

**52990**

Date: October 19, 2016

To: The Honorable Board of Acquisition and Contract

From: Ann Marie Berg  
Commissioner of Finance

Re: Resolution authorizing the County of Westchester to rescind the resolution approved August 25, 2016 and to authorize the County of Westchester to amend its agreement with TALX Corporation, a provider of Equifax Workforce Solutions, to provide necessary software and services to the County for compliance with the Affordable Care Act's employer mandates in order to extend the term of the agreement and increase the amount not-to-exceed to \$117,000 for the extended period.

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By resolution approved on July 23, 2015 (the "July 23<sup>rd</sup> Resolution") your Honorable Board authorized the County of Westchester, acting by and through the Department of Finance (the "Department"), to enter into an agreement with TALX Corporation, a provider of Equifax Workforce Solutions ("EWS"), a Missouri corporation, pursuant to which EWS agreed to provide the necessary software and services to the County for compliance with the employer mandates under the Affordable Care Act ("ACA"), for the period August 1, 2015 through July 31, 2016, for an amount not-to-exceed \$50,000 ("Agreement"). The July 23<sup>rd</sup> Resolution further authorized the County to extend the term of the Agreement for two additional one-year periods for amount not-to-exceed \$40,000 per year, payable pursuant to agreed fee schedules.

Thereafter on August 25, 2016, your Honorable Board approved a resolution (the "August 25<sup>th</sup> Resolution") which authorized the County to exercise an option to extend the Agreement. The County now desires to rescind the August 25<sup>th</sup> Resolution in its entirety. Based on discussions with EWS, it has become necessary for the County to clarify the terms of the Agreement and divide the services into two components.

The first component covers ACA Management Platform Services ("ACA Services") and EWS is seeking to increase the length of the Agreement from a one year term to a three year term, to wit: from August 1, 2015 through July 31, 2016 to August 1, 2015 through July 31, 2018. The ACA Services shall automatically renew for successive one year terms unless either party provides the other with written notice of termination at least ninety days prior to end of the then current term. For ACA Services for the period August 1, 2016 through July 31, 2017 and the period August 1, 2017 through July 31, 2018 the County will pay amounts not-to-exceed \$18,200 and \$19,100, respectively, payable pursuant to an agreed fee schedule.

The second component of the Agreement covers the 1095-C Tax Form Management Services (“1095-C Services”) and EWS is seeking to increase the length of the Agreement from a one year term to a seventeen month term, to wit: from August 1, 2015 through July 31, 2016 to August 1, 2015 through December 31, 2016, at no additional cost. Thereafter, effective January 1, 2017, the term will be extended through December 31, 2019. For 1095-C Services for the period January 1, 2017 through December 31, 2019 the County will pay an amount not-to-exceed \$79,700, payable pursuant to an agreed fee schedule. The 1095-C Services shall automatically renew for successive one year terms upon such terms as agreed to by the parties, unless either party provides the other with written notice of termination at least ninety days prior to end of the then current term.

The ACA Services shall be independent of the 1095-C Services and as such the term for each may expire or be terminated without affecting the status of the other. This Agreement shall remain in effect as long as EWS is providing either the ACA Services or 1095-C Services.

Except as specifically amended hereby, all remaining terms and conditions of the Agreement shall remain in full force and effect.

The goal and objective of the Agreement is to ensure that the County has the proper software and services to meet the reporting requirement of the Affordable Care Act’s employers mandates and is in the best interest of the County in terms of fiscal responsibility as it will avoid potential significant penalties by being in compliance with the Affordable Care Act’s employer mandates. During the extended term of the Agreement, Department representatives will track and monitor the required services.

Based upon the foregoing, I recommend that your Honorable Board approve the annexed proposed Resolution.

AMB/DCK/TSA  
Attachment

## RESOLUTION

Upon a communication from the Commissioner of Finance, be it hereby

**RESOLVED**, that the resolution approved on August 25, 2016 authorizing the County of Westchester ("County") to exercise the first of two options to extend the term of its agreement with TALX Corporation, a provider of Equifax Workforce Solutions ("EWS"), a Missouri corporation, pursuant to which EWS agreed to provide the necessary software and services to the County for compliance with the Affordable Care Act's employer mandates, for the one-year period commencing August 1, 2016 through July 31, 2017 is hereby rescinded in its entirety; and be it further

**RESOLVED** that the County is authorized to amend its agreement with EWS to provide the necessary software and services to the County for compliance with the Affordable Care Act's employer mandates ("Agreement") in order to clarify the terms of the Agreement and divide the services into two components, extend the term of the Agreement and increase the not-to-exceed amount of the Agreement by an additional One Hundred and Seventeen (\$117,000.00) Dollars bringing the total contract amount not-to-exceed to One Hundred and Sixty Seven Thousand (\$167,000.00) Dollars; and be it further

**RESOLVED** that the first component covers ACA Management Platform Services ("ACA Services") and EWS is seeking to increase the length of the Agreement from a one year term to a three year term, to wit: from August 1, 2015 through July 31, 2016 to August 1, 2015 through July 31, 2018. For ACA Services for the period August 1, 2016 through July 31, 2017, and the period August 1, 2017 through July 31, 2018, the County will pay amounts not-to-exceed \$18,200 and \$19,100, respectively, payable pursuant to an agreed fee schedule. The ACA Services shall automatically renew for successive one year terms unless either party provides the other with written notice of termination at least ninety days prior to end of the then current term; and be it further

**RESOLVED**, that the second component of the Agreement covers the 1095-C Tax Form Management Services ("1095-C Services") and EWS is seeking to increase the length of the Agreement from a one year term to a seventeen month term, to wit: from August 1, 2015 through July 31, 2016 to August 1, 2015 through December 31, 2016, at no additional cost; and thereafter, effective January 1, 2017, the term will be extended through December 31, 2019. For 1095-C Services for the period January 1, 2017 through December 31, 2019 the County will pay an amount not-to-exceed \$79,700, payable pursuant to an agreed fee schedule. The 1095-C Services shall automatically renew for successive one year terms upon such terms as agreed to by the parties, unless either party provides the other with written notice of termination at least ninety days prior to end of the then current term; and be it further

**RESOLVED**, that the ACA Services shall be independent of the 1095-C Services and as such the term for each may expire or be terminated without affecting the status of the other. This Agreement shall remain in effect as long as EWS is providing either the ACA Services or 1095-C Services; and be it further

**RESOLVED**, that all other terms and conditions of the agreement shall remain in full force and effect; and be it further

**RESOLVED**, that this Agreement is subject to County appropriations; and be it further

**RESOLVED**, that the County Executive or his authorized designee is authorized and empowered to execute and deliver all instruments and take all actions necessary or appropriate to effectuate the purposes hereof.

Original Agreement \$ 50,000.00  
 First Amendment \$ 117,000.00  
 TOTAL \$ 167,000.00  
 Account to be  
 Charged/Credited

Budget Year	Fund	Dept.	Major Program, Program & Phase Or Unit	Object/ Sub-Object	Trust Account	Dollars
2016	617	61	10	1680	N/A	45,000
2017	617	61	10	1680	N/A	47,000
2018	617	61	10	1680	N/A	25,000

Budget Funding Year(s) 2016-2018 Start Date 08/01/16 End Date: 12/31/2019  
 (must match resolution)

Funding Source Tax Dollars \$117,000  
 State Aid \_\_\_\_\_  
\$117,000 Federal Aid \_\_\_\_\_  
 (must match resolution) Other \_\_\_\_\_