

EXHIBIT V

TURNOVER PLAN

1. INTRODUCTION

This Turnover Plan outlines the operational relationship between the Concessionaire and the Department concerning the impacts and turnover of ITS and TMS assets to the Concessionaire during construction and prior to commencement of tolling within the Project limits.

2. BOUNDARIES

This Turnover Plan pertains to the existing 395 Corridor from just south of Edsall Road to the Potomac River, a distance of roughly 8.8 miles.

3. ASSETS AFFECTED

The Department will provide the Concessionaire with those existing assets within the project boundaries that pertain to high occupancy toll (HOT) operation of the reversible roadway. The assets include assets built or modified by the Concessionaire. Examples of the assets to be transferred are:

- Access gates;
- Dynamic message signs used for informing motorists of gate status, toll amounts, or conditions on the reversible roadway;
- Lighting, including sign lighting, that is primarily for the reversible roadway;
- Signing relating to the reversible roadway;
- Electrical service panels used solely for devices operated and maintained by the Concessionaire; and
- Existing sign structures used exclusively for 395 Express Lanes Northern Extension fixed signs or dynamic message signs.

The Concessionaire may also impact the Department's assets during construction. Examples of the assets that may be impacted are:

- Ramp meters;
- Dynamic message signs;
- Lighting;
- Signing;

- Electrical service panels;
- Traffic cameras and detectors;
- Closed-circuit television (CCTV) cameras;
- Mile markers;
- Weather stations;
- Sign structures;
- Equipment cabinets;
- Attenuators;
- Guardrail;
- Drop inlets;
- Barrier walls;
- Traffic signals;
- Conduit;
- Fiber; and
- Electric lines.

4. PROTECTION OF ASSETS

Throughout this Turnover Plan, “impact” is defined as any work that will interrupt the normal operation of the Department’s assets.

The work shall be governed by the general requirement that the impacted Department assets shall be maintained or returned to a condition equal or better than the condition at the start of construction unless otherwise indicated in the plans or approved by the Department. This shall include both the functionality and maintainability of the assets.

Unless specifically described on the plans or special provisions or directed by the Department in writing, means and methods for completing the work related to impacted assets shall be at the discretion of the Concessionaire. Means and methods shall be consistent with the requirements of the Amended and Restated Comprehensive Agreement.

The Concessionaire’s work entails relocating or salvaging some Department assets from the Project area. The Concessionaire shall inspect all assets being removed or relocated by

the Project and shall record their condition prior to disconnection. Any items identified as defective shall be brought to the attention of the Department prior to deactivation.

5. MAINTENANCE

The existing lighting, communication, gate, and ITS systems will be maintained by the Department until the Concessionaire begins impacting those assets, at which time the Concessionaire shall take over the maintenance.

As described in Section 7 of this Turnover Plan, the Concessionaire must submit a notification form giving the date on which it proposes to impact the Department's assets. Once the notification form is approved, the maintenance responsibility will transfer on that date. While the Concessionaire is responsible for maintenance, the Department will address certain events outside the control of the Concessionaire, including warranty claims and recovery from at-fault third parties.

After construction, the Concessionaire shall continue to maintain and operate those assets used for HOT operation of the reversible roadway. Responsibility for maintenance of other assets will transfer back to the Department upon final acceptance of the work.

The Department will maintain items that are not impacted by construction.

6. OUTAGES DURING CONSTRUCTION

The Concessionaire's work entails temporarily taking some equipment out of service. Equipment that would otherwise be operational may be out of service because construction has interrupted power or communication to the equipment. This section presents limitations on the Concessionaire's activities, limitations intended to minimize the danger and inconvenience to the public as a result of equipment outages. Additional restrictions are described in the Amended and Restated Comprehensive Agreement.

The Concessionaire shall minimize time out of service. Where equipment, power lines, and communication lines are being replaced, the Concessionaire shall endeavor to have the replacement equipment, power systems, and communication systems ready for use before impacting the original equipment or provide temporary replacement such as portable CCTV, DMS, generator, sensor, traffic signal, lighting and aerial cable to alleviate impacts of an extended outage.

Notwithstanding the permission given in this section to take equipment out of service, the Concessionaire shall promptly restore equipment to normal operation when requested by the Department. In particular, the Department may require gate system operability prior to and during a snow event.

Temporary outages for construction purposes shall be allowed as follows:

6.1 Communication System

The Concessionaire may impact the Department's fiber optic communication system for not more than eight (8) hours outside peak periods (i.e. during overnight hours and weekend). The Department may require the outage to occur at times of lightest traffic demand and prohibit outages during holidays, emergencies and special events.

6.2 Gates

The Concessionaire may impact normal remote operations of a gate for a period no longer than seven (7) days. This includes degraded functions time during which the gate has power and communication but does not operate normally because the associated dynamic message signs do not have communication or power. The Concessionaire shall not cause more than two gate group outages at a time. In the event that outages caused by the Concessionaire require personnel to manually operate gates, the Concessionaire shall provide qualified personnel to manually operate the gates in a manner consistent with the Department's normal operations.

6.3 Gate-Related Dynamic Message Signs

The Concessionaire may impact normal remote/automated gate-related dynamic message signs for a period no longer than seven (7) days. This includes degraded functions time during which the signs have power and communication but do not operate normally because the associated gates do not have power or communication. During sign outages, the Concessionaire shall provide and operate portable dynamic message signs remotely controllable to display the usual gate-related messages.

6.4 Traveler Advisory Dynamic Message Signs

The Concessionaire may impact dynamic message signs that are not gate-related for a period no longer than thirty (30) days. Concessionaire shall endeavor to provide remotely controllable portable dynamic message signs in the vicinity of impacted dynamic message signs.

6.5 Roadway Lighting

The Department shall endeavor to maintain all existing HOV lighting within the HOV Lanes so long as unfettered access is preserved. If the highways lights within existing HOV facility (only) have to be taken out of service by the Concessionaire or the Department, these lights must be returned to service within thirty (30) days. At no time shall the lights in GP Lanes and other roadways be put out of service, unless mutually agreed between the Parties for the purposes of cutover, testing or integration into the ETTM System or NRO MPSTOC ATMS.

6.6 Traffic Cameras and Detectors

The Concessionaire may impact CCTV cameras and traffic detection equipment for a period of no longer than ten (10) days. This limitation applies to cameras operated by 95 Express Lanes LLC as well as those operated by VDOT. For CCTV outages lasting longer than twenty-four (24) hours, the Concessionaire shall provide a temporary traffic detector and portable camera remotely accessible/controllable for use by the operator of the out-of-service camera. For detectors used by ramp meters, see Section 6.08 below.

6.7 Sign Lighting

The Concessionaire may de-energize overhead sign lighting for a period of no longer than thirty (30) days.

6.8 Ramp Meters

The Concessionaire may impact ramp meters only during hours when the meters are not normally in operation during reoccurring peak periods. The ramp meter includes the detectors connected directly or logically to the ramp meter controller; some of those detectors may be several hundred feet from the ramp meter cabinet.

6.9 Other

Any item not listed above shall be handled in accordance with the requirements listed in the Amended and Restated Comprehensive Agreement.

7. NOTIFICATION AND APPROVAL

No work that impacts the Department's traffic management assets shall commence without prior notification to, and approval by, the Department in accordance with Section 3.16 of the Technical Requirements.

For assets dedicated to the operation and illumination of the reversible roadway that 95 Express Lanes LLC currently operates and maintains under the Gate Control System Agreement dated November 17, 2014 or the I-95 HOV/HOT Lanes Project, 95 Express Lanes LLC will be the Department's agent, receiving the notification and issuing the approval. That equipment includes:

- Access gates;
- Dynamic message signs used to tell motorists whether the gates are open or closed;
- Cameras that the 95 Express Lanes LLC staff uses to view the reversible roadway;
- Roadway and sign lights that primarily serve users of the reversible roadway and the associated ramps; and

- Service panels, generators, equipment cabinets, conduit and cables runs used exclusively for assets listed above.

For these assets, the Concessionaire shall notify the Department per the procedures below at least twenty-one (21) days prior to the date of impact. If the Department has not notified the Concessionaire of an objection to the impact within seven (7) calendar days of receiving the notification, the work may proceed as scheduled.

Notification of impacts to all assets shall be via the form provided in Appendix A.

If the request is to impact the operation of gates or the associated signs, the Concessionaire shall accept degradation and include a proposed mitigation plan for maintaining access and safe operation of ramps during period gates are inoperable or degraded.

Appendix B describes the approval process for requests to impact of all traffic management assets. When deviations are required due to changing field conditions, no reasonable request by the Concessionaire or the Department for changes may be denied without good cause.

The Department and Concessionaire shall regularly work together to coordinate work that may impact Department assets. This coordination shall include, but not be limited to, regularly scheduled construction coordination meetings scheduled and documented by the Concessionaire.

The Department shall be notified immediately of any damage to existing assets. The Concessionaire shall immediately initiate actions to restore functionality to damaged asset and endeavor to complete repairs prior to next peak period.

8. TESTING

Testing during construction will be in accordance with the Technical Requirements. The test procedures and acceptance criteria or Departmental testing of new or relocated assets shall be developed in accordance with industry standards best practice by the Concessionaire and submitted to the Department for review. Along with each test procedure submission, the Concessionaire shall provide written evidence that 95 Express Lanes LLC, in its current capacity as operator and maintainer of the reversible roadway, is satisfied with the adequacy of the testing and agrees that the proposed test procedures will not unduly impact safety or traffic operations and adequately demonstrate workmanship and functionality prior to acceptance. Testing shall not proceed until the Department accepts the test procedures and acceptance criteria.

Testing shall include testing of traffic signals tied to access gates.

Test procedures for access gates shall include plans for safely maintaining traffic during the test. This will include stipulating what messages can be displayed on dynamic message signs as part of the testing.

Upon successful completion of the testing newly accepted assets shall be subject to 30-day in service burn period prior to releasing the Concessionaire and commencement of warranty service.

**APPENDIX A
(TO EXHIBIT V)**

NOTIFICATION OF IMPACT TO VDOT ASSETS

This Appendix contains both the form and instructions for filling it out.

VDOT Traffic Management System Assets Notification of Impact—1

Notification ID# _____ (*to be completed by notified party*)

Date Submitted: _____

Status:

For approver's use only

Asset Information:

Type: _____

Milepost: _____

Station and Offset: _____

Asset ID (if known): _____

Plan Package ID: _____

Description:

Type/Description of Work:

Schedule:

Start Day / Time: _____ *End Day/Time:* _____

Interim Milestones:

VDOT Traffic Management System Assets Notification of Impact—2

Request for Waiver:

Impact Mitigation:

Concessionaire Contact Information:

Name: _____ *E-mail:* _____

*Mobile Phone:*_____

Approver Contact Information:

*Name:*_____

*E-mail:*_____

*Mobile Phone:*_____

Required VDOT Actions:

To be completed by Concessionaire

Information to Concessionaire:

To be completed by VDOT/I-95 Express Lanes LLC

**Instructions for
VDOT Traffic Management System Assets Notification of Impact**

Field	Responsibility for data entry and instructions
Date Submitted	Concessionaire. Enter the date the form is submitted. The form will be submitted electronically by e-mail. The date should reflect the date the form is sent via e-mail. Forms sent after 3:00 p.m. shall include the next business day as the date submitted.
Notification ID #	VDOT Engineer or 95 Express Lanes LLC. Enter the appropriate notification number upon receipt. The approver shall acknowledge receipt and provide the Notification ID to the Concessionaire for tracking purposes and use in other correspondence.
Approval Status	<p>VDOT Engineer or 95 Express Lanes LLC. Following initial review, indicate status and provide notes and comments as appropriate. Comments shall include specific items of the Form that are non-conforming, with references to the contract documents that control the work. Upon Approval, the Form will be signed and scanned with copies to the Concessionaire.</p> <p>Revised and Resubmitted Forms will include the original comments. Upon final approval, Revised and Resubmit shall be changed to Approved and signed as noted above.</p> <p>Rejected Forms will be closed and upon resubmittal, a new submittal date and ID number will be entered.</p>
Asset Information: Type	Concessionaire. Enter the type of asset being impacted (e.g. camera, gate, gate dynamic message sign, advisory dynamic message sign, fiber, etc.).
Asset Information: Description	Concessionaire. Enter a description of the location, such as “outside northbound GP lanes, just north of Turkeycock Interchange”.
Asset Information: Location	Concessionaire. Enter the milepost, to the nearest 0.1 mile. Enter the station and offset of the asset (or station range) from the plans.
Asset Information: Asset ID	Concessionaire/Approver. Enter the cabinet ID and/or device ID of the asset, if known (e.g. Cabinet B 151, VMS 0990, etc.). The Concessionaire shall enter this information if shown on the plans. Otherwise, the approver shall enter if available.
Type of Work	Concessionaire. Indicate the type of work to be completed (e.g. relocation/reconnection of power, relocation/reconnection of communications, relocation of device, etc.).
Description of Work	Concessionaire. Provide brief description on the work to be performed including any pertinent means and methods. If the work is sufficiently detailed on the plans, standards, and special provisions, indicate “Per Plan”.

Field	Responsibility for data entry and instructions
Schedule of Work	Concessionaire. Enter proposed date and time for start and end of work/impact. If there are intermediate milestones, provide dates.
Request for Waiver	Concessionaire. Enter any deviations from the requirements of the Turnover Plan and provide justification for the request (e.g. request for longer duration outage, request for waiver to temporary camera requirement, etc.).

VDOT Traffic Management System Assets ID#

Notification of Impact

(to be completed by VDOT)

Field	Responsibility for data entry and instructions
Impact Mitigation	Concessionaire. Enter a description of the work to be done to mitigate impacts to operational performance as required by the Turnover Plan (e.g. temporary CCTV camera, manual operation of gates, etc.). Provide as much detail as possible in order to coordinate and integrate temporary operations with the Department's normal operations (device configuration parameters, etc.). Indicate pending information for ongoing coordination as appropriate.
Concessionaire Contact Information	Concessionaire. Enter phone and e-mail contact information. Enter primary contact information for person responsible for planning and directing the work. Enter secondary contact information as needed. Enter Field Contact information for the person that will be on-site at the time of the work with the authority to direct the work in the field as it is being done. Mobile number must be provided for Field Contact.
Approver Contact Information	VDOT Engineer or 95 Express Lanes LLC Representative. Enter phone and e-mail contact information. Enter primary contact information for person responsible for coordinating the work and authority to approve work. Enter Secondary Contact information as needed. Enter Field Contact information for the person that will be on-site at the time of the work or at a remote location with the authority to provide final approval to commence work if required.
Required VDOT Actions	Concessionaire. Enter any actions required by VDOT or additional information needed from VDOT in order to plan or complete the work.
Information to Concessionaire	Approver. Provide the Concessionaire any additional information or instructions to plan and coordinate the work.
Documents Attached	Concessionaire. Enter Plan Package, sheet number, and special provision controlling the work. Provide other references or attach mark-ups that detail the work as needed.

**APPENDIX B
(TO EXHIBIT V)**

APPROVAL PROCESS FOR IMPACT TO VDOT ASSETS

Schedule	
Milestone	
21 Days Prior to Work Start	Description
1st Notification	<p>The Concessionaire shall submit a complete <u>Notification of Impact to VDOT TMS Asset</u> form to the approver. The form shall be <i>provided</i> a minimum of 21 calendar days prior to the proposed start of the work impacting the asset.</p>
18 Days Prior to Work Start	<p>The approver shall review the form for conformance with the plans and contract documents. Within 3 days of receipt, the approver shall respond to the submitted form. The approver shall provide one of three responses:</p> <p><i>Approved</i> – The form is found to be in conformance with all documented requirements and is approved as submitted. The process moves to the Inspection phase.</p> <p><i>Revise and Resubmit</i> – The form is conditionally approved with minor corrections or clarifications required as noted in the approver’s comments. The process moves to the Inspection phase and the Concessionaire revises the Form as needed for resubmittal prior to the 2nd Notification.</p> <p><i>Rejected</i> – The form has significant elements that are not in conformance with the plans or other contract documents. The approver notes the specific elements of the form not in conformance and cites the controlling contract requirements not met. The Concessionaire shall submit the form again beginning at the 1st Notification.</p>

Schedule

Milestone	
Inspection	Description
	<p>Following approval or conditional approval of the Notification form, the approver and the Concessionaire shall conduct a joint field meeting at the asset to be impacted. The entity operating the equipment – VDOT or 95 Express Lanes LLC – shall provide the Concessionaire access to the equipment and assets to be impacted for general inspection and demonstrate the operational status of the equipment. If the proposed impact is not limited to a single site (e.g., impact to power or communications connecting multiple devices), the operator shall also demonstrate operation at a remote location to establish the existing condition of all elements to be impacted by the work. The Concessionaire shall document the condition of the site through field notes and photos as needed. The Concessionaire shall provide written notification to the operator of any site deficiencies within 24 hours of the inspection. The operator shall assess deficiencies and provide a response to the Concessionaire within 48 hours of receipt of the Concessionaire’s report. The response shall be one of the following:</p> <p><i>Operator Repair/Replace</i> – VDOT or 95 Express Lanes LLC, as agreed between them, shall repair or replace deficient equipment prior to the start of the work. A second inspection shall be scheduled to document the existing condition of the assets prior to the start of the work.</p> <p><i>Proceed per Plan</i> – The approver shall instruct the Concessionaire to carry out the work as shown in the plans and proposed on the Notification Form, accepting the condition of the assets as is. The Concessionaire shall complete the work as required by the Contract documents and return the system to its existing condition at the time of the inspection accounting for the deficiencies of the system noted in its report. For example, VDOT may instruct the Concessionaire to relocate a camera as called for in the plans even if the camera is inoperative at the time of inspection. The Concessionaire will relocate the camera noting that it was inoperative prior to start and maintaining its current condition.</p> <p><i>Request for Change</i> – The approver shall request a change to the plans to address the deficient conditions. This may include requesting the Concessionaire to carry out repair or replacement or removal and disposal/salvage of the impacted assets. This process shall follow the typical process for changes to the contract accounting for any impacts to schedule and scope.</p>

Schedule	
	Milestone
10 Days Prior to Start of Work	<p style="text-align: center;">2nd Notification</p> <p>Description</p> <p>The Concessionaire shall provide a 2nd Notification to the approver for the start of the work. If the notification form was required to be revised and resubmitted as part of a conditional approval, the Concessionaire shall provide the revised form with this notification. The Concessionaire may propose changes to the original request as part of this notification, such as minor changes to the schedule of the work or revisions to the construction work plan. If no updates to the 1st Notification are required, the Concessionaire shall provide only a written reaffirmation of the original notification.</p> <p>The approver shall approve or reject the updated form within 48 hours of its receipt and provide a written response per the requirements of the 1st Notification.</p>
24 Hours Prior to Work Start	<p style="text-align: center;">Confirming Notification</p> <p>The Concessionaire shall provide written confirmation of the planned work a minimum of 24 hours prior to the scheduled start of the work. Minor deviations of the written notification form shall be allowed (e.g., minor changes in the specific start time; updated contact information, etc.).</p>
15 Minutes Prior to Work Start	<p style="text-align: center;">Final Notification</p> <p>The Concessionaire shall provide final notification 15 minutes prior to the start of the work if required by the approver as noted on the approved Notification Form. This notification shall be made for assets identified by the approver as being of significant operational value. An asset of “significant operational value” is one which must remain in operation until an unscheduled incident or condition is resolved. The approver shall identify these assets on the Notification form. The Concessionaire shall provide this final notification to the PSTOC or Express Lanes Operations Center staff as identified by the approver in the Notification Process.</p>

Schedule		
Milestone		
		Description
Start of Work	Work	The Concessionaire shall carry out the work in accordance with the Contract documents and approved Notification form. The Concessionaire should provide daily updates to the approver on the progress of the work or as required on the Notification form. The Concessionaire shall notify the approver of any events or issues that arise during the course of the work that may impact the scheduled completion of the work. The Concessionaire shall provide a plan for recovery of schedule as needed.
Completion of Work	Notification of Completion	The Concessionaire shall notify the approver immediately upon completing the work. The approver shall verify the operation of the asset as needed to ensure the basic scope of the work is completed. The approver shall notify the Concessionaire immediately of any impact to normal operation of the asset following completion of the work.
48 Hours After Completion of Work	Return of Maintenance	For assets that are not used to operate the reversible roadway, the Concessionaire and the Department shall conduct a return of maintenance inspection within 48 hours of completion of the work. The Department shall inspect the work on site and provide a written punch list or acceptance as appropriate. Maintenance of the asset shall transfer back to the Department upon completion of any punch list items and issuance of the written acceptance. Written acceptance shall be <i>provided</i> no less than 48 hours following the final inspection.