

## OHIO TURNPIKE COMMISSION

### Resolution Directing the Executive Director to Take Immediate Action Concerning Extension of Ross Systems, Inc. and Now Solutions, Inc. Software Maintenance Agreements

WHEREAS, pursuant to Resolution No. 68-1996 adopted on November 12, 1996, the Commission authorized an Agreement with Ross Systems, Inc. of Atlanta, Georgia ("Ross Systems") to furnish and install software for an Integrated Business Application System, incorporating six different modules to assist in the performance of the Commission's equipment maintenance, financial reporting, inventory, purchasing, human resources and payroll functions; and

WHEREAS, the Agreement also included a twenty-year software license (through 2016) and all necessary software maintenance and support services; and

WHEREAS, in 2001, a portion of Ross Systems' business pertaining to the software modules related to human resources ("HR") and payroll was purchased by a company known as Now Solutions, Inc. of Toronto, Canada ("Now Solutions"); and

WHEREAS, since that time, Ross Systems has maintained and supported the software modules used for the performance of equipment maintenance, financial reporting, inventory and purchasing functions, and Now Solutions has maintained and supported the software modules used for the performance of HR and payroll functions; and

WHEREAS, the most recent renewal of the Ross Systems and Now Solutions Maintenance Agreements occurred in December 2007, via Resolution 47-2007, under which the Commission authorized renewals for a three-year period, which period expires December 31, 2010; and

WHEREAS, upon expiration of the current Maintenance Agreement with Ross Systems, the annual fees for maintenance and support services may increase by a maximum escalator of 7%, however, the Commission has determined that it can enjoy considerable cost savings by reducing the number of Ross user licenses; and

WHEREAS, costs for annual renewals of Ross Systems' software maintenance and support services will, therefore, decrease to **\$64,000.00** for 2011 and will increase by 7% for 2012 to **\$68,480.00** and 7% for 2013 to **\$73,273.60**; and

WHEREAS, maintenance and support services provided by Now Solutions will be billed at the annual rate of \$26,250, with a maximum annual fee escalator of 5% per year, unless the three-year amount is paid up front, in which case the entire amount will be reduced by 7.5% to a total of **\$76,545.00**; and

WHEREAS, the CFO/Comptroller, the Director of Human Resources and the Director of Information Systems are all satisfied with the performance of the Integrated Business Application Systems applicable to their respective departmental operations, and agree that the Commission should renew the Maintenance Agreements with Ross Systems and Now Solutions as negotiated; and

WHEREAS, the Director of Contracts Administration also advises that both Ross Systems and Now Solutions have indicated compliance with new Executive Order 2010-09S Banning the Expenditure of Public Funds for Off-shore Services; and

WHEREAS, because proposed expenditures under these Maintenance Agreement extensions will exceed \$150,000.00, in accordance with Article V, Section 1.00 of the Commission's Code of Bylaws, Commission approval to extend these respective Maintenance Agreements is requested; and

WHEREAS, the Commission's Executive Director has reviewed the reports submitted by Commission staff, and, predicated upon such analysis, has recommended to the Commission that

the Maintenance Agreements with both Ross Systems and Now Solutions be extended as outlined herein; and

WHEREAS, the Commission has duly considered such recommendations.

NOW, THEREFORE, BE IT

RESOLVED that the Executive Director and Director of Contracts Administration are authorized to enter into annual extensions of the original Maintenance Agreement with **Ross Systems, Inc.** of **Atlanta, Georgia** in amounts not to exceed **\$64,000.00 for 2011, \$68,480.00 for 2012** and **\$73,273.60 for 2013** under which Ross Systems shall provide continued maintenance and software support services for the software modules used to perform the Commission's equipment maintenance, financial reporting, inventory and purchasing functions; and

FURTHER RESOLVED that the Executive Director and Director of Contracts Administration are authorized to enter into a three-year extension of the original Maintenance Agreement with **Now Solutions, Inc.** of **Toronto, Canada** for **calendar years 2011, 2012 and 2013** in the total amount of **\$76,545.00**, under which Now Solutions shall provide continued maintenance and software support services for the software modules used to perform the Commission's HR and payroll functions.

**(Resolution No. 46-2010 adopted November 15, 2010)**