

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Awarding the Toll Collection System Implementation and Maintenance Contract to Conduent State & Local Solutions, Inc. And Authorizing Phase I in the Total Maximum Amount of \$31,682,556 and Authorization to enter into an Escrow Agreement pursuant to said Contract

WHEREAS, the 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, the Strategic Plan outlined the course of action for the Commission personnel to prioritize the modernization of the CSC System to enhance customer experience and security in the near term while concurrently allowing for the longer-term physical design and construction of the necessary infrastructure for the new TCS; and

WHEREAS, the Commission issued its Request for Proposals No. 1-2019 to Furnish, Integrate and Maintain a Toll Collection System on October 4, 2019 (the “RFP”) seeking offers to deliver a modernized TCS and maintenance services solution for a six-year period with the Commission having options to renew the maintenance services for up to three (3) additional renewal periods with a term of up to two (2) years each; and

WHEREAS, the Commission received three proposals in response to the RFP, which an Evaluation Team, consisting of the Chief Engineer, CFO/Comptroller, Director of Audit and Internal Control, Director of Toll Operations, Chief Information Officer, Traffic Engineer, and Chief Technology Officer (collectively, the “Evaluation Team”), reviewed in accordance with the process described in the RFP with the assistance of its consultants from Stantec; and

WHEREAS, the Evaluation Team concluded that Conduent State & Local Solutions, Inc., a New York corporation (“Conduent”), submitted the Proposal that offers the best value to the Commission in terms of team capabilities, experience, technical design, project implementation, project schedule, transition, maintenance approach and price; and

WHEREAS, as explained in its April 9, 2010 memo to the Executive Director, a copy of which is attached hereto and incorporated herein, the Evaluation Team recommends that the Commission award to Conduent the Toll Collection System Implementation and Maintenance Contract (the “TCS Contract”) to deliver and maintain the proposed modernized TCS System on the terms as set forth in the TCS Contract attached hereto and incorporated herein; and

WHEREAS, the TCS Contract is in the total maximum amount of \$101,120,128, which is comprised of those items listed in Exhibit C to the TCS Contract, attached hereto and incorporated herein; and

WHEREAS, the Evaluation Team recommends authorizing the TCS Contract 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 \$31,682,556;

Phase II – Through the Successful Completion of the Final Acceptance Test and Approved Report in the total maximum amount of \$24,217,837;

Phase III – Warranty and 5-Year Maintenance Period, including Optional Maintenance Terms and End of Term Transition in the total maximum amount of \$45,219,735; and

WHEREAS, in connection with and pursuant to the TCS Contract, Conduent will be required to deposit into escrow its software application code for the operation of the TCS with an escrow agent mutually agreeable to the Commission (“Escrow Agent”) as required by the TCS

Contract, which shall be subject to such terms and conditions necessary and appropriate to protect the continuity of operating the TCS in the event of a default by Conduent under the TCS Contract;

WHEREAS, the General Counsel has determined that the proposals submitted in response to the RFP were solicited on the basis of the same terms, conditions and specifications, that Conduent submitted a bid guarantee and performance bond with good and sufficient surety, and that the proposal of Conduent conforms to the requirements of Ohio Revised Code Sections 5537.07, 9.312 and 153.54; and

WHEREAS, the Office of Equity and Inclusion Manager found that Conduent has made a good faith effort to attain the participation of small or otherwise disadvantaged businesses on the TCS Contract; and

WHEREAS, on March 9, 2020, Governor Mike DeWine issued Executive Order 2020-01D declaring a State of Emergency for the entire State of Ohio in response to the COVID-19 pandemic; and

WHEREAS, on March 22, 2020, Amy Acton, MD, MPH, Director of Health for the Ohio Department of Health, issued a “Stay at Home Order” which expired on May 1, 2020, requiring individuals to stay home unless engaged in Essential Activities, Essential Governmental Functions or to operate Essential Businesses and Operations; and

WHEREAS, under the Stay at Home Order, the Ohio Turnpike and Infrastructure Commission (“Commission”) continued operations as Essential Infrastructure and Essential Governmental Functions and further determined that its contractors and service providers must continue to perform services and supply goods and materials to the Commission as Essential Infrastructure, Critical Trades, Supplies for Essential Business and Operators and/or Essential Critical Infrastructure Workers; and

WHEREAS, on April 30, 2020, Director Acton issued the “Director’s Stay Safe Ohio Order,” in effect through May 29, 2020, which permits governmental entities to continue operations subject to Sector Specific COVID-19 Information and Checklist for Businesses/Employees requiring measures such as, ensuring 6 feet between employees, daily symptom assessments of employees, wearing face coverings, regular handwashing, disinfecting work stations and common areas, changing shift patterns, working from home when possible, among others; and

WHEREAS, the Chief Engineer has issued a memorandum to the Commission’s contractors regarding required work site measures that comply with the “Director’s Stay Safe Ohio Order” and this memorandum is available on the Commission’s website at <https://www.ohioturnpike.org/business/doing-business-with-us/construction-projects>; and

WHEREAS, the Commission finds that the TCS Contract approved pursuant to this Resolution is necessary for the Commission to continue its operations and complies with the “Director’s Stay Safe Ohio Order” and that the work to be performed under the contract shall comply with the requirements of the “Director’s Stay Safe Ohio Order” and the Commission’s work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, Commission action is necessary to approve the TCS Contract in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws because the amount of the bids received require an expenditure that will exceed \$150,000.00; and

WHEREAS, the Commission’s Executive Director concurs with the recommendations of the Evaluation Team that the Commission approve the award of the TCS Contract to Conduent to deliver and maintain the proposed modernized TCS in accordance with the terms and conditions of the attached form of TCS Contract; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED by the Ohio Turnpike and Infrastructure Commission that Conduent is hereby awarded the TCS Contract, a copy of which is attached hereto and incorporated herein, to provide a modernized TCS, and that this TCS Contract is approved as proposing the best value to the Commission, and that the Executive Director is authorized to execute the TCS Contract with Conduent for Phase I of the TCS consisting of the Successful Completion of the System Acceptance Test and Approved Report, and Host and TP49 Commission Testing in the maximum total amount of \$31,682,556; and further said TCS Contract (attached hereto) is hereby approved with such changes or insertions therein not inconsistent with this Resolution and not substantially adverse to the Commission as may be permitted by this Resolution and approved, upon advice of General Counsel to the Commission and by the Executive Director; and

FURTHER RESOLVED that the Executive Director is authorized, upon advice of General Counsel to the Commission, to negotiate and execute and deliver a contract with an Escrow Agent as required by the TCS Contract, and subject to such terms and conditions necessary and appropriate to protect the continuity of operating the TCS in the event of a default by Conduent under the TCS Contract; and

FURTHER RESOLVED that the Executive Director has the authority under Article V, Section 1.00 of the Commission's Code of Bylaws to further the contract in a manner that does not exceed the greater of the Executive Director's contracting authority or ten percent of the approved contract amount, and authorize such extra work or change orders under said contract as a result of an increase in necessary quantities, newly mandated requirements that did not exist at the time of original contract awards, or circumstances that would create a life, safety, or health threatening situation or would unduly delay the completion of the project or increase its costs.

FURTHER RESOLVED that awarding the TCS Contract to Conduent is necessary to continue the operations of the Ohio Turnpike and complies with the Director's Stay Safe Ohio Order and this Commission further requires that the work to be performed under the contract shall comply with the requirements of the Director's Stay Safe Ohio Order and the Commission's work site memorandum, as may be amended from time to time, unless or until such order is lifted entirely.

(Resolution No. 46-2020 adopted June 15, 2020)

EXHIBIT C
MAXIMUM TOTAL AMOUNT



Ohio Turnpike and Infrastructure Commission

Toll Collection System

Pricing Proposal Templates

SHEET 1 - TCS COST SUMMARY

(TO BE COMPLETED IN ENTIRETY BY RESPONDENTS)

Item	Description	Unit	Total Cost
1	Mobilization (not to exceed 5% of the Contract Value, i.e. total of Items 2, 3, 4, 5, and 7)	Lump Sum	\$ 2,930,283.96
2	Performance Bond	Lump Sum	\$ 472,026.38
3	Software and Hardware	Lump Sum	\$ 27,810,678.63
4	System Implementation	Lump Sum	\$ 19,438,260.99
5	Warranty and Maintenance (Warranty Year plus 5 Year Initial Term)	6 Year Total	\$ 18,039,251.90
6	Optional Maintenance (3 Two-Year Terms)	6 Year Total	\$ 20,307,621.10
7	End of Term Transition	Lump Sum	\$ 130,503.29
8	Optional Items	Lump Sum	\$ 5,249,142.17
9	Warranty and Maintenance (Warranty Year plus 5 Year Initial Term): Optional Items Only	Lump Sum	\$ 3,125,107.93
10	Optional Maintenance (3 Two-Year Terms): Optional Items Only	Lump Sum	\$ 3,617,250.91
TOTAL TCS COST			\$ 101,120,127.27

<u>Conduent, Inc.</u>		
Name of Respondent (company/entity name)		
Signature of Authorized Representative (wet signature)		
Vice President		
Title		
3/25/2020		
Date		