EXHIBIT A

STATEMENT OF WORK

to the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Agreement (“Agreement”)

by and between

CLIENT COMPANY

and

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (“Vendor”)

This STATEMENT OF WORK is made as of this day of , 20\_\_ by and between CLIENT COMPANY and Vendor and is hereby incorporated into and made a part of the Agreement as follows:

1. **Project Overview:**

[Provide a brief description of the purpose and main objectives of the project. This section should address such issues as:

* why you are contracting for the SOW effort,
* how the SOW effort fits into the "big picture", and
* the primary technical/management/business objectives of the SOW effort.]

1. **Overview of Services and Deliverables:**

[List all of the Services and/or Deliverables being contracted for from Vendor under this SOW and include a brief (one sentence), high level description of each. Specifically identify any services related to any delegated function or any subcontract with a governmental entity.

* Examples of Services include: Training, Consulting, Processing Services, Analytics, Speaking Engagements.
* Examples of Deliverables include: Reports, Analyses, Strategy Documents, Training Materials, Intellectual Property Development, Technical Functionality, Technical Specification Documents, User Manuals, Printed Materials, Manufactured Products.]

1. **Project Schedule:**

Required commencement date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

End date of the engagement \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

* To the extent that there are intermittent activities that are required and of which CLIENT COMPANY will need to approve or accept, provide a schedule broken down into these tasks or milestones.
* To the extent the time table is critical to the success of the engagement, provide a schedule of dates indicating what must be completed by the specified dates.
* Include where and how deliverables will be delivered or implemented.]

1. **Tasks and Activities:**

[This section needs to list out the tasks and activities that support the provision of Services or the development of Deliverables. This section is important as it identifies which party is responsible for which activities in furtherance of project completion. It is strongly recommended that this be in the form of a matrix which lists each task or activity and then indicates whether it is to be performed by Vendor, CLIENT COMPANY or both.]

1. **Assumptions:**

[Include all assumptions being made based on what the vendor has portrayed and conveyed they are able and going to do. For example, an assumption may be *“Vendor will supply dedicated resources as applicable based on the Project life cycle”*, or *“Collaboration between CLIENT COMPANY’s team and Vendor will facilitate active knowledge transfer during the Project”]*

1. **Acceptance Criteria / Service Level Agreements (SLAs):**

[Identify the criteria that will be used to determine if the project is complete and successful. All SOW projects should be subject to Acceptance Criteria before CLIENT COMPANY is obligated to pay in full for the Services or Deliverables. Acceptance Criteria should consist of the appropriate method to approve, evaluate or test the Services or Deliverables. For long term projects of ongoing activities, service level agreements are usually more appropriate. In such case, identify the aspects of performance which define success and indicate the thresholds for acceptable performance.]

1. **Fees & Payment Schedule:**

[Include Fee breakdown and payment schedule based on dates or milestones. For consulting services, this must include a breakdown of the applicable hourly rate for each resource provided (no blended rates).]

1. **Service and Deliverable Requirements:**

[This section must include, at a detail level for each Service and Deliverable listed in Section 2 above, all requirements of the project. This section must also include the required skill sets being provided by the Vendor. In creating requirements, include all the specifics that, if not provided by Vendor, would deem the project less that 100% successful.

Vendor: CLIENT COMPANY

By: By:

Print Name: Print Name:

Title: Title:

### Date: Date:

Address: