

### **3 SCHEDULE 3 - TRANSITION**

#### **1. Introduction**

##### **1.1. Purpose**

- 1.1.1. The purpose of this Schedule 3 (Transition) is to set out the Service Provider's obligations in relation to Transition and in particular:
- 1.1.1.1. the preparations by the Service Provider to take over responsibility for the delivery of the Services;
  - 1.1.1.2. Assurance to be provided by the Service Provider to the Authority that the Service Provider is ready for each phase or stage of Transition and delivery of the Services;
  - 1.1.1.3. the carrying out of a smooth transition of Existing Services (so far as relevant to the Services) to the Service Provider;
  - 1.1.1.4. the preparation, definition and then delivery of the change activities required to successfully transition the Services; and
  - 1.1.1.5. the carrying out of the necessary activities to ensure that the system integrator responsibilities are supported or delivered by the Service Provider.

##### **1.2. Authority Objectives**

- 1.2.1. The objectives of this Schedule 3 (Transition) are to:
- 1.2.1.1. achieve a smooth handover of responsibility from the Existing Service Provider to the Service Provider on and/or following the Service Commencement Date;
  - 1.2.1.2. ensure that there is no adverse impact on customers during Transition;
  - 1.2.1.3. minimise any disruption to the Authority during Transition;
  - 1.2.1.4. ensure that there is no degradation to the Services during Transition and all transferred Services are delivered by the Service Provider pursuant to the Service Levels from the respective date of transfer of such Services;
  - 1.2.1.5. minimise the costs of Transition (although for the avoidance of doubt, the Charges already include and provide for the Service Provider's costs in respect of Transition, except where and to the extent that the right to any additional payment is explicitly provided in this Contract);
  - 1.2.1.6. ensure timely development and agreement of Transition Plans and the Service Provider's compliance with those plans;
  - 1.2.1.7. ensure that effective business controls are implemented by the Service Provider to manage risks during Transition;
  - 1.2.1.8. ensure that Transition activities are effectively monitored and reported;
  - 1.2.1.9. ensure effective communications between all parties involved in Transition activities; and

- 1.2.1.10. ensure that the Authority is fully aware of the Service Provider's Transition approach and activities at all times throughout the Transition Period.

### **1.3. Overview of this schedule**

- 1.3.1. This Schedule sets out:

- 1.3.1.1. the Transition Phases, Transition Plans and Transition Milestones in paragraph 2;

- 1.3.1.2. the obligations and responsibilities of the Service Provider relating to Transition during:

- 1.3.1.2.1.1. the Pre-Transition Phase in paragraph 3;

- 1.3.1.2.1.2. the Transition Phase in paragraph 4; and

- 1.3.1.2.1.3. the Post-Transition Phase in paragraph 5;

- 1.3.1.3. the requirements for managing and governing the Transition activities in paragraph 6 and Appendix 1 (High-Level Governance Structure) to this Schedule;

- 1.3.1.4. the Service Provider's High-Level Transition Plan in Appendix 2 (High-Level Transition Plan) to this Schedule; and

- 1.3.1.5. the Authority Transition Dependencies and Existing Service Provider Transition Dependencies relating to Transition in paragraph 7 (Transition Dependencies) of this Schedule.

## **2. Transition Phases, Plans and Milestones**

### **2.1. The Transition Phases**

- 2.1.1. Transition comprises of three phases:

- 2.1.1.1. the period from (and including) the Contract Commencement Date to (but excluding) the date of transfer of any part of the Services at the Service Commencement Date (the "**Pre-Transition Phase**");

- 2.1.1.2. the period from (and including) the Service Commencement Date to (and including) the date of completion of the transfer of all of the Services from the Existing Service Provider to the Service Provider at the actual achievement of the Transition Milestone Criteria for the Final Service Transition Milestone (the "**Transition Phase**"); and

- 2.1.1.3. the period following the achievement of the Transition Milestone Criteria for the Final Service Transition Milestone until any and all outstanding issues relating to Transition have been resolved and/or completed to the Authority's reasonable satisfaction (the "**Post-Transition Phase**").

- 2.1.2. An outline of the transition phases set out in paragraph 2.1.1 above and the types of Transition Milestone applicable during Transition is set out graphically in the following diagram for illustration.

1  
2  
01 Jan  
S M T  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15



**2.2. The Transition Plans**

- 2.2.1. The Transition Plans consist of the:
  - 2.2.1.1. High-Level Transition Plan attached in Appendix 2 (High-Level Transition Plan); and
  - 2.2.1.2. Detailed Transition Plan to be developed by the Service Provider in accordance with the provisions of this Schedule and consistent with the High-Level Transition Plan.
- 2.2.2. The Service Provider shall ensure that all Transition Plans contain all the deliverables required under this Contract to meet the Transition Milestone Criteria including but not limited to those set out in Appendix 3 (Milestone Criteria).

**2.3. Assurance Events and Transition Milestones**

- 2.3.1. The Assurance Events and Transition Milestones are set out in the High-Level Transition Plan in Appendix 2 and include:
  - 2.3.1.1. a series of Assurance Events to Assure the Authority that preparations are on track culminating in a Transition Milestone for the Service Provider to take over responsibility for the Services or a particular part of the Services;
  - 2.3.1.2. the Transition Milestones and associated Transition Milestone Dates that include:
    - 2.3.1.2.1. the Service Commencement Date when the initial set of the Services and/or responsibility for all Services shall transfer to the Service Provider;

- 2.3.1.2.2. if applicable, the Interim Service Transition Milestones when subsequent sets of Services shall transfer to the Service Provider;
- 2.3.1.2.3. if applicable, the systems integrator transfer Milestone when the Service Provider shall take over responsibility for carrying out any system integrator role;
- 2.3.1.2.4. the Final Service Transition Milestone at which point the Service Provider shall deliver all of the Services; and
- 2.3.1.2.5. other Transition Milestones as set out in the High-Level Transition Plan and/or the Detailed Transition Plan.

## **2.4. Milestone achievement process**

2.4.1. Not less than twenty-eight (28) days prior to the Transition Milestone Date for each Transition Milestone the Service Provider shall submit a Transition Milestone Completion Plan to the Authority that shall include:

- 2.4.1.1. details of the proposed programme for meeting the Transition Milestone Criteria for the Transition Milestone by the relevant Transition Milestone Date;
- 2.4.1.2. details of all extensions of time arising from Authority Events requested or agreed or determined in accordance with Clause 50 (Authority Event) of the Contract and any consequent changes to the Transition Milestone Date;
- 2.4.1.3. details of all aspects of the Transition Milestone Criteria already achieved in whole or in part prior to the Transition Milestone Date and achievement of such criteria; and
- 2.4.1.4. a timetable for achieving all outstanding aspects of the Transition Milestone Criteria,

and the Service Provider shall subsequently provide the Authority with satisfactory evidence of delivery of such outstanding aspects of the Transition Milestone Criteria in all cases within two (2) Business Days of such delivery or achievement, as applicable.

2.4.2. The Service Provider shall provide the evidence of achievement of the Transition Milestone Criteria in accordance with the timetable provided to the Authority pursuant to paragraph 2.4.1 above and shall submit an application in writing to the Authority for a Compliance Certificate for each Transition Milestone on the date from which the Service Provider believes that it is entitled to that Compliance Certificate, provided that in relation to each Transition Milestone not more than one application for a Compliance Certificate may be submitted to the Authority and be outstanding at any one time.

2.4.3. The Service Provider shall provide such additional information and assistance as the Authority and any nominee may reasonably require to satisfy the Authority that the Service Provider has achieved the Transition Milestone Criteria. Within ten (10) Business Days of the provision of all such information and assistance, the Authority shall in its absolute discretion issue either: