

TCS MODERNIZATION PROJECT

OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION

Resolution Authorizing Conduent State & Local Solutions, Inc. to Perform Phase III Services for the Toll Collection System and Approving a Contract Modification in the Aggregate Not-to-Exceed Amount of \$102,797,810.26

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, 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., a New York corporation (“Conduent”), and authorized the Executive Director to execute the TCS Contract with Conduent; and

WHEREAS, the Evaluation Team recommended 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 \$31,682,555.76;

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/FEEES 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 |

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| | | | TOTAL | \$56,736,794.27 |
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PROPOSED SERVICES/FEEES

| CONTRACT | SERVICES | FEE PROPOSAL | APPROVAL | AMOUNT |
|-----------------------------|--|---------------------|--|------------------|
| Original Contract-Phase III | Phase III Services (described above) | March 25, 2020 | <i>Proposed</i> | \$45,363,615.95* |
| Amendment No. 4 | Modification to Phase II Services - Uninterruptible Power Supply System (UPS) installation and maintenance | March 28, 2023 | <i>Proposed</i> | \$697,400.04 |
| | | | TOTAL AMOUNT OF PROPOSED FEES FOR PHASE III AND AMENDMENT NO. 4 | 46,061,015.99 |
| | | | TOTAL CONTRACT AMOUNT | \$102,797,810.26 |

*The Phase III amount includes the original \$45,219,735.13 plus \$62,280.84 and \$81,599.98 for warranty and maintenance of the Lane Controller Signals (Amendment 3) and the UPS systems added under proposed Amendment No. 4

WHEREAS, Conduent submitted a fee proposal dated March 28, 2023, to perform additional Phase II services for furnishing and installing UPS systems (“UPS Services”) in the amount of \$697,400.04, which includes credits for non-performed work as described in the Chief Engineer’s memorandum included in the Commission’s materials, which amount the Chief Engineer has determined to be reasonable and appropriate; and

WHEREAS, the Chief Engineer recommends that the Commission authorize Conduent to proceed with Phase III of the TCS Contract in the amount of \$45,219,735 and further approve the additional Lane Controller Signal and UPS Services warranty and a 5-Year Maintenance Period, including three 2-year Optional Maintenance Terms, in the total amount of \$143,880.82; and

WHEREAS, Commission action is necessary to authorize Phase III of the TCS Contract and to approve the additional UPS Services in accordance with Article V, Section 1.00 of the Commission’s Code of Bylaws because the amount of the expenditures 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 Chief Engineer that the Commission authorize Conduent to proceed with Phase III of the TCS Contract in accordance with the terms and conditions of the TCS Contract, as amended, and also approve the additional UPS Services; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that Conduent State & Local Solutions, Inc. is authorized to perform the Phase III Services under the Toll Collection System Implementation and Maintenance Contract and amendments thereto in the amount of \$45,363,615.95; and

FURTHER RESOLVED, by the Commission that the proposal from Conduent State & Local Solutions, Inc. dated March 28, 2023, to perform additional UPS Services, specifically described in the recitals, under Project No. 64-20-01 in the amount of \$697,400.04 is 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 proposal dated March 28, 2023, resulting in an aggregate not-to-exceed contract amount of \$102,797,810.26.

(Resolution No. 59-2023 adopted June 20, 2023)