

## 52.237-3 Continuity of Services.

As prescribed in [37.110\(c\)](#), insert the following clause:

Continuity of Services (Jan 1991)

(a) The Contractor recognizes that the services under this contract are vital to the Government and *must* be continued without interruption and that, upon contract expiration, a successor, either the Government or another contractor, *may* continue them. The Contractor agrees to-

(1) Furnish phase-in training; and

(2) Exercise its best efforts and cooperation to effect an orderly and efficient transition to a successor.

(b) The Contractor *shall*, upon the *Contracting Officer's* written notice, (1) furnish phase-in, phase-out services for up to 90 days after this contract expires and (2) negotiate in good faith a plan with a successor to determine the nature and extent of phase-in, phase-out services required. The plan *shall* specify a training program and a date for transferring responsibilities for each division of work described in the plan, and *shall* be subject to the *Contracting Officer's* approval. The Contractor *shall* provide sufficient experienced personnel during the phase-in, phase-out period to ensure that the services called for by this contract are maintained at the required level of proficiency.

(c) The Contractor *shall* allow as many personnel as practicable to remain on the job to help the successor maintain the continuity and consistency of the services required by this contract. The Contractor also *shall* disclose necessary personnel records and allow the successor to conduct on-site interviews with these employees. If selected employees are agreeable to the change, the Contractor *shall* release them at a mutually agreeable date and negotiate transfer of their earned fringe benefits to the successor.

(d) The Contractor *shall* be reimbursed for all reasonable phase-in, phase-out costs (*i.e.*, costs incurred within the agreed period after contract expiration that result from phase-in, phase-out operations) and a fee (profit) not to exceed a pro rata portion of the fee (profit) under this contract.

(End of clause)

**Parent topic:** [52.237 \[Reserved\]](#)