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June 26, 2018

TO: Board of Acquisition and Contract

FROM: Hugh J. Greechan, Jr., P.E.
Commissioner of Public Works and Transportation

RE: Authorization to amend Agreement No. DOTCAP06-02A with Xerox Transport Solutions, Inc. (the "Consultant") for the implementation of a computer-aided dispatch and automatic vehicle location system for the County's Bee-Line Bus System, to change the name of the Consultant to Conduent Transport Solutions, Inc.

On December 19, 2013, your Honorable Board authorized the County of Westchester (the "County") to enter into an agreement with ACS Transport Solutions, Inc. ("ACS") to upgrade software for the computer-aided dispatch and automatic vehicle location system for the County's Bee-Line Bus System, for a term from January 1, 2014 through March 31, 2015 for an amount not to exceed \$1,236,040.72 (the "December 19, 2013 Resolution"). It was subsequently determined by the Department of Public Works and Transportation and the Department of Information Technology that these services should be performed through an amendment to an existing agreement with ACS which was entered into in 2006 rather than enter into a new agreement.

On June 15, 2006, your Honorable Board authorized the County to enter into an agreement with Orbital Sciences Corporation ("Orbital") for the implementation of a computer-aided dispatch and automatic vehicle location system for the County's Bee-Line Bus System. The agreement, dated August 7, 2006, was subsequently executed with a term commencing on August 7, 2006 and terminating on August 7, 2011. Under the agreement, the County was to pay Orbital an amount not to exceed \$9,737,236.00 pursuant to an approved budget ("Agreement"). Included in the price was two (2) years and four (4) months for the installation, testing and acceptance, and a one (1) year warranty period with five (5) years of maintenance commencing at the end of the warranty period.

On May 15, 2008, your Honorable Board authorized the County to consent to the assignment of the Agreement from Orbital to Affiliated Computer Services, Inc., which had purchased the Orbital operation. No other changes were made to the Agreement.

On January 22, 2009, your Honorable Board authorized the County to amend the Agreement to expand the scope of services and increase the fee by \$1,146,955.00 to an amended amount not to exceed \$10,884,191.00.

On June 11, 2009, your Honorable Board authorized the County to consent to the assignment of the Agreement from Affiliated Computer Services, Inc. to its wholly owned subsidiary, ACS Transport Solutions, Inc. ("ACS").

On September 10, 2010, your Honorable Board approved Pinnacle Wireless, Inc. as a subcontractor to ACS Transport Solutions, Inc. to provide maintenance for the Transit Communication System.

On July 25, 2011, the Commissioner of Public Works and Transportation notified ACS of a reduction in the services and a reduction in the contract value by \$2,897.00 to a new amount not to exceed \$10,881,294.00.

On March 1, 2012, your Honorable Board authorized the County to amend the Agreement to extend the termination date for an additional seven (7) years through August 7, 2018, at no additional cost to the County.

On April 24, 2014, your Honorable Board authorized the County to amend the Agreement ("Fifth Amendment") to: 1) reflect the correct name of the consultant as Xerox Transport Solutions, Inc.; 2) provide for upgraded software for the computer-aided dispatch and automatic vehicle location system and to increase the fee by \$1,266,497.21 to a new amount not to exceed \$12,147,791.21, payable pursuant to an approved budget; 3) rescind the December 19, 2013 Resolution; 4) amend Section 3.4 of the Agreement to provide that the consultant shall provide a separate Performance Bond for the total value of the Fifth Amendment; and 5) amend Section 2.5 of the Agreement to provide that one percent (1%) retainage shall be held based on the payments due for the Fifth Amendment but the retainage related to the Fifth Amendment shall be released upon the County's final acceptance of the deliverables referenced as per the Statement of Work. The retained amounts under the Agreement shall not be affected by the Fifth Amendment and shall be retained in full force as specified in the Agreement.

Upon notification from the Consultant, the County was informed that effective March 30, 2017, the company name of the consultant has been changed to Conduent Transport Solutions, Inc. We are advised that this is a name change only and the same office contact personnel will be used to perform the work, thus guaranteeing continuity throughout the Agreement. Except as specifically amended hereby, all other terms and conditions of Agreement No. DOTCAP06-02A, as previously amended, will remain the same.

Therefore, approval is requested to amend Agreement No. DOTCAP06-02A to reflect the correct name of the Consultant.

A proposed form of Resolution to accomplish the foregoing is attached hereto.

RESOLUTION

Upon a communication from the Commissioner of Public Works and Transportation, be it hereby:

RESOLVED, that the County of Westchester is hereby authorized to amend Agreement No. DOTCAP06-02A with Xerox Transport Solutions, Inc., 7160 Riverwood Drive, Columbia, Maryland 21046 for the implementation of a computer-aided dispatch and automatic vehicle location system for the County's Bee-Line Bus System, to change the name of the consultant to Conduent Transport Solutions, Inc., 101 W. Ohio Street, Suite 670, Indianapolis, Indiana 46204, effective retroactive to March 30, 2017; and be it further

RESOLVED, that except as specifically amended hereby, all other terms and conditions of Agreement No. DOTCAP06-02, as previously amended, shall remain the same and in full force and effect; and be it further

RESOLVED, that the County Executive or his duly authorized designee be and hereby is authorized and empowered to execute all appropriate contracts or documents necessary to effectuate the purposes of this resolution in the manner prescribed by law.

Original Agreement:	\$ 9,737,236.00	
First Amendment:	\$ 0.00	<i>(Assignment of Agreement Only)</i>
Second Amendment:	\$ 1,146,955.00	
Third Amendment:	\$ 0.00	<i>(Assignment of Agreement Only)</i>
Change Order:	\$ (2,897.00)	<i>(Reduction in Services and Contract Value)</i>
Fourth Amendment:	\$ 0.00	<i>(Extension of Term Only)</i>
Fifth Amendment:	\$ 1,266,497.21	
This Amendment:	<u>\$ 0.00</u>	<i>(Name Change Only)</i>
Total:	\$12,147,791.21	

Agreement No. DOTCAP06-02A

Account to be Charged/credited	Fund	Dept	Major Program, Program & Phase Or Unit	Object/ Sub Object	Bond Act No.	Dollars
	365	44	T000602S		BA #112-2008	N/A

Budget Funding Year(s) N/A Start Date March 30, 2017 End Date August 7, 2018
 (must match resolution)

Funding Source Tax Dollars N/A
 State Aid _____
 Federal Aid _____
 \$ N/A
 (must match resolution) Other _____