

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing a Modification to the Contract with Conduent State & Local Solutions, Inc. for an Aggregate Not-to-Exceed Amount of \$103,903,410.13

WHEREAS, the Ohio Turnpike and Infrastructure Commission (“Commission”) approved a Strategic Plan for modernizing its Toll Collection System (“Strategic Plan”) under Resolution No. 57-2017, adopted December 18, 2017, that identified implementing open road tolling through a new hybrid roadside Toll Collection System (“TCS”) and the need to upgrade the supporting Customer Service Center (“CSC”) System; and

WHEREAS, through Resolution 46-2020, the Commission awarded the Toll Collection System Implementation and Maintenance Contract (“TCS Contract”), designated as Project No. 64-20-01, to Conduent State & Local Solutions, Inc., (“Conduent”), and authorized the Executive Director to execute the TCS Contract with Conduent in three phases, as follows:

Phase I – Through the Successful Completion of the System Acceptance Test and Approved Report, and Host and TP49 Commission Testing in the total maximum amount of \$31,682,555.76.

Phase II – Through the Successful Completion of the Final Acceptance Test and Approved Report in the total maximum amount of \$24,217,836.38.

Phase III – Warranty and 5-Year Maintenance Period, including three 2-year Optional Maintenance Terms for the TCS, including the Warranty and Maintenance and Optional Maintenance Terms for the Optional Items, and the End of Term Transition in the total maximum amount of \$45,219,735.13; and

WHEREAS, the parties entered into the TCS Contract, dated June 22, 2020, which has subsequently been amended by the parties; and

WHEREAS, a summary of the services and fees approved to date, as well as the services and fees proposed by this Resolution, is set forth below:

SERVICES/FEES APPROVED TO DATE

CONTRACT	SERVICES	FEE PROPOSAL	APPROVAL	AMOUNT
Original Contract – Phase I	Phase I Services (described above)	March 25, 2020	Resolution No. 46-2020	\$31,682,555.76
Amendment No. 1	Modification to deliverables, invoicing schedule and payment milestones for TCS design services		Executive Director	N/A
Amendment No. 2	Modification to deliverables and milestones for Weigh-in-Motion (WIM) lanes	February 8, 2021	Executive Director	\$212,591.00
Original Contract – Phase II	Phase II Services (described above)	March 25, 2020	Resolution No. 67-2021	\$24,564,695.38
Amendment No. 3	Modification for installation of additional Lane Control Signals	February 24, 2022	Executive Director	\$276,952.13
Original Contract-Phase III	Phase III Services (described above)	March 25, 2020	Resolution No. 59-2023	\$45,363,615.95

Amendment No. 4	Modification to Phase II Services - Uninterruptible Power Supply System (UPS) installation and maintenance	March 28, 2023	Resolution No. 59-2023	\$697,400.04
			TOTAL	\$102,797,810.26

PROPOSED SERVICES/FEEES

CONTRACT	SERVICES	FEE PROPOSAL	APPROVAL	AMOUNT
<i>Amendment No. 5</i>	<i>Approving Change Orders 4-9</i>	<i>Various Dates</i>	<i>Proposed</i>	<i>\$1,105,599.87</i>

**TOTAL
CONTRACT
AMOUNT:** \$103,903,410.13

WHEREAS, the Senior Manager of Toll Technology has determined that there are five (5) additional change orders required to enhance and improve the operations of the TCS, and one (1) change order required to address operational necessities in lanes at TP 239 related to project schedule delays; and

WHEREAS, Conduent submitted a fee proposal dated November 22, 2024, for Equipment, installation, software programming, and testing required due to delayed Go-Live and the need to operate lanes with automatic ticket issuance until Go-Live (“Change Order #4”), in the amount of \$156,428.22, which amount the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director has determined to be reasonable and appropriate; and

WHEREAS, Conduent submitted a fee proposal dated December 12, 2023, for Software programming, testing and documentation required for new Class 8 vehicle classification to ensure that LCVs cannot enter the system with a non-LCV tag, (“Change Order #5”) in the amount of \$198,992.72, which amount the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director determined to be reasonable and appropriate; and

WHEREAS, Conduent submitted a fee proposal dated November 13, 2024, for Software programming, testing and documentation required to provide the ability for a toll collector to manually classify a vehicle as Class 8 (“Change Order #6”) in the amount of \$135,300.24, which amount the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director determined to be reasonable and appropriate; and

WHEREAS, Conduent submitted a fee proposal dated May 12, 2025, for Software programming, to integrate a new Kapsch reader for remote and back gates. This is required due to the obsolescence of the older Kapsch mGate reader in use with TCS. (“Change Order #7”) in the amount of \$257,635.16, which amount the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director determined to be reasonable and appropriate; and

WHEREAS, Conduent submitted a fee proposal dated March 20, 2025, for Software changes to apply special processing rules on E-ZPass trips for orphan trips, use information from travel patterns from previous trips to create a normal trip, and automatically avoid a MaxFare charge for E-Z Pass® customers (“Change Order #8”) in the amount of \$114,707.86, which amount the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director determined to be reasonable and appropriate; and

WHEREAS, Conduent submitted a fee proposal dated April 8, 2025, for Equipment, installation, configuration, testing and maintenance of three violation enforcement cameras and related equipment in one (1) additional exit lane at three plazas (TP 91, TP 118, and TP 140) for Toll Operations to operate these lanes as E-Z Pass® only lanes (“Change Order #9”) in the amount of \$242,535.67, which includes equipment, installation, configuration, testing, and maintenance for the term of the contract, which amount the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director determined to be reasonable and appropriate; and

WHEREAS, Change Orders 4 through 9 listed above are in the total amount of \$1,105,599.87; and

WHEREAS, Commission action is necessary to approve Change Orders 4 through 9 in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws because the amount of the change orders, in addition to previously approved modifications, exceed the greater of 10% of the original contract amount or \$150,000.00; and

WHEREAS, the Commission's Executive Director concurs with the recommendations of the Senior Manager of Toll Technology and Chief Engineer/Deputy Executive Director and recommends that the Commission authorize Change Orders 4 through 9 to the TCS Contract in accordance with the fee proposals described above; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Commission that the fee proposals from Conduent State & Local Solutions, Inc. to perform additional services under Change Orders 4 through 9, as specifically described in the recitals, under Project No. 64-20-01 in the amount of \$1,105,599.87 are accepted and approved, and the Executive Director is authorized to amend the TCS Contract with Conduent State & Local Solutions, Inc. to perform such additional services in accordance with the terms and conditions of the existing Contract and Conduent State & Local Solutions, Inc.'s fee proposals described in the recitals, resulting in an aggregate not-to-exceed contract amount of \$103,903,410.13.

(Resolution No. 68-2025 adopted May 19, 2025)