

Exhibit A
Disputes Review Board
State Member
Scope of Work
Agreement Number Y-

The work of this AGREEMENT shall consist of serving as a member of a Disputes Review Board (BOARD) on an On-Call basis for various projects. The Disputes Review Board is an advisory body which is created for a project. The BOARD's function is to provide an independent view of disputes between the CONTRACTOR and the STATE in order to prevent construction delays and possible litigation. The intent of the BOARD is to fairly and impartially consider disputes placed before it and provide non-binding findings and recommendations in writing about these disputes to both the STATE and the CONTRACTOR. The BOARD also serves to encourage the STATE and the CONTRACTOR to resolve issues at the lowest level.

As a first order of work, the State Member shall meet and/or coordinate with the Contractor Member to select a third member of the BOARD. The goal is to obtain a third board member who will complement the first two by furnishing a needed expertise which will facilitate the BOARD's operation. The STATE has entered into "standby" agreements with a number of potential third members. The qualifications of these potential members have been reviewed and deemed acceptable by both the Washington State Department of Transportation (STATE) and the Associated General Contractors of Washington. The names of these potential members will be provided to the first two members for consideration. Selection of the Third Party Member shall be made from the standby list, and the BOARD may be seated as soon as a task order for the Third Party member has been executed under the standby agreement.

During the progress of a project, in the event that the Third Party member originally selected by the State and Contractor's members become unable to continue on the project for any reason, the State and Contractor's members shall select a new Third Party Member from the standby list.

The Scope of Work of the State Member of the BOARD includes, but is not limited to, the following items of work:

BOARD Consideration of Disputes or Claims: Upon mutual request by the STATE and the CONTRACTOR to review a dispute, the BOARD shall convene to review and consider the issue. Both the STATE and the CONTRACTOR shall be given the opportunity to present evidence at these meetings. The time and location of BOARD meetings shall be determined by the STATE, CONTRACTOR and the BOARD. It is expressly understood that the BOARD members are to act impartially and independently in the consideration of facts and conditions surrounding any dispute presented by the STATE or the CONTRACTOR and that the recommendations concerning any such dispute are advisory.

Procedures: Prior to any hearing involving a contract dispute, the BOARD will meet with the STATE and the CONTRACTOR to establish the rules and procedures which will govern the BOARD's participation in the Project as set forth in the Standard Specifications Section 1-09.11(1) and any modifications to that Standard Specification in the Special Provisions of the construction contract. In establishing the rules and procedures, the parties may consider the

Suggested Administrative Procedures attached hereto as Exhibit A-1 and by this reference made part of this AGREEMENT. These Guidelines express in general terms the policy and concept for the operation of a board and are intended to supplement the Standard Specifications and any modifications to the Standard Specifications in the Special Provisions of the construction contract to the extent that no conflict with such provisions is created. The BOARD may establish any internal rules and procedures not covered in the AGREEMENT with the STATE and the CONTRACTOR.

Furnishing Documents: The STATE will furnish to the BOARD three copies of the contract and other documents, which are or may become pertinent to the activities of the BOARD. The CONTRACTOR shall furnish to the BOARD three sets of documents, which are or may become pertinent to the activities of the BOARD, except documents furnished by the STATE.

Construction Site Visits: The BOARD members shall visit the project site to keep abreast of construction activities and to develop a familiarity of the work in progress. The frequency, exact time, and duration of these visits shall be as mutually agreed between the STATE, the CONTRACTOR, and the BOARD.

Findings and Recommendations: The BOARD's findings and recommendations resulting from its consideration of a dispute shall be furnished in writing to the STATE and the CONTRACTOR. The findings and recommendations shall be based on the construction contract provisions and the facts and circumstances involved in the dispute. In the event the BOARD's recommendations do not lead to resolution of the dispute, all BOARD records and written recommendations, including any minority reports, will be admissible as evidence in any subsequent litigation.

Contractor Responsibility

The CONTRACTOR shall furnish to each BOARD member one copy of all pertinent documents which are or may become necessary for the BOARD to perform their function. Pertinent documents may include any drawings or sketches, calculations, procedures, schedules, estimates, or other documents which are created in the planning or the performance of the contract work. Copies of any documents provided to the BOARD must also be furnished to the STATE.

State Responsibility

The STATE shall furnish the following services and items:

- A. **Contract-Related Documents:** The STATE shall furnish the BOARD three copies of the contract documents, including change orders, written instructions issued by the STATE to the CONTRACTOR, or other documents pertinent to the performance of the contract, and therefore, necessary to the BOARD's work.
- B. **Coordination and Services:** The STATE's Project Engineer for the contract will, in cooperation with the CONTRACTOR, coordinate the operations of the BOARD. The STATE, through the Project Engineer, will arrange or provide conference facilities at or near the contract site and provide appropriate administrative services, including secretarial and copying services.