

APPENDIX IV – SAMPLE TASK ORDER AGREEMENT

This Task Order Agreement is made as of the ____ day of _____, 20## (the “Effective Date”), by and between the Maryland Health Benefit Exchange (“MHBE”) and _____ (the “Contractor”) and incorporated into the contract by and between the MHBE and the Contractor entered into on the ____ day of _____ 2018 (the “Master Contract”) and, together with all exhibits, modifications and extensions thereto, and all Task Order Agreements incorporated therein, the “Contract”). MHBE and the Contractor is each a “Party” and together are the “Parties”.

RECITALS

WHEREAS, the MHBE, pursuant to the Master Contract, engaged the Contractor to assist the MHBE in specific duties under the Request for Proposals: IT Consulting and Technical Services IDIQ Solicitation No. MDM0031036680 (the “RFP”); and

WHEREAS, the base period of performance under the Master Contract began on or about July 1, 2018, and ends on June 30, 2021 and

WHEREAS, on _____, 20##, MHBE issued that certain Request for Resumes under the Master Contract, seeking one or more resources for the labor category of (insert labor category) (the “RFR”); and

WHEREAS, the RFR provides for a base period of performance beginning with the issuance of a notice to proceed through _____, 20## (the “Base Period”), followed by (insert # of options) one-year options exercisable in the sole discretion of MHBE for the periods of July 1, 2019 through and including June 30, 2020 (“Option Year 1”), July 1, 2020 through and including June 30, 2021 (“Option Year 2”), July 1, 2021-June 30, 2022 (“Option Year 3”) and July 1, 2022-June 30 2023 (“Option Year 4”); and¹

WHEREAS, the Contractor submitted a timely response to the RFR; and

WHEREAS, on _____, 20## MHBE requested a best and final offer² from the Contractor, which timely replied; and

WHEREAS, the Parties desire to enter into this Task Order Agreement to be incorporated into the Contract to permit MHBE’s engagement of the resource(s) set forth herein to perform work MHBE requested in the RFR; and

¹ The dates in this section will change depending on the term of the RFR, as well as when the RFR is issued during the term of the Master Contract. The period of performance may not align with the period of performance of the Master Contract; however, Task Orders cannot exceed the expiration date of the Master Contract.

² MHBE may request Best and Final Offers at its option

WHEREAS, the Contract is valid and existing by and between the Contractor and the Maryland Health Benefit Exchange;

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

AGREEMENT

1. The Recitals are true and correct in all respects, form a substantive part of this Agreement and are incorporated herein by reference.
2. The Contractor shall provide resource (insert name of resource) to perform services in the labor category of (insert labor category) as set forth herein from (insert month, date, year) through and including (insert month, date, year) (the Base Period of Performance”).
3. MHBE shall have the unilateral option to renew the term of this Task Order Agreement for four additional one-year terms of July 1, 2019 through and including June 30, 2020 (the “Option Year 1 Period of Performance”) and July 1, 2020 through and including June 30, 2021 (“the Option Year 2 Period of Performance”); July 1, 2021 through and including June 30, 2022 (the “Option Year 3 –Period of Performance”) and July 1, 2022 through and including June 30, 2023 (“ The Option Year 4 –Period of Performance”) ³
4. All labor rates set forth herein are fully burdened; MHBE will not pay travel, parking, or expenses.
5. The consideration to be paid the Contractor for the resource and the services set forth herein shall be in a total amount not to exceed (insert total amount) as follows:⁴

Period of Performance	Hourly Rate	Amount Not to Exceed
Base Period		
Option Year 1		
Option Year 2		
Option Year 3		
Option Year 4		
Total		

³ The dates in this section will change depending on when the terms of the RFR, as well as when the RFR is issued during the term of the Master Contract

⁴ Information comes from Task Order Financial Proposal; the number of years will change depending on the period of performance (base term and option years) identified in the RFR

6. Any work performed by the Contractor in excess of the not-to-exceed ceiling amount(s) set forth in this Task Order Agreement without the prior written approval of the Contract Monitor is at the Contractor's risk of non-payment.

7. The Contractor's resource named herein shall provide services to the MHBE in accordance with the Master Contract, this Task Order Agreement, and the following Exhibits, which are attached and incorporated herein by reference. If there is any conflict among the Master Contract, this Task Order Agreement, and these Exhibits, the terms of the Master Contract shall govern. If there is any conflict between this Task Order Agreement and any of these Exhibits, the following order of precedence shall determine the prevailing provision:

- i. The Task Order Agreement
- ii. Exhibit A – (insert RFR #)
- iii. Exhibit B – Business Associate Agreement (If applicable)
- iv. Exhibit C - Technical Proposal
- v. Exhibit D – Best and Final Offer (Financial Proposal)

8. The Contract incorporates this Task Order Agreement and remains in full force and effect, and all of the terms and conditions of the Contract, as herein modified by the incorporation of this Task Order Agreement, are ratified and confirmed.

[Signatures next page]



[Signature page to Task Order Agreement for (insert RFR #)]

IN WITNESS THEREOF, the Parties have respectively signed this Task Order Agreement as of the Effective Date set forth above

MARYLAND HEALTH BENEFIT EXCHANGE:

(INSERT MASTER CONTRACTOR NAME):

BY: _____
Signature

BY: _____
Signature

Name (Type or Print)

Name (Type or Print)

Title (Type or Print)

Title (Type or Print)

Date of Signing

Date of Signing

Approved as to form and legal sufficiency
this ____ day of _____

BY: _____
Signature

Name (Type or Print)
Assistant Attorney General – MHBE