

## **OHIO TURNPIKE AND INFRASTRUCTURE COMMISSION**

### **Resolution Authorizing the Amendment to Extend the Contract for Toll Collection System Maintenance with TransCore in the Total Not-to-Exceed Amount of \$5,872,938**

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, during the State of Emergency, the Commission continued operations as Essential Infrastructure and Essential Governmental Functions under orders issued by the Director of Health, specifically the “Director’s Stay Safe Ohio Order,” dated April 30, 2020, and the “Updated and Revised Order for Business Guidance and Social Distancing,” dated May 29, 2020; and

WHEREAS, on April 5, 2021, the Director of Health rescinded several health orders, including those under which the Commission was continuing its operations, and issued a new order titled “Director’s Order for Social Distancing, Facial Coverings and Non-Congregating” which was amended on April 9, 2021 and April 27, 2021 and contains requirements applicable to all Ohioans to prevent the spread of COVID-19, including requirements for wearing face coverings, social distancing, congregating, sanitation, large gatherings, signage (i.e., requiring masks), ventilation in buildings accessible to the public, procedures for confirmed cases, and more; and

WHEREAS, in 2008 and in conjunction with Project No. 64-08-01, the Commission conducted a Request for Proposal (“RFP”) process to select an integrator to furnish, install, and maintain a new Toll Collection System (“TCS”) and Customer Service Center (“CSC”), which included an Automated Toll Payment Machine (“ATPM”) subsystem; and

WHEREAS, as a result of the RFP, the Commission determined TransCore, LP (“TransCore”) to have submitted the best response, and the parties thereafter entered a certain “Form Contract for Toll Collection System and Customer Service Center” executed and delivered by said parties on May 12, 2008 (“Original Contract”); and

WHEREAS, the parties, under the authority of Resolution No. 3-2011, executed the First Addendum to the Original Contract under which TransCore, commencing June 1, 2011, began providing Maintenance and Repair Services for the TCS and CSC over a five-year period, with an option to renew for an additional five-year term; and

WHEREAS, the parties, under the authority of Resolution No. 35-2012, executed the Second Addendum to the Original Contract for TransCore to furnish, install, integrate, and warranty the ATPMs in accordance with the terms and conditions of the Original Contract; and

WHEREAS, by letter dated September 30 2016, the Commission terminated the Telecommunications System Maintenance Services portion of the Original Contract; and

WHEREAS, as permitted by the First Addendum, the parties renewed the Maintenance and Repairs Services for the TCS and CSC for an additional five-year term, which is set to expire on May 31, 2021; and

WHEREAS, the Original Contract as has been modified, amended and supplemented from time to time by the agreement of the parties is herein after referred to the “Master Contract;” and

WHEREAS, pursuant to Resolution 1-2019, the Commission entered into a certain Contract for Customer Service Center System Delivery and Maintenance dated February 20, 2019 (“2019 CSC Contract”) with TransCore, LP wherein TransCore has an obligation to deliver and maintain the Commission’s CSC; and

WHEREAS, the Commission is in the process of modernizing its Toll Collection System, which includes the acquisition and installation of new toll collection equipment in all of the lanes at each toll plaza across the Ohio Turnpike, and the Commission requires the maintenance of the current TCS until the full installation and “go live” of the new TCS equipment can be effectuated; and

WHEREAS, TransCore has submitted a Proposal dated January 2021, revised May 5, 2021 (the “Proposal”) for Extension of Toll Collection System Maintenance Contract, as well as a Maintenance Contract Transition Amounts Chart, to provide continuation of such Maintenance and Repairs Services of the TCS (but not the CSC) until such time as the full transition to the new Toll Collection System, and a copy of said Proposal is attached hereto and incorporated herein as Exhibit A; and

WHEREAS, the Proposal sets forth a matrix of rates which are gradually reduced over time as the Commission approaches full integration of the new Toll Collection System, the greatest of which is \$211,207.25 per month; and

WHEREAS, TransCore shall complete all of its services under the amended Master Contract not later than December 31, 2023; and

WHEREAS, the Chief Technology Officer led a review of the Proposal, along with the Director of Toll Operations, the Chief Information Officer, the Chief Engineer, the Chief Financial Officer and the Director of Internal Audit (collectively, the “Evaluation Committee”), which jointly recommends, and the Executive Director agrees, that the Commission find and determine that the amendment to extend the Contract for Toll Collection System (but not the CSC) is necessary for the Commission to continue its operations and that all activities required to perform the contract described herein shall comply with the requirements of the “Director’s Amended Order for Social Distancing, Facial Coverings and Non-Congregating,” as may be amended from time to time, unless or until such order is lifted entirely; and

WHEREAS, Commission action is necessary under Article V, Section 1.00 of the Commission’s Code of Bylaws because the expenditure required to extend the Maintenance Contract exceeds \$150,000.00.

NOW, THEREFORE, BE IT

RESOLVED, by the Ohio Turnpike and Infrastructure Commission that the amendment to extend the Contract for Toll Collection System and Customer Service Center, including the ATPM subsystem, monthly reimbursement for overtime labor for after-hours responses and monthly reimbursement for parts not in inventory, in the total not to exceed amount of \$5,872,938, in substantially the same terms and conditions as set forth in the Proposal attached hereto and incorporated herein as Exhibit A, including any further changes to the Proposal that are in the best interest of the Commission as may be determined by the Executive Director, is approved; and

FURTHER RESOLVED, that the Commission finds and determines that all activities related to the amendment to extend the Contract for Toll Collection System and Customer Service Center, as authorized above, shall comply with the requirements of the “Director’s Amended Order for Social Distancing, Facial Coverings and Non-Congregating,” as may be amended from time to time, unless or until such order is lifted entirely.

**(Resolution No. 31-2021 adopted May 17, 2021)**