



Exhibit 2.5

Transition Out Plan

Effective June 11, 2021

VA-210517-NTT – Messaging Services

**COMMONWEALTH OF VIRGINIA
VIRGINIA IT AGENCY (VITA)
SUPPLIER STRATEGY AND PERFORMANCE DIVISION**

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1.0 Transition Out Overview

This Exhibit describes the high-level approach and goals for Supplier when transitioning services away from their obligation. The Transition Out Plan, will be further developed prior to the Commencement Date and updated annually thereafter, as set forth in **Section 13.2 of the Agreement**.

Within thirty (30) days of the earlier of (i) notice of termination (in whole or in part) or (ii) ninety (90) days prior to expiration date of the Agreement, Supplier will update this Transition Out Plan and will provide a detailed Governance and Project plan as a Deliverable to VITA describing the activities required to complete the transition of Services away from Supplier and to VITA or VITA's designee.

1.1 Statement of Purpose

This section shall provide an overview and history of Supplier's Agreement, who it is transitioning to, and the timeframes of transition.

This plan formally documents the process for the transition of the powers, duties, activities, and functions of tasks and tools for the Mainframe Services contract [contract number] from Supplier to [VITA or its designee].

This plan describes the approach to transitioning work, knowledge, assets and employees as appropriate from Supplier. The Services will be successfully transitioned as of [Supplier termination date].

1.2 Transition Out Approach

This section will discuss the Supplier's overall approach to an upcoming transition out event. Supplier will speak to the approach to staffing and maintaining continuity of Service delivery and maintenance of the Service Levels. Supplier will speak to the approach for knowledge transfer and supporting any required data gathering efforts.

Supplier will describe its assumptions and dependencies on VITA (or its designee) for accomplishing the Transition Out Plan and any additional dependencies on Customers.

1.3 Key Personnel for Transition Out

Upon update of this Transition Out Plan for an upcoming expiration or termination of the Agreement, Supplier will designate several key named individuals and provide them as Key Personnel for the duration of the Transition Out. At a minimum, those individuals shall be:

- *Transition Executive: This individual provides executive sponsorship for Supplier's Transition Out activities and is accountable for the successful completion of the transition of the Services.*
- *Transition Project Manager: This individual coordinates and schedules activities, resources and deliverables to execute the Transition Out Plan and is responsible for the successful completion of the transition of the Services.*
- *Transition Data Gathering and Knowledge Coordinator: This individual provides a single point of contact for gathering information on the operations and environment supported by the Incumbent Supplier.*

1.4 Contract Information

For ease of planning, Supplier will summarize the key contract provisions related to termination, transition assistance and Transition Out responsibilities. Supplier will revise this information annually upon the revision of the Transition Out Plan. Example provisions to be summarized:

- *Contract term*
- *Required Notices*
- *Required Consents*
- *Termination Assistance*
- *Bid Assistance*
- *Data Access Rights*
- *Key Assets (Hardware, Software, Subcontracts)*

2.0 Transition Out Guiding Principles and Critical Success Factors

2.1 Guiding Principles

Supplier will document the guiding principles for planning the Transition Out and for executing the Transition Out Plan. The Guiding Principles should address key elements, such as Risk Mitigation, Communication, Governance, Collaboration and Teamwork.

2.2 Critical Success Factors

Supplier will document those factors that are essential for the success of its Transition Out Plan and the orderly and successful transition of the Services. Critical success factors should at a minimum address elements such as: maintaining cross-organizational alignment, assuring that stakeholders are motivated for change, maintaining high quality in Service delivery and providing best practices for provider integration.

3.0 Transition Out Components

Supplier's Transition Out Plan will describe the primary components of transition for Governance, Financials, Technology, Security, Documentation Transfer, Works in Progress, and Human Resources.

3.1 Governance

3.1.1 Points of Contact

Supplier will provide primary contacts for VITA (or its designee) and in key roles such as: Transition Governance, Contract, Financial, Technology, Security, Etc.

3.1.2 Communications

Supplier will describe the elements of a Communications Plan for the Transition Out. Supplier will identify key dependencies on VITA (or its designee) for Communications.

3.1.3 Risk and Issue Management

Supplier will describe its approach to managing Risks and Issues during the Transition Out. Supplier will describe the plan for Risk Management including the process for managing risks (identification, analysis, mitigation), providing for risk ownership and appropriate actions. Supplier will describe its approach for managing issues during the execution of the Transition Out Plan.

3.1.4 Reporting

Supplier will describe the reporting and report cadence it will provide during the Transition Out. Supplier will identify the expected report recipients and any dependencies.

3.1.5 Required Meetings

Supplier will describe the forums and meetings it expects to support and require during the Transition Out. These meetings could include ongoing status meetings (by category (likely weekly) and for overall transition (likely fortnightly or monthly, depending on length of the transition)), initial planning meetings (which would expire after the detailed transition out plan is finalized), and acceptance meetings (which would only start toward the end of the process).

3.2 Financial

*Supplier will identify how the Transition Out Plan supports the Termination provisions of the Agreement and **Exhibit 4 (Pricing and Financial Provisions)**.*

3.2.1 Termination Fees

Supplier will identify the process and data sources for calculating any agreed Termination Charges as part of the Transition Out Plan; including charge categories for at least:

- *Unrecovered Transition Milestones*
- *Severance, Redeploy & Retention*
- *Hardware*
- *Software*
- *Facilities*
- *Third Party Contracts*

Supplier will deliver to VITA a good faith estimate of Termination Charges at least 60-days prior to any termination.

3.2.2 Asset Transfer Fees

*Supplier will provide estimates for fees associated with the transfer of any assets (Hardware, Software, Contracts) to VITA or its designee. Supplier will identify any limits in its ability to transfer assets as identified in **Exhibit 4 (Pricing and Financial Provisions)**.*

3.2.3 SLA Credits & Earnbacks

Supplier will describe its approach to the dispersal of any accrued credits, in compliance with **Exhibit 3 (Reporting and Service Level Management)**. Supplier will provide VITA a summary of the list of accrued credits at least 60-days prior to termination.

3.2.4 Final Invoices

Supplier will describe its approach to the final invoice(s) as supported and required by the Agreement. Supplier will provide VITA a draft final invoice (or invoices) at least 60-days before termination.

3.3 Technology Transition

Supplier will describe its approach to transitioning processes and technology that support the delivery of Services to VITA or its designee. Supplier will identify its plan and approach for at least the following technical elements:

- Tool interfaces to unwind or realign
- Data Migration and Archival
- Asset Inventory
- Software Transfer and License Transfer
- Hardware Transfer
- 3rd Party Contracts
- Network Disconnects
- Documentation

3.4 Security

Supplier will describe its plan for supporting the Security of the environment during the execution of the Transition Out Plan. Supplier will include its approach to the handover of security information, configuration documentation, system IDs, and administrative IDs.

In addition, Supplier will describe its plan for:

- Security provisions for new VITA staff (or its designee's staff) to support the orderly transition of the Services, including any training or knowledge transfer.
- Orderly removal of Incumbent Supplier personnel (both physical and logical)

3.5 Documentation Turnover

Supplier will describe its approach to the orderly turnover of documentation on the operating environment and the Services it is providing. Documentation shall include all normal operational documentation (e.g. Service Management Manual) but shall also include system and software configuration required to implement systems in support of the services and include such intellectual property as required to support VITA's access and use of the VITA Data and the overall assumption of the Services.

Supplier should specifically describe its approach to transition documentation for:

- Technical Documentation

- *Project and RFS Documentation*
- *Process Documentation*
- *Service Management Manual*
- *Governance Documentation*
- *Financial Documentation*

3.6 Work in Process

Throughout the transition of the Services, work will continue to be performed by Incumbent Supplier in accordance with the approved Service Management Manual. The transition management team will ensure that Incumbent Supplier staff work cooperatively alongside VITA (or its designee) for high quality service delivery.

Supplier will identify the level of work which is to be performed during the transition out period and the impact of the transition on that work. Supplier will identify any dependencies on VITA or its designee during the Transition Out Plan for continuity of work.

3.6.1 Project Close Down and Project Handover

Supplier will describe its approach to the process of handing over in-flight solution and solution implementations to VITA or its designee such that there is a continuity of service delivery and service levels attainment.

3.7 Human Resources

Supplier will describe its approach to staffing and maintaining staffing levels during the execution of its Transition Out Plan. Supplier will describe its approach to facilitating the take-on or transfer of any of its staff to VITA or other designee.

Supplier will describe its plan for facilitating the transfer of knowledge from Incumbent staff to the staff of VITA or its designee, including the form and forums (e.g. training, shadowing, classes, staff transfers, secondment, knowledge objects) for the transfer of knowledge.

*Upon notice of termination, Supplier will deliver to VITA a revised **Exhibit 5.2 (Personnel Projection Matrix)** and appropriately name affected staff. At the date of termination, Supplier will deliver to VITA another revised Exhibit 5.2 and list of the names of affected staff.*