

## Implementation Phase Payment Schedule

During the Implementation Phase of the Project, the Contractor agrees to be paid based on the following milestone payment schedule. All other terms of the Agreement also apply.

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
A-1	Notice to Proceed	Notice to Proceed	5.00%	5.00%
A-2	Roadside Toll System Development and Administration	Project Management Plan Approved Project Implementation Schedule Approved	5.00%	10.00%
A-3	Roadside Toll System Development and Administration	Security Management Approved Quality Assurance Plan Approved Software Development Plan Approved Traffic Maintenance Plan Approved Master Test Plan Approved	5.00%	15.00%
A-4	Roadside Toll System Design	Requirements Traceability Matrix Approved Business Rules Document Approved System Detailed Design Document Approved Disaster Recovery Plan Approved Third-Party Software Documentation Submitted Third-Party Hardware Documentation Submitted	9.00%	24.00%
A-5	Roadside Toll System Factory Acceptance Testing (FAT)	FAT and RTCS-OBOS Interface Test Procedures Approved FAT and RTCS-OBOS Interface Test Conducted, including required retesting FAT and RTCS-OBOS Interface Test Report Approved	8.00%	32.00%
A-6	Roadside Toll System On-Site Installation Testing (OSIT)	Roadway Support System Installation Design and Documentation Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook OSIT Procedures Approved OSIT Conducted, including required retesting (Toll Zone 65) OSIT Report Approved	5.00%	37.00%
A-7	Roadway Support System and First Toll Zone Go Live	Roadway Support System Go Live First Toll Zone Go Live	5.00%	42.00%
A-8	Roadside Toll System Manuals and Training	Roadway Support System Administrators Manual Approved RTCS User Manual Approved Training Materials Approved	2.00%	44.00%

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
A-9a	10 (Willow Ave On - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	47.00%
A-9b	20 (West Main Plaza - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	50.00%
A-9c	25 (West Main Plaza - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	53.00%
A-9d	30 (Plant Ave Off - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	56.00%

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
A-9e	Test Gantry	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	59.00%
A-9f	01 (Mainline Plaza - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	62.00%
A-9g	02 (Mainline Plaza - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	65.00%
A-9h	05 (Dale Mabry Off Ramp - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	68.00%

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
A-9i	15 (Willow Ave Off - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	71.00%
A-9j	35 (Plant Ave On - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	74.00%
A-9k	40 (22nd Street On - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	77.00%
A-9l	45 (22nd Street Off - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	80.00%

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
A-9m	50 (50th Street On - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	83.00%
A-9n	55 (50th Street Off - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	86.00%
A-9o	60 (East Main Plaza - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	89.00%
A-9p	70 (Reversible Express - WB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	92.00%

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
A-9q	75 (Reversible Express - EB)	Field Inspection Report Submitted Roadside System Installation Design Requirements Package Installation and Transition Plan System Maintenance Plan Software Maintenance and Warranty Plan Key Performance Indicators Guidebook Installation and Commissioning Test Conducted, including required retesting Installation and Commissioning Test Approved Installation Checklist Submitted	3.00%	95.00%
A-10	Roadside Toll System Acceptance	All Agreement Implementation Phase Acceptance Items Completed, including: OAT Completed OAT Report Approved As-built SDDD Approved As-Built Drawings Approved	5.00%	100.00%

**Payments Related to Hardware, Equipment, and COTS Software**

Payment Number	Payment Milestone	Qualifying Events	% Paid	Cum % Paid
B-1	Order Verified	Hardware and Software Ordering Verified	10.00%	10.00%
B-2	Order Received	Verified Received (Hardware) or Purchased and Received as THEA-owned License (Software or Service Contract)	70.00%	80.00%
B-3	Installation and Configuration	Verified Installed and Configured (Hardware) or Verified Installed and Configured as THEA-owned License (Software or Service Contract)	20.00%	100.00%

Five (5) percent of each payment milestone amount shall be retained by the Authority. Retainage shall be paid out to the Contractor upon Authority granting the Contractor Implementation Phase Acceptance.

The Contract will only be allowed to invoice for, and the Authority will only approve and pay for, a payment milestone once the Contractor completes every deliverable associated with a payment milestone.

The milestone payment schedule, based on the Contract schedule, described herein applies to the milestone payments the Authority will pay the Contractor. Any arrangement for payment for the Contractor's subcontractor(s) is solely between the Contractor and its subcontractors and is not a part of this Agreement.