



Victoria F. Sheehan
Commissioner

THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION



William Cass, P.E.
Assistant Commissioner

Bureau of Turnpikes
May 24, 2019

His Excellency, Governor Christopher T. Sununu
and the Honorable Executive Council
State House
Concord, New Hampshire 03301

REQUESTED ACTION

Authorize the Department of Transportation to exercise a contract renewal option with Conduent State and Local Solutions, Inc. (Vendor #174856) of Germantown, MD, 20876 for the second of two 2-year contract extensions for toll maintenance services for the Toll Collection System (TCS) for the Bureau of Turnpikes within the Division of Operations, in an amount not to exceed \$3,048,000.00 beginning on July 1, 2019 through June 30, 2021. This contract amendment increases the original contract from \$18,485,859.00 to \$21,533,859.00. The original contract was approved by Governor and Council on May 23, 2012, Item #104 and amended on June 7, 2017, item #48. 100% Turnpike Funds.

Funding is contingent upon the availability and continued appropriation of funds for FY 2020 and FY 2021, with the ability to adjust encumbrances through the Budget Office between State Fiscal Years if needed and justified:

	<u>FY 2020</u>	<u>FY 2021</u>
04-096-096-961017-7050		
Toll System Maintenance Expenses		
024-500225 Contract Repairs Equipment	\$1,524,000.00	\$1,524,000.00

EXPLANATION

On May 23, 2012, Governor and Council approved the original contract with Conduent for the installation and maintenance for the toll collection system for the Bureau of Turnpikes to be effective for a 5-year period through June 30, 2017. The contract also included provisions for two 2-year optional maintenance periods through June 30, 2021.

On June 7, 2017, Governor and Council approved contract amendment 1 with Conduent for the maintenance of for the toll collection system to be effective for a 2-year period through June 30, 2019.

This request is for a two-year continuation of Conduent's maintenance contract covering FY 2020 and FY 2021. This is the last of two 2-year extensions that were included in the original contract. Following this contract extension, the Department will be issuing a Request for Proposal for future toll system maintenance efforts.

The above referenced contract involves engaging Conduent under a 2-year contract extension to perform the maintenance services for the TCS for the Bureau of Turnpikes. This request specifically addresses the procurement of the TCS system and the related maintenance services under a Request for Proposals (RFP 2012-060).

This request is for a two-year continuation of Conduent's maintenance contract for the toll collection system covering FY 2020 and FY 2021. This is the last of two 2-year extensions that were included in the original contract.

The funding of the TCS maintenance portion of the contract will cover the following:

- Conduent maintenance staff labor costs
- Damage to equipment

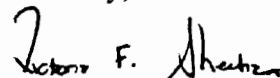
The previous monthly maintenance fee was \$121,000.00 with the additional maintenance scope and with the COLA increase the monthly maintenance fee is \$122,000.00.

Additional maintenance cost also includes \$60,000 (FY2020) and \$60,000 (FY 2021) for maintenance contingencies. These contingencies are needed for unanticipated repairs and/or replacements of damaged items from motor vehicle accidents, unforeseen maintenance repairs or weather events (i.e. lightning strikes can cost up to \$25,000 per event).

The contract has been approved by the Attorney General as to form and execution. Copies of the fully executed contract are on file at the Secretary of State's Office and the Department of Administrative Services' Office; and subsequent to Governor and Council approval will be on file at the Department of Transportation.

It is respectfully requested that this resolution be approved.

Sincerely,



Victoria F. Sheehan
Commissioner

cc: J. Corcoran, R. Dupuis

Attachments



STATE OF NEW HAMPSHIRE
DEPARTMENT OF INFORMATION TECHNOLOGY

27 Hazen Dr., Concord, NH 03301
Fax: 603-271-1516 TDD Access: 1-800-735-2964
www.nh.gov/doit

Denis Goulet
Commissioner

May 20, 2019

Victoria F. Sheehan
Commissioner
State of New Hampshire
Department of Transportation
John O. Morton Bldg., 7 Hazen Drive
Concord, NH 03302-0483

Dear Commissioner Sheehan:

This letter represents formal notification that the Department of Information Technology (DoIT) has approved your agency's request to amend a contract with Conduent State and Local Solutions, Inc. (Vendor #174856), as described below and referenced as DoIT No. 2012-060B.

The requested action authorizes Conduent State and Local Solutions, Inc. to continue to provide support and maintenance for the Bureau of Turnpikes Toll Collection System (TCS) for an additional two years. The TCS system supports revenue collection and violation enforcement. Maintenance costs also include damage to equipment, unforeseen maintenance repairs and major weather events.

This contract amendment increases the original contract price by \$3,048,000 from \$18,485,859 to \$21,533,859 and extends the contract end date from June 30, 2019 to June 30, 2021.

A copy of this letter should accompany the Department of Transportation's submission to the Governor and Executive Council for approval.

Sincerely,

Denis Goulet

DG/ik
DoIT #2012-060B

cc: Charles Burns, IT Manager, DoIT

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 2

WHEREAS, pursuant to an Agreement approved by Governor and Council, as a result of Toll Collection System Request for Proposal, on May 23, 2012, (herein after referred to as the “Agreement”), Xerox State & Local Solutions, Inc. (VC# 174856) (presently known as Conduent State & Local Solutions, Inc., hereinafter referred to as “Vendor” or “Conduent”) agreed to supply certain services upon the terms and conditions specified in the Agreement and the Department of Transportation (hereinafter referred to as the “Department” or “NHDOT”) acting for the benefit of the Agency, agrees to manage the maintenance services for the Toll Collection System.

WHEREAS, pursuant to Provision 18 of the Form P-37 to the Agreement, the Agreement may be modified or amended only by a written instrument executed by the parties thereto and approved by the Governor and Council;

WHEREAS, the Governor and Council approved an amendment to the Agreement (Contract #2012-060, State Contract #5000283) between the State of New Hampshire Department of Transportation and Conduent State and Local Solutions, Inc. (VC# 174856) of Germantown, Maryland on June 7, 2017 Item # 48, to be effective through June 30, 2019;

WHEREAS, the Parties now wish to amend the Agreement further as set forth in this Second Amendment;

WHEREAS, Conduent and the Department have agreed to amend the Agreement in certain respects:

NOW THEREFORE, in consideration of the foregoing, and the covenants and conditions contained in the Agreement and set forth herein, the parties hereto do agree as follows:

1. General Provisions of the Agreement (Form P-37) are hereby amended as follows:

- a. Contract Amendment for a two (2) year extension for State Fiscal Years: 2020 and 2021 for maintenance service for the Toll Collection System extension.
- b. On Form P-37, amend Section 1.7 of the General Provisions of the Agreement by deleting the current Completion Date of June 30, 2019 and adding a new completion date of June 30, 2021.
- c. On Form P-37, amend Section 1.8 of the General Provisions of the Agreement by deleting the current Price Limitation of \$18,485,859 and adding a new price limitation of \$21,533,859.

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 2

2. Section 2.2 Non-Exclusive Not to Exceed Contract, third paragraph shall be replaced as follows:

Notwithstanding any other provisions of the Contract to the contrary, in no event shall total payments under the Contract exceed \$21,533,859.

3. Under Section 3.0 Contract Management, 3.3.3.1 Conduent's Key Project Staff shall be amended as follows:

Key Member(s)	Title
Scott Doering	Project Principle
Robert Williams	Project Manager
Matt Melchior	Assistant Project Manager
Thomas Wright	Quality Assurance Manager
Babu Rengarajan	Technical Software Manager
Sean Waters	Maintenance Manager

4. Exhibit A - Contract Deliverables of the Agreement is hereby amended as follows:

- Under Section 2 - Deliverables, Milestones, and Activities Schedule, replace the Implementation Schedule - Activities / Deliverables / Milestones Table, Subsection 2.3, as follows:

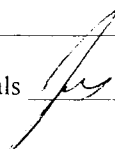
Maintenance Schedule			
	In-Lane Maintenance by Lane	Annual Support	7/1/2019-6/30/20
	In-Lane Maintenance by Lane	Annual Support	7/1/2020-6/30/21

5. Exhibit B - Price and Payment Schedule of the Agreement is hereby amended as follows:

- Under Section 1 Deliverable Payment Schedule, Section 1.1 Non-Exclusive Not to Exceed, replace the paragraph as follows:

This is a Non-Exclusive Not to Exceed (NTE) Contract totaling \$21,533,859 for the period between the Effective Date through June 30, 2021. Conduent shall be responsible for performing its obligations in accordance with the Contract. This Contract will allow Conduent to invoice the State for the following Activities, Deliverables, or Milestones appearing in the price and payment tables below.

- Under Section 1 Deliverable Payment Schedule, 1.1 Non-Exclusive Not to Exceed, replace all the Tables as follows:



STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 2

Table 1: Tolling Maintenance				
Fiscal Year 2020				
Reference Number	Deliverable	Duration	Monthly Cost	Fiscal Year Cost
1	In-Lane Maintenance Host Hardware and System Maintenance	July 1, 2019 - June 30, 2020	\$122,000	\$1,464,000
2	Maintenance Contingency	July 1, 2019 - June 30, 2020	\$5,000	\$60,000
		FY 20 Estimate Total		\$1,524,000
Fiscal Year 2021				
Reference Number	Deliverable	Duration	Monthly Cost	Fiscal Year Cost
1	In-Lane Maintenance Host Hardware and System Maintenance	July 1, 2020 - June 30, 2021	\$122,000	\$1,464,000
2	Maintenance Contingency	July 1, 2020 - June 30, 2021	\$5,000	\$60,000
		FY 21 Estimate Total		\$1,524,000
Maintenance Total			\$3,048,000	

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 2

Table 2 – Amendment 2 Conduent Rates Pricing Worksheet (Hourly Rates)		
Project Personnel	Inclusive Date(s): FY 2020 Forward	Rate/Hour (Not to Exceed)
Project Principal	7/1/2019-6/30/2020	\$0.00*
Project Manager	7/1/2019-6/30/2020	\$0.00*
Database Analyst	7/1/2019-6/30/2020	\$160.20*
Senior Programmer Analyst- On shore	7/1/2019-6/30/2020	\$190.67*
Senior Programmer Analyst- Off shore	7/1/2019-6/30/2020	\$73.43*
Database Administrator	7/1/2019-6/30/2020	\$184.10*
Hardware Engineer	7/1/2019-6/30/2020	\$146.42*
Licensed Electrician	7/1/2019-6/30/2020	\$174.29*
Installation Technician	7/1/2019-6/30/2020	\$129.71*
Maintenance Manager	7/1/2019-6/30/2020	\$111.67*
Maintenance Technician	7/1/2019-6/30/2020	\$61.50*
<p>*Labor Rates for optional years 6 through 9 will be based on Cost of Living Adjustments (COLA). **Any travel for out of scope work will be reimbursed by NHDOT without markup. All travel shall be approved by NHDOT prior to commencement of travel. Prior to travel the Contractor shall submit to NHDOT a travel request detailing the estimated costs to complete the trip for each individual. All travel reimbursements must be supported by appropriate records and receipts.</p>		

3. Under Section 2 Total Contract Price, first paragraph shall be replaced as follows:

Notwithstanding any other provisions of the Contract to the contrary, and notwithstanding unexpected circumstance, in no event shall the total of all payments made by the State exceed \$21,533,859 ("Total Contract Price"). The payment by the State to the total Contract price shall be only, and the complete reimbursement to Conduent for all fees and expenses, of whatever nature, incurred by Conduent in the performance hereof.

6. Exhibit I – Work Plan, Subsection 2(A)(2), Conduent Team, Conduent Project Team table shall be amended as follows:

Conduent Project Team			
Team Member	Project Position	Phone	Email
Robert Williams	Project Principal	(973) 518-4957	Robert.Williams6@conduent.com
Robert Williams	Project Manager	(973) 518-4957	Robert.Williams6@conduent.com
Thomas Wright	Quality Assurance Manager	(816) 682-5754	Thomas.Wright1@conduent.com
Matthew Melchior	Assistant Project Manager	(301) 820-4380	Matthew.Melchior@conduent.com
Francis Farrell	Manager of Maintenance	(603) 715-0399	Francis.Farrell@conduent.com
Sean Waters	Maintenance Manager	(603) 715-4256	Sean.Waters@conduent.com

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 2

Babu Rengarajan	Software Manager	(301) 820-4375	Babu.Rengarajan@conduent.com
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7. Exhibit I – Work Plan, Subsection 2(B), State Roles and Responsibilities, State's Project Team table shall be amended as follows:

State's Project Team			
Team Member	Project Position	Phone	Email
John Corcoran	Turnpike Administrator	(603) 485-3806 (w) (603) 545-4531 (c)	John.Corcoran@dot.nh.gov
Renee Dupuis	Project Manager	(603) 485-3806 (w) (603) 848-7481 (c)	Renee.Dupuis@dot.nh.gov
Matthew Blixt	Assistant Project Manager	(603) 485-3806 (w) (603) 419-0935 (c)	Matthew.Blixt@dot.nh.gov
Charles Burns	DoIT Liaison	(603) 485-3806 (w) (603) 419-0201 (c)	Charles.Burns@doit.nh.gov

8. Add the following table as follows:

Contract # 14808 – Toll Collection System Contract Amendment Descriptions:

CONTRACT AND AMENDMENT NUMBER	AMENDMENT TYPE	EFFECTIVE DATE	CONTRACT AMOUNT
Contract #14808	Original Contract	July 1, 2012 through June 30, 2017	\$14,785,605
Contract # 14808 Amendment # 1	Amendment 01	July 1, 2017 through June 30, 2019	\$3,700,254
Contract # 14808 Amendment # 2	Amendment 02	July 1, 2019 through June 30, 2021	\$3,048,000
CONTRACT TOTAL			\$21,533,859

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 2

Except as provided herein, all provisions of the Agreement shall remain in full force and effect. This modification shall take effect upon the approval date from the Governor and the Executive Council.

IN WITNESS WHEREOF, the parties have hereunto set their hands as of the day and year first above written.

John Slattery
John Slattery, Executive Vice President
Conduent State and Local Solutions, Inc.

Date: 14-May-2019

Corporate Signature Notarized:

STATE OF New Jersey COUNTY OF Morris County

On this the 14th day of May, 2019, before me,
Mary Principio, the undersigned Officer John Slattery,
personally appeared and acknowledged her/himself to be the
Executive Vice President of CONDUENT State and Local Solutions Inc. a corporation,
and that she/he, as such Executive Vice President being authorized to do so, executed
the foregoing instrument for the purposes therein contained, by signing the name of the
corporation by her/himself as Executive Vice President.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Mary Principio
Notary Public/Justice of the Peace

My Commission Expires: May 29, 2020

(SEAL)

Victoria F. Sheehan
Victoria F. Sheehan
Commissioner
State of New Hampshire
Department of Transportation

Date: 6/3/19

Emily C. Hanj
Approval by Attorney General's Office

Date: 6/7/19

Approval by the Governor and Council

Date: _____

CERTIFICATE OF ASSISTANT SECRETARY

I, Paul R. Webber, IV, Jr., in my capacity as Assistant Secretary of Conduent State & Local Solutions, Inc., a New York corporation ("Corporation"), am delivering this Certificate of Assistant Secretary to the New Hampshire Department of Transportation, Bureau of Turnpikes ("Department") in connection with that certain Amendment No. 2 to the Contract between the Department and the Corporation for a Toll Collection System (RFP 2012-060) ("Amendment").


I do hereby certify that John Slattery is a duly appointed, qualified, and acting officer the Corporation, and in that capacity is authorized to sign the Amendment, and any documents associated therewith, on behalf of the Corporation.

IN WITNESS WHEREOF, I have set my hand to this Certificate of Assistant Secretary as of this 14th day of May 2019.

CONDUENT STATE & LOCAL SOLUTIONS, INC.,
a New York corporation

SEAL: _____

By: _____


Paul R. Webber, IV,
Assistant Secretary

State of New Hampshire

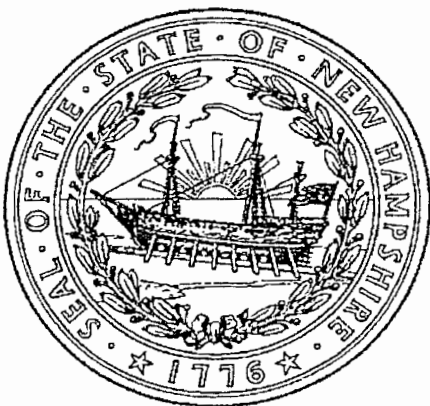
Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that CONDUENT STATE & LOCAL SOLUTIONS, INC. is a New York Profit Corporation registered to transact business in New Hampshire on January 28, 1991. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 151777

Certificate Number: 0004512155



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire.

this 8th day of May A.D. 2019.

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner

Secretary of State



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
05/08/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER MARSH USA, INC. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 Attn: ACS CertRequest@marsh.com	CONTACT NAME: Lauren Giangrande, Senior Vice President	
	PHONE (A/C, No, Ext): 212 345 8869 FAX (A/C, No):	
	E-MAIL ADDRESS: Lauren.Giangrande@marsh.com	
INSURED Conduent State & Local Solutions Inc 2828 N Haskell Ave Dallas, TX 75204	INSURER(S) AFFORDING COVERAGE	NAIC #
	INSURER A : ACE American Insurance Company	22667
	INSURER B : N/A	N/A
	INSURER C : Indemnity Ins Co Of North America	43575
	INSURER D : ACE Fire Underwriters Ins. Co.	20702
	INSURER E :	
	INSURER F :	

COVERAGES **CERTIFICATE NUMBER:** NYC-009975221-22 **REVISION NUMBER:** 38

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LIK	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY		HDO G7 1230727	01/01/2019	01/01/2020	EACH OCCURRENCE \$ 2,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR					DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 2,000,000
						MED EXP (Any one person) \$ N/A
						PERSONAL & ADV INJURY \$ 2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:					GENERAL AGGREGATE \$ 10,000,000
	<input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC					PRODUCTS - COMP/OP AGG \$ 2,000,000
	OTHER:					\$
	AUTOMOBILE LIABILITY		ISA H25279992	01/01/2019	01/01/2020	COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000
	<input checked="" type="checkbox"/> ANY AUTO					BODILY INJURY (Per person) \$
	<input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS					BODILY INJURY (Per accident) \$
	<input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY					PROPERTY DAMAGE (Per accident) \$
						\$
	UMBRELLA LIAB					EACH OCCURRENCE \$
	<input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> OCCUR					AGGREGATE \$
						\$
	DED RETENTION \$					\$
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY		WLR C65437880 (AOS)	01/01/2019	01/01/2020	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER
A	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	Y/N	WLR C65437843 (AZ, CA, MA)	01/01/2019	01/01/2020	E.L. EACH ACCIDENT \$ 1,000,000
D		N	SCF C65437922 (W)	01/01/2019	01/01/2020	E.L. DISEASE - EA EMPLOYEE \$ 1,000,000
	If yes, describe under DESCRIPTION OF OPERATIONS below					E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Re: Contract with the State of New Hampshire DOT - Toll Collection System - Contract # 2012-060

State of New Hampshire, Department of Transportation, is named as additional insured under the contractual provision on the above general liability policy

CERTIFICATE HOLDERState of New Hampshire
Department of Transportation
Attn: David J. Brillhart - Assistant Commissioner
PO Box 483
Concord, NH 03302-0483**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE
of Marsh USA Inc.

Lauren Giangrande

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Victoria F. Sheehan
Commissioner

THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION

G+C #48
date 6-7-17



William Cass, P.E.
Assistant Commissioner

His Excellency, Governor Christopher T. Sununu
and the Honorable Executive Council
State House
Concord, New Hampshire 03301

Bureau of Turnpikes
May 24, 2017

REQUESTED ACTION

Authorize the Department of Transportation to exercise contract renewal options with Conduent State and Local Solutions, Inc. (Vendor #174856) of Germantown, MD, 20876 for the first of two 2 year contract extension for toll maintenance services for the Toll Collection System for the Bureau of Turnpikes within the Division of Operations, in an amount not to exceed \$3,700,254.00 beginning on July 1, 2017 through June 30, 2019. This contract amendment increases the original contract from \$14,785,605 to \$18,485,859. The original contract was approved by Governor and Council on May 23, 2012, Item #104. 100% Turnpike Funds.

Funds to Support this request are anticipated to be available in the following accounts in State FY 2018 and State FY 2019 upon the availability and continued appropriation of funds in the future operating budget, with the ability to adjust encumbrances between State Fiscal Years through the Budget Office, if needed and justified.

	<u>FY 2018</u>	<u>FY 2019</u>
04-096-096-961017-7050	\$2,176,254.00	\$1,524,000.00
Toll System Maintenance Expenses		
024-500225 Contract Repairs Equipment		

EXPLANATION

On May 23, 2012, Governor and Council approved the original contract with Conduent for the installation and maintenance for the toll collection system for the Bureau of Turnpikes to be effective for a 5-year period through June 30, 2017. The contract also included provisions for two 2-year optional maintenance periods through June 30, 2021.

The above referenced contract involves engaging Conduent under a 2-year contract extension to perform the maintenance services for the TCS for the Bureau of Turnpikes. This request specifically addresses the procurement of the TCS system and the related maintenance services under a Request for Proposals (RFP 2012-060).

This request is for a two-year continuation of Conduent's maintenance contract for the toll collection system covering FY 2018 and FY 2019. This request is for the first of two 2-year extensions that were included in the original contract.

The funding of the TCS maintenance portion of the contract will cover the following:

- Conduent maintenance staff labor costs
- New and replacement toll system parts & installation
- Software enhancements and upgrades
- Damage to equipment

The previous monthly maintenance fee was \$89,145 with the additional maintenance scope and the COLA increase the monthly maintenance fee is \$115,000. The revised monthly maintenance fee has been calculated using the original base in-lane maintenance fee, removing the number of lanes to be maintained from the original contract due to Open Road Tolling or reversible lanes and the removal of the Bedford Road (Exit 12) Plaza and including the additional cost of maintenance items that were not included in the original contract price listed below:

- Quarterly audit support – Support DOT with the quarterly audit by providing video and transaction information. Quarterly audits allow Turnpikes to monitor the system performance.
- Subpoena for video – Turnpikes receives subpoenas for video and Conduent is required to pull and supply the video to Turnpikes.
- Increased maintenance for Digital Video Auditing System (DVAS). DVAS was an option in the contract which includes lane and one booth camera. The maintenance for this system was not included in the original contract. DVAS allows for the audit of the staff and the lane system.
- Support for administration computers and printers at the Toll Plazas. This support allows for tolls staff to receive a quick response with computer issues.
- Mark IV RF Module Power checks. These checks ensure the system is working and assist with system maintenance.

Additional maintenance cost also includes \$60,000 (FY2018) and \$60,000 (FY 2019) for maintenance contingencies. These contingencies are needed for unanticipated repairs and/or replacements of damage items from motor vehicle accidents, unforeseen maintenance repairs or weather events (i.e. lightning strikes can cost up to \$45,000 per event). Also included in the contract amendment are the following required software and equipment updates:

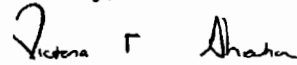
- DVAS Server Upgrade Cost for testing, implementation and equipment \$249,949. The current DVAS server is reaching end of life and will need to be replaced in fiscal year 2019.
- Installation of DVAS at Hooksett Ramp, Merrimack Industrial (Exit 10) and Exit 11. Cost for programing changes, testing, implementation and equipment \$338,025. These plazas were not included in the installation of DVAS. DVAS allows for the audit of the staff and the lane system.

- Installation of a rear booth camera Cost for programing changes, testing, implementation and equipment \$76,280. Currently there is only one booth camera at the front of the toll booth. Installing a rear booth camera allows for the monitoring of all cash handling within the toll booth. This will assist in preventing theft.

The contract has been approved by the Attorney General as to form and execution. Funding for 2018 and 2019 is contingent upon the availability and continued appropriation of funds. Copies of the fully executed contract are on file at the Secretary of State's Office and the Department of Administrative Services' Office; and subsequent to Governor and Council approval will be on file at the Department of Transportation.

It is respectfully requested that this resolution be approved.

Sincerely,

A handwritten signature in dark ink, appearing to read "Victoria F. Sheehan", with a stylized flourish at the end.

Victoria F. Sheehan
Commissioner

cc: J. Corcoran, R. Dupuis

Attachments



**STATE OF NEW HAMPSHIRE
DEPARTMENT OF INFORMATION TECHNOLOGY**

27 Hazen Dr., Concord, NH 03301
Fax: 603-271-1516 TDD Access: 1-800-735-2964
www.nh.gov/doit

Denis Goulet
Commissioner

May 24, 2017

Victoria F. Sheehan
Commissioner
State of New Hampshire
Department of Transportation
John O. Morton Bldg., 7 Hazen Drive
Concord, NH 03302-0483

Dear Commissioner Sheehan:

This letter represents formal notification that the Department of Information Technology (DoIT) has approved your agency's request to amend a contract with Conduent State and Local Solutions, Inc. (Vendor #174856), as described below and referenced as DoIT No. 2012-060A.

The requested action authorizes Conduent State and Local Solutions, Inc. to continue to provide support and maintenance for the Bureau of Turnpikes Toll Collection System (TCS). The TCS system will support revenue collection and violation enforcement and will interface with the current customer service and violation processing center. Maintenance includes all preventative, predictive, and corrective maintenance required to support the enhanced TCS system.

The amount of the amended contract is \$3,700,254.00, increasing the original contract price from \$14,785,605.00 to \$18,485,859.00. It shall become effective upon Governor and Executive Council approval through June 30, 2019.

A copy of this letter should accompany the Department of Transportation's submission to the Governor and Executive Council for approval.

Sincerely,

Denis Goulet

DG/kaf
DoIT #2012-060A

cc: Gail Hambleton, IT Manager, DoIT

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 1

WHEREAS, pursuant to an Agreement approved by Governor and Council, as a result of Toll Collection System Request for Proposal, on May 23, 2012, (herein after referred to as the "Agreement"), Conduent State and Local Solutions, Inc. (VC# 174856) (hereinafter referred to as "Vendor" or "Conduent") agreed to supply certain services upon the terms and conditions specified in the Agreement and the Department of Transportation (hereinafter referred to as the "Department" or "NHDOT") acting for the benefit of the Agency, agrees to manage the maintenance services for the Toll Collection System.

WHEREAS, pursuant to Provision 17 of the Form P-37 to the Agreement, the Agreement may be modified or amended only by a written instrument executed by the parties thereto and approved by the Governor and Council;

WHEREAS, the Parties now wish to amend the Agreement further as set forth in this First Amendment;

WHEREAS, Conduent and the Department have agreed to amend the Agreement in certain respects:

NOW THEREFORE, in consideration of the foregoing, and the covenants and conditions contained in the Agreement and set forth herein, the parties hereto do agree as follows:

1. General Provisions of the Agreement (Form P-37) are hereby amended as follows:

- a. Contract Amendment for a two (2) year extension for State Fiscal Years: 2018 and 2019 for maintenance service for the Toll Collection System extension.
- b. On Form P-37, amend Section 1.3 of the General Provision of the Agreement by deleting the current Contract Name of Xerox State and Local Solutions Inc. and adding an updated contractor name of Conduent State and Local Solutions Inc.
- c. On Form P-37, amend Section 1.7 of the General Provisions of the Agreement by deleting the current Completion Date of June 30, 2017 and adding a new completion date of June 30, 2019.
- d. On Form P-37, amend Section 1.8 of the General Provisions of the Agreement by deleting the current Price Limitation of \$14,785,605 and adding a new price limitation of \$18,485,859.
- e. On Form P-37, amend Section 1.9 of the General Provisions of the Agreement by deleting the current name of David J. Brillhart, P.E. Assistant Commissioner and adding a new name of Victoria F. Sheehan, Commissioner.

2. Section 2.2 Non-Exclusive Not to Exceed Contract, third paragraph shall be replaced as follows:

Notwithstanding any other provisions of the Contract to the contrary, in no event shall total payments under the Contract exceed \$18,485,859.



STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 1

3. Under Section 3.0 Contract Management, 3.2.5 Conduent's Project Manager shall be amended as follows:

Robert Williams
Project Manager
375 McCarter Highway
Newark NJ 07114
Tel: (973-518-4957)
Email: Robert.Williams6@conduent.com.

4. Under Section 3.0 Contract Management, 3.3.3.1 Conduent's Key Project Staff shall be amended as follows:

Key Member(s)	Title
Tom Dorazio	Project Principle
Robert Williams	Project Manager
Matt Melchior	Assistant Project Manager
Angie Hall	Quality Assurance Manager
John Deppen	Technical Software Manager
Sean Waters	Maintenance Manager

5. Under Section 3.0 Contract Management, 3.5 State Project Manager shall be amended as follows:

Renee Dupuis
Department of Transportation
Bureau of Turnpikes
36 Hackett Hill Road
Hooksett NH 03106
Tel: (603) 485-3806
Fax: (603) 485-2107
Cell: (603) 848-7481
Email: Renee.Dupuis@dot.nh.gov

6. Under Section 16 Dispute Resolution, Disputed Resolution Responsibility and Schedule Table of the Agreement shall be replaced as follows:

LEVEL	CONTRACTOR	STATE	CUMULATIVE ALLOTTED TIME
Primary	Robert Williams Project Manager	Renee Dupuis Project Manager	5 Business Days
First	Tom Dorazio Senior Vice President	John Corcoran Turnpikes Administrator	10 Business Days

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 1

Second	Don Hubicki General Manager	Victoria F. Sheehan Commissioner	15 Business Days
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7. Exhibit A Contract Deliverables of the Agreement is hereby amended as follows:

- Under Section 2 Key Deliverables, Milestones, and Activities Schedule, replace the Implementation Schedule - Activities / Deliverables / Milestones Table as follows:

Maintenance Schedule			
	In-Lane Maintenance by Lane	Annual Support	7/1/2017-6/30/18
	In-Lane Maintenance by Lane	Annual Support	7/1/2018-6/30/19

8. Exhibit B: Price and Payment Schedule of the Agreement is hereby amended as follows:

- Under Section 1 Deliverable Payment Schedule, Section 1.1 Non-Exclusive Not to Exceed replace the paragraph as follows:

This is a Non-Exclusive Not to Exceed (NTE) Contract totaling \$18,485,859 for the period between the Effective Date through June 30, 2019. Conduent shall be responsible for performing its obligations in accordance with the Contract. This Contract will allow Conduent to invoice the State for the following Activities, Deliverables, or Milestones appearing in the price and payment tables below.

- Under Section 1 Deliverable Payment Schedule, 1.1 Non-Exclusive Not to Exceed, replace all the Tables as follows:

Table 1: Tolling Maintenance				
Fiscal Year 2018				
Reference Number	Deliverable	Duration	Monthly Cost	Fiscal Year Cost
1	In-Lane Maintenance Host Hardware and System Maintenance	July 1, 2017 - June 30, 2018	\$121,000	\$1,452,000
2	Maintenance Contingency	July 1, 2017 - June 30, 2018	\$5,000	\$60,000
3	DVAS Server Upgrade	July 1, 2017 - June 30, 2018		\$249,949
4	Install DVAS Three (3) Locations	July 1, 2017 - June 30, 2018		\$338,025
5	Install 2 nd Booth Camera	July 1, 2017 - June 30, 2018		76,280.00
		FY 18 Estimate Total		\$2,176,254

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 1

Fiscal Year 2019				
Reference Number	Deliverable	Duration	Monthly Cost	Fiscal Year Cost
3	In-Lane Maintenance Host Hardware and System Maintenance	July 1, 2018 - June 30, 2019	\$122,000	\$1,464,000
4	Maintenance Contingency	July 1, 2018 - June 30, 2019	\$5,000	\$60,000
		FY 19 Estimate Total		\$1,524,000
Maintenance Total				\$3,700,254

Table 2 – Amendment 1 Conduent Rates Pricing Worksheet (Hourly Rates)

Project Personnel	Inclusive Date(s): FY 2018 Forward	Rate/Hour (Not to Exceed)
Project Principal	7/1/2017 to 6/30/2019	\$0.00*
Project Manager	7/1/2017 to 6/30/2019	\$0.00*
Database Analyst	7/1/2017 to 6/30/2019	\$155.54*
Senior Programmer Analyst- On shore	7/1/2017 to 6/30/2019	\$185.12*
Senior Programmer Analyst- Off shore	7/1/2017 to 6/30/2019	\$71.30*
Database Administrator	7/1/2017 to 6/30/2019	\$178.74*
Hardware Engineer	7/1/2017 to 6/30/2019	\$142.22*
Licensed Electrician	7/1/2017 to 6/30/2019	\$169.22*
Installation Technician	7/1/2017 to 6/30/2019	\$125.94*
Maintenance Manager	7/1/2017 to 6/30/2019	\$108.42*
Maintenance Technician	7/1/2017 to 6/30/2019	\$59.71*

*Labor Rates for optional years 6 through 9 will be based on Cost of Living Adjustments (COLA).
 **Any travel for out of scope work will be reimbursed by NHDOT without markup. All travel shall be approved by NHDOT prior to commencement of travel. Prior to travel the Contractor shall submit to NHDOT a travel request detailing the estimated costs to complete the trip for each individual. All travel reimbursements must be supported by appropriate records and receipts.

3. Under Section 2 Total Contract Price, first paragraph shall be replaced as follows:

Notwithstanding any other provisions of the Contract to the contrary, and notwithstanding unexpected circumstance, in no event shall the total of all payments made by the State exceed \$18,485,859 ("Total Contract Price"). The payment by the State to the total Contract price shall be only, and the complete reimbursement to Conduent for all fees and expenses, of whatever nature, incurred by Conduent in the performance hereof.



STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 1

4. Under Section 3 Invoicing, third paragraph shall be replaced as follows:

Invoices shall be sent to:
Renee Dupuis
Bureau of Turnpikes
36 Hackett Hill Road
Hooksett NH 03106

5. Under Section 4 Payment Address, shall be replaced as follows:

All payments shall be sent to the following address:
Conduent State and Local Solutions Inc.
P.O. Box 201322
Dallas, Texas 75320-1322

9. Part 3 – Consolidated Exhibits, 2) Conduent Team, Conduent Project Team table shall be amended as follows:

Conduent Project Team			
Team Member	Project Position	Phone	Email
Robert Williams	Project Principal	(973) 518-4957	Robert.Williams6@conduent.com
Robert Williams	Project Manager	(973) 518-4957	Robert.Williams6@conduent.com
Angie Hall	Quality Assurance Manager	(816) 682-5754	Angie.Hall@conduent.com
Matthew Melchior	Assistant Project Manager	(301) 820-4380	Matthew.Melchior@conduent.com
Francis Farrell	Manager of Maintenance	(603) 715-0399	Francis.Farrell@conduent.com
Sean Waters	Maintenance Manager	(603) 715-4256	Sean.Waters@conduent.com
John Deppen	Software Manager	(301) 820-4375	John.Deppen@conduent.com

10. Part 3 – Consolidated Exhibits, 2) B. State Roles and Responsibilities table shall be amended as follows:

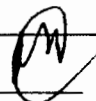
State's Project Team			
Team Member	Project Position	Phone	Email
John Corcoran	Turnpike Administrator	(603) 485-3806 (w) (603) 545-4531(c)	John.Corcoran@dot.nh.gov
Renee Dupuis	Project Manager	(603) 485-3806 (w) (603) 848-7481 (c)	Renee.Dupuis@dot.nh.gov
Laura Marriott	Assistant Project Manager	(603) 485-3806 (w) (603) 419-0734 (c)	Laura.Marriott@dot.nh.gov
Charles Burns	DoIT Liaison	(603) 485-3806 (w) (603) 419-0201 (c)	Charles.Burns@doit.nh.gov

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System – Project #14808
CONTRACT AMENDMENT 1

11. Contract # 14808 – Toll Collection System Contract Amendment Descriptions:

CONTRACT AND AMENDMENT NUMBER	AMENDMENT TYPE	EFFECTIVE DATE	CONTRACT AMOUNT
Contract #14808	Original Contract	July 1, 2012 through June 30, 2017	\$14,785,605
Contract # 14808 Amendment # 1	Amendment 01	July 1, 2017 through June 30, 2019	\$3,700,254
CONTRACT TOTAL			\$18,485,859

Initial all pages
Conduent State & Local Solutions, Inc. Initials

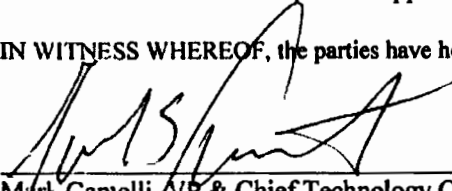


Conduent Amendment 1 Contract Extension
Page 6 of 7

STATE OF NEW HAMPSHIRE
Department of Transportation
Bureau of Turnpikes
RFP 2012-060
Toll Collection System - Project #14808
CONTRACT AMENDMENT 1

Except as provided herein, all provisions of the Agreement shall remain in full force and effect. This modification shall take effect upon the approval date from the Governor and the Executive Council.

IN WITNESS WHEREOF, the parties have hereunto set their hands as of the day and year first above written.


Mark Camelli, VP & Chief Technology Officer
Conduent State and Local Solutions, Inc.

Date: 5/8/17

Corporate Signature Notarized:

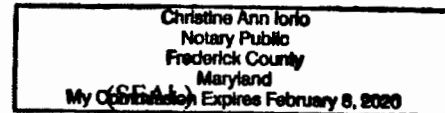
STATE OF Maryland COUNTY OF Frederick

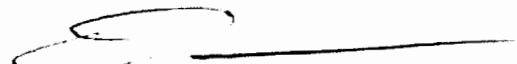
On this the 8th day of May, 2017, before me,
_____, the undersigned Officer _____,
personally appeared and acknowledged her/himself to be the
_____, of _____, a corporation,
and that she/he, as such _____ being authorized to do so, executed
the foregoing instrument for the purposes therein contained, by signing the name of the
corporation by her/himself as _____.

IN WITNESS WHEREOF I hereunto set my hand and official seal.


Notary Public/Justice of the Peace

My Commission Expires: 2/8/20




For Victoria F. Sheehan
Commissioner
State of New Hampshire
Department of Transportation

Date: 5/24/17


Approval by Attorney General's Office

Date: 5/25/17


DEPUTY SECRETARY OF STATE

Date: JUN 07 2017

State of New Hampshire

Department of State

CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that CONDUENT STATE & LOCAL SOLUTIONS, INC. is a New York Profit Corporation registered to transact business in New Hampshire on January 28, 1991. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 152777



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 11th day of April A.D. 2017.

A handwritten signature in black ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State



CERTIFICATE OF LIABILITY INSURANCE

DATE(MM/DD/YYYY)
05/08/2017

Holder Identifier : 2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Aon Risk Services Northeast, Inc. Stamford CT Office 1600 Summer Street Stamford CT 06907-4907 USA	CONTACT NAME:	
	PHONE (A/C. No. Ext): (866) 283-7122	FAX (A/C. No.): (800) 363-0105
INSURED Conduent Incorporated and its subsidiaries 233 Mount Airy Road, Suite 100 Basking Ridge NJ 07920 USA	E-MAIL ADDRESS:	
	INSURER(S) AFFORDING COVERAGE	
	NAIC #	
	INSURER A: National Union Fire Ins Co of Pittsburgh 19445	
	INSURER B:	
	INSURER C:	
INSURER D:		
INSURER E:		
INSURER F:		

COVERAGES **CERTIFICATE NUMBER:** 570066391149 **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. **Limits shown are as requested**

INSUR LTR	TYPE OF INSURANCE	ADDL INSD	WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:						EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurrence) MED EXP (Any one person) PERSONAL & ADV INJURY GENERAL AGGREGATE PRODUCTS - COMPOPP AGG
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS ONLY						COMBINED SINGLE LIMIT (Ea accident) BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input type="checkbox"/> RETENTION						EACH OCCURRENCE AGGREGATE
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below Y/N <input type="checkbox"/> N/A						PER STATUTE <input type="checkbox"/> OTH-ER <input type="checkbox"/> E.L. EACH ACCIDENT E.L. DISEASE-EA EMPLOYEE E.L. DISEASE-POLICY LIMIT
A	E&O-PL-Primary			046891677 SIR applies per policy terms	01/01/2017	01/01/2018	per Claim/ Agg \$1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
RE: Conduent State & Local Solutions, Inc. contract with the State of New Hampshire DOT, Toll Collection system, Contract No. 2012-060.

CERTIFICATE HOLDER

CANCELLATION

State of New Hampshire Department of Transportation Attn: David J. Brillhart Assistant Commissioner PO Box 483 Concord NH 03302-0483 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE <i>Aon Risk Services Northeast Inc.</i>

Certificate No : 570066391149





CERTIFICATE OF PROPERTY INSURANCE

DATE (MM/DD/YYYY)
05/08/2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

PRODUCER Aon Risk Services Northeast, Inc. Stamford CT Office 1600 Summer Street Stamford CT 06907-4907 USA	CONTACT NAME	
	PHONE (A/C No. Ext) (866) 283-7122	FAX (A/C No.) (800) 363-0105
INSURED Conduent Incorporated and its subsidiaries 233 Mount Airy Road, Suite 100 Basking Ridge NJ 07920 USA	E-MAIL ADDRESS	
	PRODUCER CUSTOMER ID # : 570000070064	
	INSURER(S) AFFORDING COVERAGE	
	NAIC #	
	INSURER A: Zurich American Ins Co 16535	
	INSURER B:	
INSURER C:		
INSURER D:		
INSURER E:		
INSURER F:		

COVERAGES

CERTIFICATE NUMBER: 570066391211

REVISION NUMBER:

LOCATION OF PREMISES/ DESCRIPTION OF PROPERTY (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

Evidence of Insurance with respect to loss of damage to owned and /or rented equipment or tools.

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE		POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	COVERED PROPERTY	LIMITS
A	<input checked="" type="checkbox"/> X	PROPERTY	PPR016552900	01/01/2017	01/01/2018	BUILDING	
		CAUSES OF LOSS				PERSONAL PROPERTY	
						<input checked="" type="checkbox"/> X BUSINESS INCOME	Included
		<input type="checkbox"/> BASIC				<input checked="" type="checkbox"/> X EXTRA EXPENSE	\$1,000,000
		<input type="checkbox"/> BROAD				RENTAL VALUE	
		<input type="checkbox"/> SPECIAL				BLANKET BUILDING	
		<input type="checkbox"/> EARTHQUAKE				BLANKET PERS PROP	
		<input type="checkbox"/> WIND				<input checked="" type="checkbox"/> X BLANKET BLDG & PP	\$5,000,000
		<input type="checkbox"/> FLOOD					
	<input checked="" type="checkbox"/> X	ALL RISK-Subject to Exclusions					
		<input type="checkbox"/> Bldg B&PP Ded					
	<input type="checkbox"/>	INLAND MARINE	TYPE OF POLICY				
		CAUSES OF LOSS	POLICY NUMBER				
		<input type="checkbox"/> NAMED PERILS					
	<input type="checkbox"/>	CRIME					
		TYPE OF POLICY					
	<input type="checkbox"/>	BOILER & MACHINERY / EQUIPMENT BREAKDOWN					

SPECIAL CONDITIONS / OTHER COVERAGES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

RE: Conduent State & Local Solutions, Inc. contract with the State of New Hampshire DOT, Toll Collection System, Contract No. 2012-060.

CERTIFICATE HOLDER

CANCELLATION

State of New Hampshire
Department of Transportation
Attn: David J. Brillhart
Assistant Commissioner
PO Box 483
Concord NH 03302-0483 USA

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Aon Risk Services Northeast Inc



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
05/08/2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
MARSH USA, INC.
1166 AVENUE OF THE AMERICAS
NEW YORK, NY 10036
Attn: ACS.CertRequest@marsh.com

CONTACT
NAME:
PHONE
(A/C No. Ext):
E-MAIL
ADDRESS:

FAX
(A/C No.):

INSURER(S) AFFORDING COVERAGE

NAIC #

INSURER A : ACE American Insurance Company

22667

INSURER B : N/A

N/A

INSURER C : Indemnity Ins Co Of North America

43575

INSURER D : ACE Fire Underwriters Ins. Co.

20702

INSURER E :

INSURER F :

INSURED
Conduent State & Local Solutions, Inc
2828 N Haskell Ave
Dallas, TX 75204

COVERAGES

CERTIFICATE NUMBER:

NYC-007892626-16

REVISION NUMBER: 25

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSUR LTR	TYPE OF INSURANCE	ADDITIONAL INSURED	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:		HDO G27860667	01/01/2017	01/01/2018	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 2,000,000 MED EXP (Any one person) \$ N/A PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 10,000,000 PRODUCTS - COMP/OP AGG \$ INCLUDED \$
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS		ISA H09052756	01/01/2017	01/01/2018	COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE \$ AGGREGATE \$ \$
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N <input checked="" type="checkbox"/> N/A	WLR C49108813 (AOS) WLR C49108771 (AZ, CA and MA) SCF C49108850 (WI)	01/01/2017 01/01/2017 01/01/2017	01/01/2018 01/01/2018 01/01/2018	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Re: Contract with the State of New Hampshire DOT - Toll Collection System - Contract # 2012-060.

The State of New Hampshire is an Additional Insured (except workers compensation) where required by written contract.

CERTIFICATE HOLDER

State of New Hampshire
Department of Transportation
Attn: David J. Brilliant - Assistant Commissioner
PO Box 483
Concord, NH 03302-0483

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE
of Marsh USA Inc.

Daniel Rivera

Daniel P. Rivera



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
05/08/2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Marsh USA, Inc. 1166 Avenue of the Americas New York, NY 10036	CONTACT NAME: PHONE (AC, No, Ext): FAX (AC, No): E-MAIL: ADDRESS:
303099-ACS-polu-11-20	INSURER(S) AFFORDING COVERAGE INSURER A: Whole Union Insurance Co INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:
INSURED Conduent State & Local Solutions, Inc. 2828 N Haskell Ave Dallas, TX 75204	NAIC # 27960

COVERAGES

CERTIFICATE NUMBER:

NYC-008773210-01

REVISION NUMBER:2

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDITIONAL INSURED	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:					EACH OCCURRENCE DAMAGE TO RENTED PREMISES (Ea occurrence) MED EXP (Any one person) PERSONAL & ADV INJURY GENERAL AGGREGATE PRODUCTS - COMPOP AGG
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS					COMBINED SINGLE LIMIT (Ea accident) BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)
	UMBRELLA LIAB <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$					EACH OCCURRENCE AGGREGATE
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/ MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N/A			PER STATUTE OTH-ER E.L. EACH ACCIDENT E.L. DISEASE - EA EMPLOYEE E.L. DISEASE - POLICY LIMIT
A	Contractors Pollution Liability		WCP G24552822 001 ON OCCURRENCE BASIS	12/01/2011	12/01/2020	OCC 2,000,000 SIR 25,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Re: Contract with the State of New Hampshire DOT - Toll Collection System - Contract # 2012-060.

CERTIFICATE HOLDER

State of New Hampshire
Department of Transportation
Attn: David J. Brilhart - Assistant Commissioner
PO Box 483
Concord, NH 03302-0483

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE
of Marsh USA Inc.

Daniel Rivera

Daniel P. Rivera

CERTIFICATE OF ASSISTANT SECRETARY

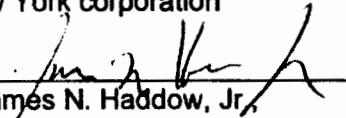
I, James N. Haddow, Jr., in my capacity as Assistant Secretary of Conduent State & Local Solutions, Inc., a New York corporation ("Corporation"), am delivering this Certificate of Assistant Secretary to the New Hampshire Department of Transportation, Bureau of Turnpikes ("Department") in connection with that certain Amendment No. 1 to the Contract between the Department and the Corporation for a Toll Collection System (RFP 2012-060) ("Amendment").

I do hereby certify that Mark Cantelli has a valid and current Power of Attorney from the Corporation dated March 27, 2017, pursuant to which he is authorized to sign the Amendment, and all documents associated therewith, on behalf of the Corporation.

IN WITNESS WHEREOF, I have set my hand to this Certificate of Assistant Secretary as of this 8th day of May 2017.

CONDUENT STATE & LOCAL SOLUTIONS, INC.,
a New York corporation

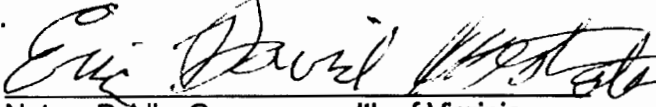
SEAL: _____

By: 
James N. Haddow, Jr.,
Assistant Secretary

Commonwealth of Virginia)

County of Fairfax)

This instrument was acknowledged before me on this 8th day of May 2017 by James N. Haddow, Jr., Assistant Secretary of Conduent State & Local Solutions, Inc., a New York corporation, on behalf of said Corporation.


Notary Public, Commonwealth of Virginia

Eric David Westrate
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 7505826
My Commission Expires Nov. 30, 2019



April, 2017

Re: Name Change of Xerox State & Local Solutions, Inc.

To Our Valued Customer,

In January, Conduent Incorporated officially separated from Xerox to become an independent, publicly traded company to enable greater focus on being the leading business process services company.

As an independent company, we are better positioned to meet your needs in a rapidly changing world. We have the focus and agility necessary to respond to the demands of the market and to continue to create value for your operations.

In order to build our new Conduent brand and create consistency across our business we are transitioning the names by which we do business from their legacy names to a more descriptive name that includes "Conduent".

Xerox State & Local Solutions, Inc. has changed its name to Conduent State & Local Solutions, Inc. The name change will not affect the contract between Conduent and its customers. Conduent State & Local Solutions, Inc. remains the same entity after the name change – the same employees, the same tax identification number, the same rights and obligations under its contracts and the same dedication to its clients.

You will notice the change in name on our invoices issued beginning April 1st. We've enclosed an updated W-9 to assist you in processing our invoice. Please note that payment remittance instructions have not changed at this time with the exception of the bank account beneficiary name. See attached payment instructions and update your records accordingly.

Although we have notified the IRS of the name change, it typically takes the IRS 6 to 8 weeks to update their system. So, if you access the IRS's online TIN matching site before early June 2017, you likely will not be able to successfully match the new name with the existing TIN. As such, please allow adequate time for the IRS system update.

We never lose sight of the value of your business and our relationship, and we want to reiterate our commitment to provide you with best-in-class solutions and services. Please contact your program manager with any questions.

Sincerely,

Your Conduent Account Team

CONDUENT



Payments can be made as follows:

Electronic payment instructions

**Wells Fargo Bank San Francisco
420 Montgomery St.
San Francisco, CA 94163**

Routing Number: 121000248

Account Number: 4911433720

Swift Code: WFBIUS6S

Check payment instructions sent regular mail

**Conduent Business Services, LLC
P.O. Box 201322
Dallas, TX 75320-1322**

Check payment instructions sent overnight mail

**Wells Fargo Bank
For the Benefit of Conduent - 201322
2975 Regent Blvd.
Irving, TX 75063**

ATTENTION

For us to identify and apply funds properly, please place the invoice number on the remittance. We cannot guarantee that we received your funds without this information.

**Request for Taxpayer
Identification Number and Certification**

Give Form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line: do not leave this line blank CONDUENT STATE & LOCAL SOLUTIONS, INC.		
	2 Business name/d disregarded entity name, if different from above		
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ Note: For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶	4 Exemptions (codes apply only to certain entities, not individuals: see instructions on page 3): Exempt payee code (if any) 5 Exemption from FATCA reporting code (if any) E <small>(Applies to accounts maintained outside the U.S.)</small>	
	5 Address (number, street, and apt. or suite no.) P.O. BOX 201322	Requester's name and address (optional)	
	6 City, state, and ZIP code DALLAS, TX 75320-1322		
	7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)																																																						
Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i> on page 3.																																																						
Note: If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.																																																						
<table border="1"><tr><td colspan="9">Social security number</td></tr><tr><td></td><td></td><td></td><td>-</td><td></td><td></td><td></td><td>-</td><td></td><td></td><td></td></tr><tr><td colspan="11">or</td></tr><tr><td colspan="11">Employer identification number</td></tr><tr><td>1</td><td>3</td><td></td><td>-</td><td>1</td><td>9</td><td>9</td><td>6</td><td>6</td><td>4</td><td>7</td></tr></table>		Social security number												-				-				or											Employer identification number											1	3		-	1	9	9	6	6	4	7
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Employer identification number																																																						
1	3		-	1	9	9	6	6	4	7																																												

Part II Certification	
Under penalties of perjury, I certify that:	
1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and	
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and	
3. I am a U.S. citizen or other U.S. person (defined below); and	
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.	
Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.	
Sign Here	Signature of U.S. person ▶ <i>Diana Rivera</i>
	Date ▶ 2/21/17

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), and virtual taxpayer identification number (VTIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding?* on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued).
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding. If you are a U.S. exempt payee, if applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

Note. If you are a U.S. person and a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien;
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States;
- An estate (other than a foreign estate); or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

In the cases below, the following person must give Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States:

- In the case of a disregarded entity with a U.S. owner, the U.S. owner of the disregarded entity and not the entity;
- In the case of a grantor trust with a U.S. grantor or other U.S. owner, generally, the U.S. grantor or other U.S. owner of the grantor trust and not the trust; and
- In the case of a U.S. trust (other than a grantor trust), the U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

Foreign person. If you are a foreign person or the U.S. branch of a foreign bank that has elected to be treated as a U.S. person, do not use Form W-9. Instead, use the appropriate Form W-8 or Form 8233 (see Publication 515, *Withholding of Tax on Nonresident Aliens and Foreign Entities*).

Nonresident alien who becomes a resident alien. Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

Example. Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity, give the requester the appropriate completed Form W-8 or Form 8233.

Backup Withholding

What is backup withholding? Persons making certain payments to you must under certain conditions withhold and pay to the IRS 28% of such payments. This is called "backup withholding." Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, payments made in settlement of payment card and third party network transactions, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

Payments you receive will be subject to backup withholding if:

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),

3. The IRS tells the requester that you furnished an incorrect TIN,

4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or

5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See *Exempt payee code* on page 3 and the separate instructions for the Requester of Form W-9 for more information.

Also see *Special rules for partnerships* above.

What is FATCA reporting?

The Foreign Account Tax Compliance Act (FATCA) requires a participating foreign financial institution to report all United States account holders that are specified United States persons. Certain payees are exempt from FATCA reporting. See *Exemption from FATCA reporting code* on page 3 and the instructions for the Requester of Form W-9 for more information.

Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account; for example, if the grantor of a grantor trust dies.

Penalties

Failure to furnish TIN. If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

Civil penalty for false information with respect to withholding. If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

Criminal penalty for falsifying information. Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

Misuse of TINs. If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

Specific Instructions

Line 1

You must enter one of the following on this line; do not leave this line blank. The name should match the name on your tax return.

If this Form W-9 is for a joint account, list first, and then circle, the name of the person or entity whose number you entered in Part I of Form W-9.

a. **Individual.** Generally, enter the name shown on your tax return. If you have changed your last name without informing the Social Security Administration (SSA) of the name change, enter your first name, the last name as shown on your social security card, and your new last name.

Note. ITIN applicant: Enter your individual name as it was entered on your Form W-7 applied on line 1a. This should also be the same as the name you entered on the Form 1040/1040A/1040EZ you filed with your application.

b. **Sole proprietor or single-member LLC.** Enter your individual name as shown on your 1040/1040A/1040EZ on line 1. You may enter your business, trade, or "doing business as" (DBA) name on line 2.

c. **Partnership, LLC that is not a single-member LLC, C Corporation, or S Corporation.** Enter the entity's name as shown on the entity's tax return on line 1 and any business, trade, or DBA name on line 2.

d. **Other entities.** Enter your name as shown on required U.S. federal tax documents on line 1. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on line 2.

e. **Disregarded entity.** For U.S. federal tax purposes, an entity that is disregarded as an entity separate from its owner is treated as a "disregarded entity." See Regulations section 301.7701-2(c)(2)(ii). Enter the owner's name on line 1. The name of the entity entered on line 1 should never be a disregarded entity. The name on line 1 should be the name shown on the income tax return on which the income should be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a single owner that is a U.S. person, the U.S. owner's name is required to be provided on line 1. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity's name on line 2. "Business name/disregarded entity name." If the owner of the disregarded entity is a foreign person, the owner must complete an appropriate Form W-8 instead of a Form W-9. This is the case even if the foreign person has a U.S. TIN.

Line 2

If you have a business name, trade name, DBA name, or disregarded entity name you may enter it on line 2.

Line 3

Check the appropriate box in line 3 for the U.S. federal tax classification of the person whose name is entered on line 1. Check only one box in line 3.

Limited Liability Company (LLC). If the name on line 1 is an LLC treated as a partnership for U.S. federal tax purposes, check the "Limited Liability Company" box and enter "P" in the space provided. If the LLC has filed Form 8832 or 2553 to be taxed as a corporation, check the "Limited Liability Company" box and in the space provided enter "C" for C corporation or "S" for S corporation. If it is a single-member LLC that is a disregarded entity, do not check the "Limited Liability Company" box; instead check the first box in line 3 "Individual/sole proprietor or single-member LLC."

Line 4, Exemptions

If you are exempt from backup withholding and/or FATCA reporting, enter in the appropriate space in line 4 any code(s) that may apply to you.

Exempt payee code.

- Generally, individuals (including sole proprietors) are not exempt from backup withholding.
- Except as provided below, corporations are exempt from backup withholding for certain payments, including interest and dividends.
- Corporations are not exempt from backup withholding for payments made in settlement of payment card or third party network transactions.
- Corporations are not exempt from backup withholding with respect to attorneys' fees or gross proceeds paid to attorneys, and corporations that provide medical or health care services are not exempt with respect to payments reportable on Form 1099-MISC.

The following codes identify payees that are exempt from backup withholding. Enter the appropriate code in the space in line 4.

- 1—An organization exempt from tax under section 501(c)(3), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).
- 2—The United States or any of its agencies or instrumentalities.
- 3—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities.
- 4—A foreign government or any of its political subdivisions, agencies, or instrumentalities.
- 5—A corporation.
- 6—A dealer in securities or commodities required to register in the United States, the District of Columbia, or a U.S. commonwealth or possession.
- 7—A futures commission merchant registered with the Commodity Futures Trading Commission.
- 8—A real estate investment trust.
- 9—An entity registered at all times during the tax year under the Investment Company Act of 1940.
- 10—A common trust fund operated by a bank under section 581(a).
- 11—A financial institution.
- 12—A middleman known in the investment community as a nominee or custodian.
- 13—A trust exempt from tax under section 664 or described in section 4947.

The following chart shows types of payments that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 13.

If the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 7
Broker transactions	Exempt payees 1 through 4 and 6 through 11 and all C corporations. S corporations must not enter an exempt payee code because they are exempt only for sales of noncovered securities acquired prior to 2012.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 4
Payments over \$600 required to be reported and direct sales over \$5,000 ¹	Generally, exempt payees 1 through 5 ²
Payments made in settlement of payment card or third party network transactions	Exempt payees 1 through 4

¹ See Form 1099-MISC, Miscellaneous Income, and its instructions.

However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney reportable under section 6045(f), and payments for services paid by a federal executive agency.

Exemption from FATCA reporting code. The following codes identify payees that are exempt from reporting under FATCA. These codes apply to persons submitting this form for accounts maintained outside of the United States by certain foreign financial institutions. Therefore, if you are only submitting this form for an account you hold in the United States, you may leave this field blank. Consult with the person requesting this form if you are uncertain if the financial institution is subject to these requirements. A requester may indicate that a code is not required by providing you with a Form W-9 with "Not Applicable" (or any similar indication) written or printed on the line for a FATCA exemption code.

A—An organization exempt from tax under section 501(a) or any individual retirement plan as defined in section 7701(a)(37).

B—The United States or any of its agencies or instrumentalities.

C—A state, the District of Columbia, a U.S. commonwealth or possession, or any of their political subdivisions or instrumentalities.

D—A corporation the stock of which is regularly traded on one or more established securities markets, as described in Regulations section 1.1472-1(c)(1)(i).

E—A corporation that is a member of the same expanded affiliated group as a corporation described in Regulations section 1.1472-1(c)(1)(i).

F—A dealer in securities, commodities, or derivative financial instruments (including notional principal contracts, futures, forwards, and options) that is registered as such under the laws of the United States or any state.

G—A real estate investment trust.

H—A regulated investment company as defined in section 851 or an entity registered at all times during the tax year under the Investment Company Act of 1940.

I—A common trust fund as defined in section 581(a).

J—A bank as defined in section 581.

K—A broker.

L—A trust exempt from tax under section 664 or described in section 4947(a)(1).

M—A tax exempt trust under a section 403(b) plan or section 457(g) plan.

Note. You may wish to consult with the financial institution requesting this form to determine whether the FATCA code and/or exempt payee code should be completed.

Line 5

Enter your address (number, street, and apartment or suite number). This is where the requester of this Form W-9 will mail your information returns.

Line 6

Enter your city, state, and ZIP code.

Part I. Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. If you are a resident alien and you do not have an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on this page), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

Note. See the chart on page 4 for further clarification of name and TIN combinations.

How to get a TIN. If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local SSA office or get this form online at www.ssa.gov. You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at www.irs.gov/businesses and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting irs.gov or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, apply for a TIN and write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

Note. Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

Caution: A disregarded U.S. entity that has a foreign owner must use the appropriate Form W-8.

Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if items 1, 4, or 5 below indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on line 1 must sign. Exempt payees, see *Exempt payee cards* earlier.

Signature requirements. Complete the certification as indicated in items 1 through 5 below.

- Interest, dividend, and barter exchange accounts opened before 1983 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.
- Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.
- Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.
- Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments made in settlement of payment card and third party network transactions, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).
- Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee) b. So-called trust account that is not a legal or valid trust under state law	The grantor-trustee ³ The actual owner ³
5. Sole proprietorship or disregarded entity owned by an individual	The owner ³
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulations section 1.671-4(b)(2)(i)(A))	The grantor ³
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity ³
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulations section 1.671-4(b)(2)(i)(B))	The trust

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name and you may also enter your business or DBA name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

⁴ List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 2.

⁵ Note. Grantor also must provide a Form W-9 to trustee of trust.

Note. If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, SSN, or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN.
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, *Identity Theft Prevention and Victim Assistance*.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-629-4059.

Protect yourself from suspicious emails or phishing schemes. Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to phishing@irs.gov. You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration (TIGTA) at 1-800-368-4484. You can forward suspicious emails to the Federal Trade Commission at: spam@uce.gov or contact them at www.ftc.gov/idtheft or 1-877-IDTHEFT (1-877-438-4338).

Visit irs.gov to learn more about identity theft and how to reduce your risk.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. commonwealths and possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.