.

After the roster is complete, the CSO manager approves the master on-call agreements. The CSO then reports the outcome to the firms (both successful and unsuccessful) that participated in the process.

## **260.05 Negotiation of Master On-Call Agreements**

For on-call Professional Services agreements, the proposed fees or costs are included in the consultant's response to the RFQ. The cost factors are analyzed and scored as a determining factor in qualification for a master agreement. If the consultant is deemed qualified, the rates are reviewed and approved formally by the CSO and established as Exhibits D and E to the master agreement.

## **260.06 Final Agreement Execution and DES Filing**

For each master on-call agreement, the CSO will assign the Y number, assemble the agreements, and obtain consultant signatures for two original documents, including the certification exhibits in the boilerplate package. The consultant will return both signed originals, including the certification exhibits, to the CSO.

After the consultant signs and returns the agreement, the CSO will:

- Follow the administrative procedures outlined in [Chapter 500](#).
- Review the agreement to ensure applicable statutory and regulatory requirements have been met.
- Obtain approval from the Attorney General's Office in cases where the agreement is not a previously approved boilerplate.

The CSO manager retains the delegated authority to sign all consultant services agreements on behalf of WSDOT after DES approval. At this point in the process, the manager determines and obtains any further review or approval necessary from WSDOT executive management, reviews the due diligence and documentation, and signs the agreement.

For master on-call Professional Services agreements, WSDOT proposes what is deemed prudent and necessary for each agreement and provides justification to DES. The CSO monitors activity on each master agreement through its contract management database to ensure the dollar thresholds are not exceeded on any given agreement.

## **260.07 Supplements to Master On-Call Professional Services Agreements**

Master on-call agreements will be supplemented using the process provided in [Chapter 250](#).



## 270.01 Task Order Development

Written task order documents are required for work to be performed under Professional Services master on-call agreements. The task order is an agreement contract between WSDOT and the consultant that contains a contract statement of work, schedule, negotiated cost(s), and funding information. It is directly linked to and governed by the provisions, terms, and conditions of the master on-call agreement.

When a customer has a scope of work requiring a task to be developed under a master on-call agreement, the steps are:

1. Contact the Consultant Services Office to see if an appropriate roster is available.
2. Develop the proposed scope of work for the project, schedule, and cost.
3. Work through the ACL or the CSO to select a consultant from the roster using the Second-Tier Competition Process (see [Appendix Y](#)).
4. Obtain and execute a task order.

Official task order documents are controlled by the CSO through its contracts database. These documents are automatically generated, sequentially, as needed. The CSO limits administrative and user rights to the database to CSO staff, ACLs, and selected individuals who have demonstrated a need for such access. Therefore, project managers in the field seeking to establish a new task order must request assistance from the CSO or their ACL in obtaining and executing task orders.

The task order form requires the following information:

- Agreement manager.
- Project manager.
- Project title and location.
- Task schedule (start and end dates).
- Task cost (work order, organization code, amount, and federal-aid information).
- Consultant information (name, contact information, federal I.D. number, and subconsultants).
- Project scope (detail regarding the task, including work schedule and estimate).

Much of this information, except for the consultant and specific cost(s), must be determined prior to selecting a consultant from the on-call roster.

## 270.02 Consultant Selection from On-Call Roster

The ACL or CSO will facilitate use of the roster to obtain the most appropriate consultant. Consultants are not ranked on the roster; they are listed in alphabetical order.

The option most frequently used by the CSO to select a consultant at the task order level is to develop a Second-Tier selection process which includes at least sending a scope of work (via e-mail) to all of the consultants on the roster, and then evaluate and select the best response. The Second-Tier Competition Process is described in [Appendix Y](#). For the process where Professional Services are desired, cost and Best Value can be selection factors. Therefore, the better the statement of work provided, the more accurate the proposal and cost estimate for the services will be.

If the project office requiring the services is using an ACL to help with this process, the CSO needs to be included in the process. The ACL will request permission to use the Second-Tier Competition for any given roster of consultants. The ACL will also copy to CSO on all documents provided the consultants during the process. If there are specific restrictions on the level of funding for any given task order, the CSO assigns those restrictions, and will inform the project office/ACL of these restrictions. If the total amount of the task to be assigned is expected to exceed these restrictions, then the consultant services must be advertised for a single project agreement instead of using the roster (see [Chapter 210](#)).

Several factors impact the selection process:

1. Consultant interest and availability (time, expertise, and geographic location).
2. Time and cost estimates compared to consultant rates established in the master agreement.
3. Whether the consultant possesses the special expertise (if any is required) to successfully perform the work.
4. The amount of unused funding available under the approved master agreement dollar threshold for a specific consultant.
5. The total expected funding amount of the project to be offered to the consultants, including all potential added work.

After the selection process is completed and documented for the file, the customer and the ACL/CSO work together to finalize and execute the task order.

## 270.03 Task Order Negotiation and Execution

The task order is negotiated in the field by the project manager and the ACL with the consultant selected, starting with the proposed cost provided by the selected consultant in the selection process. Rates previously established in the master on-call agreement will be used for negotiating the task order. The negotiation is based on the level of effort defined in the task order scope (for example, which classifications of consultants for how many hours). It is in the best interests of the state to negotiate the best price/rate possible for services. Consultants are free to bill WSDOT at a rate lower than that established in the master agreement, but they cannot exceed the established rates.

For on-call Professional Services agreements, the CSO or their designee manages the task order approval process and notifies the customer of the outcome. The CSO then has the responsibility to obtain signed copies of the task orders and ensure they are entered in the WSDOT accounting system.

Task orders are signed by the consultant first, then by WSDOT. Signature authority for task orders is held by the CSO Manager or as delegated in writing to an authorized authority.

## **270.04 Task Order Amendment**

On-call Professional Services agreement task orders may be amended in the areas of project scope, schedule, and estimated budget. Amendments for any purpose other than a simple time extension are subject to review and approval by WSDOT executive management. Therefore, they must be requested, justified, and processed through the ACL and the CSO.

The project manager, through the ACL, must submit a request to the CSO to amend the task order to verify that there is sufficient uncommitted funding capacity remaining under the master agreement cap. Also, additional justification for the changes must be provided to the CSO at this time.

## **270.05 Task Order Closeout Process**

The task order closeout process is like the process for closing project specific agreements, with the exception that the agreement itself is not closed, only the task order.

When the project manager is satisfied that all terms of the task order, including amendments, have been met, the task order should be formally closed out following the process described in [Section 500.04](#), the agreement closeout section. Each task order should be treated like a self-contained agreement whose terms are governed by the terms of the master on-call agreement.

Under the terms of the task order, the consultant submits a letter to the project manager and the ACL notifying WSDOT that the consultant believes all terms of the task order have been met. After confirmation from the project manager and the ACL, the consultant submits a final invoice stating that upon payment of the invoice, there are no outstanding claims or remaining charges on the task order. If the project manager agrees, it is time to notify the CSO that the task order has been completed and can be accepted and closed.

If there is a balance of unspent project funds in the task order after the final invoice is paid, the ACL initiates a task order amendment that reduces the task order to actual dollars spent and requests execution from the consultant. The CSO manager, or a designee, then sends a letter notifying the consultant that all terms have been met and the task order is closed. The letter should include a reminder that acceptance of the work does not relieve the consultant of responsibility for undiscovered errors or omissions.

The CSO manager should verify that the consultant evaluation form has been completed and all signatures have been obtained.

