

RESOLUTION NO. 2022-17

AUTHORIZING CONTRACT NO. 2022-05 WITH GIRO, INC., FOR MAINTENANCE AND SUPPORT OF THE HASTUS SOFTWARE SYSTEM FOR A PERIOD OF THREE YEARS FOR A TOTAL PRICE NOT TO EXCEED \$960,670.00 (GENERAL FUND, INNOVATION & TECHNOLOGY DIVISION BUDGET)

WHEREAS, the Authority has a recurring requirement to procure maintenance and support for its HASTUS software system; and

WHEREAS, the offer of GIRO, Inc., located at 75 Port-Royal Est, Bureau 500, Montreal (Quebec), Canada H3L 3T1, to provide continuing maintenance and support for the Authority's HASTUS scheduling and bid dispatch system for a period of three years, was received on January 26, 2022; and

WHEREAS, after discussions, a total price not to exceed \$960,670.00 for a period of three years for these services was agreed upon; and

WHEREAS, Section 306.43H(3) of the Ohio Revised Code provides that competitive bidding is not required when the expenditure is for renewal or renegotiation of a lease or license for telecommunications or data processing equipment service or systems, or for upgrade of such equipment services or systems, or for the maintenance thereof as supplied by the original source or its successors or assigns; and

WHEREAS, the General Manager, Chief Executive Officer deems acceptance of the offer of GIRO, Inc. to be in the best interest of the Authority, and recommends acceptance thereof by the Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Greater Cleveland Regional Transit Authority, Cuyahoga County, Ohio:

Section 1. That the offer of GIRO, Inc. for the maintenance of the Authority's HASTUS software system for a period of three (3) years be and the same is hereby accepted as in the best interest of the Authority.

Section 2. That the General Manager, Chief Executive Officer of the Authority be and she is hereby authorized to enter into a contract with GIRO, Inc. to provide maintenance of the Authority's HASTUS software system for a period of three (3) years.

Section 3. That said contract shall be payable from the General Fund, Innovation & Technology Division budget, in a total contract amount not to exceed \$960,670.00 for a period of three (3) years.

Section 4. That said contract shall be binding upon and an obligation of the Authority contingent upon future funding, compliance by the contractor to the Specifications and Addenda, if any; the Affirmative Action Plan adopted by the Board of Trustees; bonding and insurance requirements and all applicable laws relating to contractual obligations of the Authority.

Section 5. That the Greater Cleveland Regional Transit Authority's Board of Trustees expects that GIRO, Inc. will attempt to exceed the 0% minimum DBE goal assigned to this procurement.

Section 6. That this resolution shall become effective immediately upon its adoption.

Adopted: February 15, 2022



President

Attest: 

Secretary/Treasurer



TITLE/DESCRIPTION: CONTRACT: HASTUS MAINTENANCE AND SUPPORT VENDOR: GIRO, INC. AMOUNT: NTE \$960,670.00 FOR A THREE-YEAR PERIOD	Resolution No.: 2022-17
	Date: February 10, 2022
	Initiator: Innovation & Technology Division
ACTION REQUEST: <input checked="" type="checkbox"/> Approval <input type="checkbox"/> Review/Comment <input type="checkbox"/> Information Only <input type="checkbox"/> Other _____	

1.0 **PURPOSE/SCOPE:** This action will allow the Authority to renew a sole source contract to provide software maintenance and support of the HASTUS scheduling and bid dispatching system for a period of three years.

2.0 **DESCRIPTION/JUSTIFICATION:** The Authority has an ongoing and recurring need for maintenance and support of its HASTUS software. The HASTUS system provides scheduling, run-cutting, and dispatching for the Authority’s bus and rail operations. Because of the critical nature of this system, it must be able to function without significant downtime or delays. This maintenance agreement will assure timely expert support to resolve any delay-threatening problems.

3.0 **PROCUREMENT BACKGROUND:** Ohio Revised Code Section 306.43(H)(3) states that competitive procedures are not required when the expenditure is for a renewal or renegotiation of a lease or license for telecommunications or electronic data processing equipment, services, or systems, or for the upgrade of such equipment, services, or systems, or for the maintenance thereof as supplied by the original source or its successors or assigns. GIRO, Inc. developed the HASTUS software, and is the sole source for technical maintenance, support, and upgrade services due to the proprietary nature of the software. GIRO, Inc. has offered to provide HASTUS software maintenance, support and upgrade services for a total contract price not to exceed \$960,670.00 for a period of three years (2022 - \$310,806.00, 2023 - \$320,130.00 and 2024 - \$329,734.00). Maintenance fees are calculated based on the number of vehicles operating at peak hours (500 vehicles) and the type of HASTUS optional modules the Authority uses.

A cost analysis has been performed and the Procurement Department has determined that the rates and price are fair and reasonable to the Authority. GIRO’s new maintenance and support model provides that future upgrades will be excluded from any licensing fees, a significant portion of the costs of each upgrade. The new model will allow the Authority to upgrade its HASTUS software more frequently, only having to pay for services and expenses.

4.0 **AFFIRMATIVE ACTION/DBE BACKGROUND:** All Affirmative Action requirements have been met. A 0% DBE goal was established for this procurement due to the lack of certified DBE firms.

5.0 **POLICY IMPACT:** Does not apply.

6.0 **ECONOMIC IMPACT:** This procurement will be funded through the General Fund, Innovation & Technology Division budget at a total price not to exceed \$960,670.00 for a period of three years. The proposed price is 0.2% below the independent cost estimate and reflects an annual increase of 3%.

- 7.0 ALTERNATIVES: Reject this offer. Rejection of this offer would prevent the Authority from receiving maintenance and support for its HASTUS scheduling and bid dispatching software system, and would expose the Authority to potential problems with scheduling, dispatching, and operator payroll, among others, should the system experience technical issues.
- 8.0 RECOMMENDATION: It is recommended that the offer of GIRO, Inc. be accepted and the resolution passed authorizing the General Manager, Chief Executive Officer to enter into a contract.
- 9.0 ATTACHMENTS: None.

Recommended and certified as appropriate to the availability of funds, legal form and conformance with the Procurement requirements.



General Manager, Chief Executive Officer