

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Agreement with Huntington Merchant Services LLC for Credit Card Processing Services for the Estimated Annual Fee of \$5,750,000 for Three Years with the Option to Renew for Three Additional Two-Year Terms

WHEREAS, Ohio E-ZPass customer accounts are replenished by charging the customer's credit card on file and credit cards are also accepted in all staffed exit lanes, at automated toll payment machines, and on the Commission's website for permit payments;

WHEREAS, the annual number of transactions processed using a credit card has increased from 472,000 in 2010 to approximately 5.6 million in 2020; and

WHEREAS, new credit card readers will be provided with the installation of the new toll collection system; and

WHEREAS, the CFO/Comptroller determined that it would be most efficient to transition to a new credit card process in conjunction with the installation of the new toll collection system and to enter into a contract with a credit card processor that has the capacity to service the Commission's customers, but at a reasonable merchant fee; and

WHEREAS, on January 8, 2021, the Commission issued its Request for Proposals No. 1-2021 ("RFP") for Credit Card Processing Services for an initial contract term of three years, which may be extended for three additional, two-year periods; and

WHEREAS, on February 5, 2021, nine respondents submitted proposals to provide the Credit Card Processing Services to the Commission; and

WHEREAS, an Evaluation Team comprised of the CFO/Comptroller, Director of Audit and Internal Control, Chief Technology Officer and Assistant Comptroller conducted the technical review of the proposals submitted, and Stantec, as the Commission's Toll Collection System Integrator, provided input during the review; and

WHEREAS, based on the technical review, the Evaluation Team awarded the highest technical score to Huntington Merchant Services, LLC, of Alpharetta, Georgia, determining it to be the most qualified to perform the Credit Card Processor Services, which also includes the following contractual arrangements: (1) Huntington Merchant Services, LLC uses Fiserv Corporation for its payment processing which is the largest payment processor in the United States; (2) Fiserv Corporation owns CardConnect which provides credit card tokenization services to the Commission's recently implemented Customer Service Center software; and (3) Huntington Bank N.A. is the Commission's current depository banks which will enable to the Commission to receive deposits for credit card transactions on the next business day; and

WHEREAS, the Evaluation Team decided to negotiate Huntington Merchant Services, LLC's price proposal and Huntington Merchant Services, LLC and Fiserv Corporation agreed to rates as set forth on Exhibit A attached hereto and incorporated herein, *plus* a pass through of all interchange fees; and

WHEREAS, the Evaluation Team negotiated with Huntington Merchant Services, LLC the form of contract that is attached hereto as Exhibit B, which incorporates Huntington Merchant Services, LLC's technical proposal and pricing proposal; and

WHEREAS, as a result of this competitive process, the Evaluation Committee has concluded that the technical and pricing proposals submitted by Huntington Merchant Services, LLC offers the best value in terms of service and price and recommends that a contract be entered into with that company; and

WHEREAS, based on the projected number of credit card charges, the Evaluation Team estimates that the expenditures under the contract to be awarded for Credit Card Processing

Services will exceed \$150,000.00 annually and, therefore, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission action is necessary for said award; and

WHEREAS, the Staff Attorney has determined that all legal requirements have been performed and that the aforesaid proposals were solicited on the basis of the same terms, conditions and specifications with respect to all respondents and that the Commission may legally enter into a contract with Huntington Merchant Services, LLC; and

WHEREAS, the Executive Director has reviewed the report of the Evaluation Committee and concurs with the recommendation that the Agreement for Credit Card Processing Services be awarded to Huntington Merchant Services, LLC; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that Huntington Merchant Services, LLC is awarded the contract to furnish Credit Card Processing Services in the form of the contract attached hereto and incorporated herein as Exhibit B and is approved as offering the best value to the Commission, and that the Executive Director is authorized to execute said contract in the maximum total amount of \$80,500,000; and further said the contract is approved subject to changes or insertions not inconsistent with this Resolution and not materially adverse to the Commission as may be permitted by this Resolution and approved, upon advise of General Counsel to the Commission, and agreed to by the Executive Director; 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 award, 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.

(Resolution No. 41-2021 adopted June 21, 2021)