

**REIMBURSABLE INTERAGENCY AGREEMENT
BETWEEN
THE FEDERAL MEDIATION AND CONCILIATION SERVICE
AND
THE FEDERAL AVIATION ADMINISTRATION (Modification One)**

ARTICLE 1. BACKGROUND

The Federal Aviation Administration (FAA) Office of Environment and Energy leads the agency's efforts to increase the safety and capacity of the global aerospace system in an environmentally sound manner. The Noise Division (AEE-100) provides subject matter expertise and policy development related to civil aviation noise. AEE-100 also develops aviation noise standards, provides measurements, and predicts aviation noise by developing tools for quantifying the predicted impact. In addition, AEE-100 evaluates new aircraft and operating procedures and formulates research and development objectives to reduce aviation noise. In response to new scientific knowledge, Administration focus, and Flight Plan 21 strategic initiatives, AEE is initiating a review of FAA's national noise policy.

ARTICLE 2. PURPOSE

The purpose of this time-and-materials interagency agreement (IAA) is to secure support from the Federal Mediation and Conciliation Service ("FMCS") for third-party neutral, facilitation, project governance and system design in connection with the noise policy review initiated by the AEE-100. This IAA also includes an optional task that FAA may exercise at its sole discretion related to internal change management consulting.

FAA enters into this IAA in accordance with the Federal Aviation Act of 1958 (49 U.S.C. § 106(l) and 106 (m)). FMCS enters into this IAA in accordance with the Administrative Dispute Resolution Act of 1996, 5 USC § 568(b).

ARTICLE 3. PERIOD OF PERFORMANCE and CONTRACT TYPE

- A. Base Period. The tasks set forth in Article 5.A of this IAA must be completed within 365 days of the date of mutual execution of the award document.
- B. Option Period. The optional tasks set forth in Article 5.A of this IAA must be completed within 365 days of the date on which the option is exercised.
- C. Contract Type. This is a Time and Materials Contract.

ARTICLE 4. REQUIREMENTS

FMCS must furnish all personnel, management and technical supervision, other items and services necessary to successfully perform the tasks that are defined in Article 5.A of this IAA.

ARTICLE 5. SCOPE OF WORK:

FMCS must support AEE-100 by providing third-party neutral, facilitation, project governance and system design as well as project management during AEE's review of FAA's national noise policy. The final product will include the six sets of deliverables set forth in Article 6 of this IAA.

A. FMCS will use best efforts to complete the following tasks, as follows:

TASK 1: Project Governance Structure Design: This task involves project governance structure design. FMCS will provide support and assist FAA in the development and modification, as necessary, of a project governance structure design to facilitate collaboration, decision-making, and reporting. The subtasks and deliverables will include:

Task 1A: Background research and interviews. FMCS will conduct background research on, and interviews of, key external stakeholders, key agency staff to assist FAA/AEE with identifying internal decision-makers, influencers, stakeholders, and those with responsibility for carrying out leadership direction;

Task 1B: Development of negotiating protocols and accountability mechanisms. Assist FAA/AEE with defining and revising, as appropriate, an effective management structure to define decision-making protocols, negotiating parties' authority to enter into agreements/take action, develop project timeline, reporting protocols, and issue elevation/conflict resolution mechanisms; and

TASK 1C: Engagement Strategy. Assist FAA/AEE with developing and revising, as appropriate, a timeline and strategy for effectively engaging internal stakeholder societies and communicating internally and externally how this input affects FAA's review of the existing noise policy.

TASK 2: Systems Design for Noise Policy Review:

Task 2A: Assist internal stakeholders and FAA/AEE project team to develop a common definition of the underlying problem and success/desired outcome/end state resulting from the policy review;

TASK 2B: Assist internal and external stakeholder communities and the FAA/AEE project team to identify and prioritize goals, concerns, and interests for consideration by FAA during noise policy review;

Task 2C: Assist FAA/AEE project team and FAA decision-makers with properly sequencing information gathering, decision-making, documentation, elevation, reporting, and communication with internal and external stakeholders during policy review.

Tasks 2D: Develop an accountable, meaningful, timely, and participatory review process by designing and implementing (or, revising, when appropriate) effective negotiating, reporting, decision-making and implementation protocols, including by facilitating the negotiating parties' agreement and adherence to agreed-upon protocols; and

Task 2E: Providing training to negotiators, as necessary, on interest- or concern- based negotiation.

TASK 3: Meeting Facilitation/Execution of Participatory Review Process¹:

Create and sustain a participatory environment appropriate to engage internal and external stakeholders, and respond to internal dynamics and style of interaction between negotiating parties. To ensure appropriate and useful outcomes, facilitators ensure engagement processes are participatory, consensus-oriented, accountable, transparent, responsive, effective/efficient, timely, equitable and inclusive, and comport with legal requirements.

TASK 4: Strategic Communication:

Assist FAA with adapting negotiations to competing demands, concerns, and expectations by internal and external stakeholders; guide participants through developing and executing effective public and internal communication. Assist project team and bargaining parties with overcoming conflict by minimizing barriers to consensus.

****OPTIONAL TASK 5**

If at the conclusion of Tasks 1 to 4 FAA issues revisions to its noise policies, FAA may, in its sole discretion, exercise an option to retain the FMCS to assist the FAA with developing and revising, as necessary, processes for implementing changes resulting from the adopted recommendations, roll out new requirements, and ensuring the FAA from the highest leadership to front-line employees within the FAA, buy in and support the transition. With input from FAA, FMCS will submit an initial change management strategy and implementation plan to FAA for review. FMCS will respond to FAA comments. FMCS will provide a final proposed change management strategy and implementation plan to the FAA. As necessary, FMCS will identify whether it is necessary to modify the change management strategy and implementation plan and will recommend changes for consideration by FAA. If approved by FAA, FMCS will amend, finalize, and submit updated change management strategies and implementation plans to the FAA. FMCS will facilitate structured, participatory meetings or workshops to roll out the revised noise policy, develop meeting agendas, and assist FAA with developing supporting materials required for each meeting related to the roll out of the revised

¹ At this time, FMCS and the FAA have not agreed on the form of the policy review. If it is determined that in person meetings would be conducive to the policy review, necessary FMCS travel would be billed to the FAA on a cost-reimbursable basis in accordance with the Federal Travel Regulations (Joint Travel Regulation), in accordance with the attached Statement of Work. All necessary travel would be completed during the period of performance of this IAA.

noise policy. FMCS will assist FAA in creating and maintaining ongoing internal stakeholder outreach and feedback mechanisms.

B. FAA will use reasonable efforts to:

1. Provide funds to support the activities set forth in Article 5.A.
2. Execute a modification to this IAA to support the activities set forth as Optional Task 5 in Article 5.A, should the FAA decide to exercise such Option.

ARTICLE 6. DELIVERABLES AND REQUIREMENTS

Deliverable #	Deliverable Name	Requirement	Due Date
Task 1	<p align="center">Project Governance Structure Design</p> <p>With input from FAA, develop and modify, as necessary, a project governance structure based on background interviews and the evolution and progress of the Noise Policy Review. FMCS will submit the initial project governance structure to FAA for review. FMCS will respond to FAA comments. FMCS will provide a final proposed project governance structure to the FAA. As necessary, FMCS will identify whether it is necessary to modify the project governance structure and will recommend changes for consideration by FAA. If approved by FAA, FMCS will amend, finalize, and submit updated project governance plans to the FAA.</p>		
	Background Research Plan		COMPLETED
	Summary of stakeholder assessment interviews and issues.		COMPLETED
	Governance Structure Strategy		COMPLETED
	Decision-making Protocols		COMPLETED

	Strategic Noise Policy Review Plan		COMPLETED
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	Engagement Strategy and Plan		COMPLETED
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Task 2	<p style="text-align: center;">Noise Policy Review Systems Design</p> <p>With input from FAA, FMCS will develop and modify, as necessary, a system and process under which FAA will engage in a noise policy review. This will include collaborating with FAA to identify stakeholders within the agency, government, local community organizations, airport sponsors, and industry and developing strategies, timelines, and plans to engage with representatives of these groups. FMCS will monitor the plan, develop, modify, submit for approval, and maintain the Strategic Noise Policy Review Plan for FAA. FMCS will submit the initial Strategic Noise Policy Review Plan to FAA for review. FMCS will respond to FAA comments. FMCS will provide a final Strategic Noise Policy Review Plan to the FAA. As necessary, FMCS will identify and, as needed, recommend changes to the Strategic Noise Policy Review Plan for consideration by FAA. If approved by FAA, FMCS will amend, finalize, and submit updated Strategic Noise Policy Review Plan to the FAA.</p>		
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2a	Common Problem Statement		COMPLETED
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2b	Synthesis of Stakeholder Goals, Concerns and Interests		COMPLETED
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2c	Noise Policy Review Process Plan		COMPLETED
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2d	Negotiation Protocols		COMPLETED
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2e	Stakeholder Education on principles of interest-based negotiation		Five (5) months from award
Task 3		Meeting Facilitation/ Participatory Review Process	

3a	Meeting and Workshop Planning, Execution, and Facilitation	<p>With input from FAA, FMCS will develop an initial stakeholder engagement strategy and discussion facilitation protocol.</p> <p>With input and approval from FAA, FMCS will develop meeting agendas, assist AEE in designing participatory meetings intended to advance the FAA toward consensus by assisting participants to express their needs and viewpoints clearly as well as to find common ground and solutions to any areas of disagreement while ensuring conversations progress and FAA is able to meet its business and strategic plan objectives.</p> <p>FMCS will provide facilitation of structured discussions, and supporting materials required for each meeting of the Noise Policy Review Coordination Group (NPR Coordination Group), Technical Working Group (TWG), and Communications and External Engagement Team (C&E Team) to ensure each group accomplishes the tasks and objectives set forth in their respective Work Plans.</p> <p>FMCS will serve as a neutral during dialogues to ensure participants receive assistance, as needed, in effectively raising and resolving matters of concern.</p> <p>FMCS will assist FAA in preparing for internal and external meetings, dialogues, and presentations regarding the noise policy review to ensure FAA creates and maintains</p>	Not later than September 2023
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		ongoing stakeholder outreach and feedback mechanisms.	
Task 4	Strategic Communications		
4	Communication Products for Meetings and Workshops	FMCS will support the FAA's Communication and External Engagement Team in developing and implementing a focused plan to gather input from external stakeholders regarding the noise policy review, consistent with the objectives identified in the NPR Terms of Reference approved by the Executive Noise Steering Group (ENSG) on July 15, 2022, the C&E Team work plan, and any additional direction as the ENSG may provide. FMCS's advice will assist FAA in developing tools and approaches to minimize stakeholder burden, while ensuring that a balance of views is considered, especially from disadvantaged communities. FMCS will assist the C&E Team in its development and may be called upon to assist in the implementation of communication and engagement strategies regarding the the noise policy review.	Not later than September 2023
Task 5	Internal Change Management		

5	Meeting Facilitation and Strategic Communication	FMCS will assist FAA in creating and maintaining ongoing stakeholder outreach and feedback mechanisms .FMCS will assist FAA by facilitating structured, participatory meetings or workshops to solicit views from the public regarding options or potential recommendations to revise the noise policy. FMCS will assist FAA to develop and implement meeting agendas and supporting materials to gather feedback. .	Not later than September 2023

A. The task-associated deliverables set forth and estimated schedule for the activities are identified in the chart above. The current circumstances related to the COVID-19 pandemic may significantly impact the schedule and milestones of this Agreement and dates are therefore subject to a considerable degree of variability. In addition, the schedule and milestones included in this Article are an approximation and may be amended by mutual agreement of the FMCS and the FAA project team (AEE-100). Such amendments must be approved by the Management Points of Contact or the Technical Points of Contact for the respective parties, as appropriate.

B. The Parties may coordinate possible changes to this Agreement schedule in writing and by mutual agreement. Any change to the schedule identified in this Article must be signed and approved by the applicable Management Points of Contact or Technical Points of Contact for the respective Parties, as appropriate and such changes must be memorialized in a bilateral Contract Modification executed by the Contracting Officer

C. MONTHLY STATUS AND FINANCIAL REPORTING REQUIREMENTS

FMCS will submit to the FAA COR and CO (identified in Article 7) a monthly report of the status of the project which includes tasks completed, tasks in progress, any changes to the schedule, and any observed project risks of which FAA should be aware.

D. SUBMISSION PROCESS FOR DELIVERABLES. FMCS will follow a three-part framework in developing or revising all written products identified in Article 6. For each product, FMCS will submit a written draft for review by the FAA. FAA will submit written comments and edits. FMCS will incorporate and respond, as appropriate, to FAA feedback before submitting the final written product to the COR, as required.

E. TIMING OF SUBMISSIONS. All deliverables must be submitted timely and in accordance with the corresponding task description. Documents/reports must be made available five business days prior to their scheduled date of completion for Government review and acceptance. Deliverables must conform to established FAA guidelines and standards and accepted industry standards. In support of the identified tasks and subtasks, the Contractor must comply with existing and evolving FAA Information System Security (ISS) guidance, policies and procedures.

F. ACCEPTANCE PROCESS AND CRITERIA.

1. All written deliverables must be electronic, except as allowed and approved by the COR (electronic mail is acceptable). Word processing deliverables must be compatible with existing FAA electronic systems (e.g., Microsoft Office applications: Word; Excel; PowerPoint; Project; Access). All deliverables must be compliant with Section 508 of the Rehabilitation Act (29 U.S.C. 794d), as amended by the Workforce Investment Act of 1998 (P.L. 105-220), August 7, 1998. All files transmitted via e-mail must not exceed 5 megabytes per message attachment. Files that are larger than 5 megabytes must be compressed with a secure program approved by the FAA and must be transmitted via email or other method to be determined in consultation with the COR.

2. Acceptance of the deliverables will be made in writing by the Contracting Officer after review by both the FMCS and Contracting Officer. COR and FAA Task Manager have ten business days to inspect the work and either report deficiencies or accept the deliverable as meeting all requirements. FMCS must correct deficiencies that are not a result of a change in user requirements or specifications and redeliver the document(s) to the FAA within ten days of notification by the FAA that deficiencies were found.

ARTICLE 7. FINANCIAL OBLIGATIONS

A. Base Funding. FAA agrees to reimburse FMCS no more than the amount in the Prism Award Document for FMCS to carry out its responsibilities under this agreement for Tasks 1-4. The FAA's liability to make payments to FMCS is limited to the amount of funds obligated hereunder, including written modifications to this Agreement.

B. FMCS is not required to provide services or incur costs beyond the funding level set forth in Article 7.A.

- C. FAA may, at its sole discretion, exercise an option to retain FMCS to facilitate change management services set forth in Optional Task 5 (see Article 5.A). If the option is exercised, the FAA agrees to execute a modification to this IAA to reimburse FMCS for the estimated cost of the change management services set forth as Optional Task 5 in Article 5.A and Deliverables associated in Optional Task 5 in Article 6 with such amount not to exceed the amount in the Prism document.
- D. Should this IAA be terminated, or the effort completed at a cost less than the agreed-to estimated cost, FMCS shall account for any unspent funds within one (1) year after completion of all effort under this IAA, and promptly thereafter, at FAA's option return any unspent funds to FAA or apply any such unspent funds to other activities under the Reimbursable Interagency Agreement. Return of unspent funds will be processed via Electronic Funds Transfer (EFT) in accordance with 31 C.F.R. Part 208.

ARTICLE 8. TERM OF IAA

This IAA becomes effective upon the date of the last signature below ("Effective Date") and shall remain in effect for one year, with such option period, if exercised, of one (1) year.

ARTICLE 9. RIGHT TO TERMINATE

Either Party may unilaterally terminate this IAA, with or without cause and without incurring any liability or obligation to the terminated party (other than payment of amounts due and owing and performance of obligations accrued on or prior to the termination date), by providing thirty (30) calendar days written notice to the other Party. Upon receipt of a notice of termination, the receiving party must take immediate steps to stop the accrual of any additional obligations, which might require payment.

ARTICLE 10. POINTS OF CONTACT

The following personnel are designated as the Points of Contact between the Parties in the performance of this IAA.

**FEDERAL MEDIATION AND
CONCILIATION SERVICE**

**THE FEDERAL AVIATION
ADMINISTRATION**

Contracts Points of Contact

FMCS

LP Poppendeck Commissioner

The Federal Aviation Administration

Stephen Mostow

Contracting Officer, AFN/406

Management Points of Contact

FMCS

Josh Flax

Chief Strategy Officer

202-606-5476

jflax@fmcs.gov

The Federal Aviation Administration

Gonca Birkan

COR

800 Independence Avenue SW

Washington, DC 20553

Phone: 202-267-3654

Gonca.birkan@faa.gov

Technical Points of Contact

FMCS

William H. Shields

Budget Director

250 E St SW, Washington DC 20427

202-606-3635

wshields@fmcs.gov

The Federal Aviation Administration

Donald Scata

Manager, Noise Division (AEE-100)

800 Independence Avenue SW

Washington, DC 20553

202-267-3281

donald.scata@faa.gov

ARTICLE 11. MODIFICATIONS

Any modification to this IAA must be executed, in writing, and signed by a FAA Contracting Officer and the Approving Official of FMCS or their duly authorized representatives acting within the scope of their authority. No oral statement by any person will be interpreted as modifying or otherwise affecting the terms of this Agreement.

ARTICLE 12. PROTECTION OF INFORMATION

The parties agree that they must take appropriate measures to protect proprietary, privileged, or otherwise confidential information that may come into their possession as a result of this Agreement.

ARTICLE 13. SPECIAL CONSIDERATIONS

ELECTRONIC SIGNATURES

The Parties acknowledge and agree that this IAA may be executed by electronic signature, which shall be considered as an original signature for all purposes and will have the same force and effect as an original signature. An "electronic signature" must include, but is not limited to, faxed versions of an original signature or electronically signed or scanned and transmitted versions (e.g., via pdf) of an original signature.

SERVICE DELIVERY

Upon the FAA's request, FMCS services will be provided in-person. However, if FMCS determines in-person services create an unsafe work environment or if in-person services are not allowed pursuant to law, regulation, or White House memo, FMCS will notify the FAA and services shall be performed virtually."

ARTICLE 14. SIGNATORY AUTHORITY

Approved and authorized on behalf of each Party by:

FEDERAL MEDIATION AND
CONCILIATION SERVICE

THE FEDERAL AVIATION
ADMINISTRATION

BY: _____
Josh Flax Chief Strategy Officer
Chief Strategy Officer

BY: *Stephen Mostow*

Stephen Mostow
Contracting Officer, AFN/406

DATE: 01 Sep 2022

DATE: _____