



VICTORIA F. SHEEHAN
COMMISSIONER

THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION

APR 20 16 11 21 AM



WILLIAM CASS, P.E.
ASSISTANT COMMISSIONER

Her Excellency, Governor Margaret Wood Hassan
and the Honorable Council
State House
Concord, NH 03301

Bureau of Rail & Transit
April 8, 2016

REQUESTED ACTION

Authorize the Department of Transportation (NHDOT) to **amend a sole source agreement** (Contract #2012-132-Part 3) approved by Governor and Council on May 15, 2013, Item 96 with HB Software Solutions, Inc., Vendor # 247984, Lowell, Massachusetts. This amendment request is to amend the contract completion date an additional three years from June 30, 2016 to June 30, 2019, and amend certain aspects of the agreement, effective upon Governor and Council approval. No additional funding is requested.

EXPLANATION

This **sole source amendment** will exercise a three year renewal option to extend the contract agreement an additional three years to complete the regional implementation of a statewide Transportation Coordination System and extend the software maintenance for an additional three years. This is a time extension only and no additional funds are requested. The amendment also revises the contract deliverables and price and payment schedule.

NHDOT, in cooperation with the State Coordinating Council for Community Transportation (SCC), negotiated a contract with HB Software Solutions for the purchase, hosting and maintenance of software for use by the State's nine Regional Coordination Councils and participating transportation providers to promote and facilitate the coordination and improvement of human services transportation and community transportation throughout the State. The **sole source** contract resulted from a Request for Information conducted by the SCC in 2008 and a subsequent multi-year review of coordination software applications and various States' coordination programs by the SCC, which included a representative of the NHDOT.

A coordination model software utilized by the Montachusett Regional Transit Authority (MART) in Fitchburg, MA was selected. MART developed a coordination model that included the utilization of an HB Software Solutions product designed primarily for the New England states and New York. MART received approval from the Federal Transit Administration to allow NHDOT to become a stakeholder in the project and NHDOT entered into a **sole source** agreement with HB Software Solutions, which is the information technology firm for Montachusett Regional Transit Authority (MART). The contract covers licensing, maintenance, hosting, and other direct costs of the software for New Hampshire participating regions.

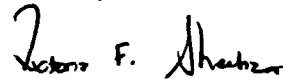
The contract with HB Software Solutions has provided NHDOT the ability to share transit resources and provides a partner agency in MART to advise and assist. The coordination model and software platform has been a dependable, secure service enabling Regional Coordination Councils and participating transportation providers, including nonprofit agencies, for-profit companies, and volunteer drivers, to more efficiently coordinate their

transportation services. It also provides a single point of access for information sharing, effective trip coordination, web based scalability, low cost operations and maintenance as compared to a commercially off the shelf software product. The State of NH has benefited from being part of this coordination model that includes the utilization of an HB Software Solutions product that was designed primarily for the New England states and New York.

The Agreement has been approved by the Attorney General as to form and execution. Copies of the fully executed agreement 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.

Your approval of this resolution is respectfully requested.

Sincerely,

A handwritten signature in black ink that reads "Victoria F. Sheehan". The signature is written in a cursive style with a large initial 'V'.

Victoria F. Sheehan
Commissioner

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

April 11, 2016

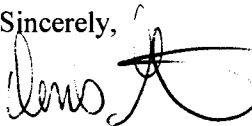
Victoria F. Sheehan
Commissioner
Department of Transportation
State of New Hampshire
John O. Morton Bldg., 7 Hazen Drive
Concord, NH 03302-0483

Dear Commissioner Sheehan:

This letter represents formal notification that the Department of Information Technology (DoIT) has approved your agency's request to enter into a sole source contract amendment with HB Software Solutions, Inc. as described below and referenced as DoIT number 2012-132A.

The purpose of this amendment is to extend an additional three years to complete the regional implementation of a statewide Transportation Coordination System and extend the software maintenance for an additional three years with no additional funds request. The contract is 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/mh
DoIT 2012-132A

**STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION
TRANSPORTATION COORDINATION SERVICES SYSTEM
CONTRACT 2012-132
CONTRACT AMENDMENT 2012-132A**

WHEREAS, pursuant to an Agreement approved by Governor and Council, as a result of Contract #2012-132, on May 15, 2013, Item # 96, (herein after referred to as the "Agreement"), HB Software Solutions Inc., (hereinafter referred to as the "Vendor", "HBSS") agreed to supply certain software services upon the terms and conditions specified in the Agreement and in consideration of payment by the Department of Transportation, (hereinafter referred to as the "Department") certain sums as specified therein;

WHEREAS, pursuant to the Agreement Section 18: *Amendment*, and the provisions of 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 Executive Council;

WHEREAS, the Vendor and the Department have agreed to amend the Agreement in certain respects;

WHEREAS, the Department and the Vendor wish to extend the completion date from June 30, 2016 to June 30, 2019;

WHEREAS, the Department and the Vendor wish to amend Exhibit A, Contract Deliverables;

WHEREAS, the Department and the Vendor wish to amend Exhibit B, Price and Payment Schedule;

WHEREAS, the Department and the Vendor seek to clarify the Agreement.

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

Contract Agreement-General Provisions is hereby amended as follows:

1. Amend Section 1.7 of the Agreement (Page 1) by extending the Completion Date from June 30, 2016 to June 30, 2019.

The Statement of Work is hereby amended as follows:

Exhibit A: *Contract Deliverables*, of the Agreement is hereby amended as follows:

1. Amend Section 2. *Deliverables, Milestones and Activities Schedule* to include revisions to Table 2.1 *Implementation Schedule – Activities/Deliverables/Milestones* to reflect the addition of new deliverables and deliverable dates as detailed below in Table 1:

Ref Num	Activity, Deliverable, or Milestone	Deliverable Type	Projected Delivery Date		
			MM	DD	YY
10	Recommended Required Upgrades to State Infrastructure Report	Written	7	15	16
16	Comprehensive Training Plan and Curriculum	Written	7	15	16
17	End User Support Plan	Written	7	15	16
19	Software Installed, Configured, and Operational to satisfy State requirements	Software	7	15	16
19	Software Installed, Configured, and Operational to satisfy State requirements	Software	9	1	16
27	Conduct Training/I.43	Non-Software	7	15	16
28	Cutover to New Software	Non-Software	9	21	16
33	Conduct Project Exit Meeting	Non-Software	9	15	16
34	Hosting (Year 3)	Non-Software	11/1/16	through	10/31/17
34	Hosting (Year 4)	Non-Software	11/1/17	through	10/31/18

**STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION
TRANSPORTATION COORDINATION SERVICES SYSTEM
CONTRACT 2012-132-PART 3
CONTRACT AMENDMENT**

34	Hosting (Year 5)	Non-Software	11/1/18	through	10/31/19
35	Warranty/Maintenance (Year 1)	Non-Software	10/1/16	through	9/30/17
35	Warranty/Maintenance (Year 2)	Non-Software	10/1/17	through	9/30/18
35	Warranty/Maintenance (Year 3)	Non-Software	10/1/18	through	9/30/19


Amend Exhibit B, Price and Payment Schedule, 1. Deliverable Payment Schedule to reflect the new Completion Date of June 30, 2019.

1. Amend Section 1.1 *Not to Exceed* to reflect only the changes detailed below:

Deliverable Payment Schedule Section 1.1 Not to Exceed	<p>Delete:</p> <p style="text-align: center;">“This is a Not to Exceed (NTE) Contract totaling \$341,675 for the period between the Effective Date through 6/30/2016.”</p> <p>Replace with:</p> <p style="text-align: center;">“This is a Not to Exceed (NTE) Contract totaling \$341,675 for the period between the Effective Date through 6/30/2019.”</p>
---	---

2. *Price and Payment Schedule – Activities/Deliverables/Milestone* to reflect the amended deliverable dates as detailed below in Table 2:

Ref Num	Activity, Deliverable, or Milestone	Deliverable Type	Projected Delivery Date			Payment Due	Invoice Amount
			MM	DD	YY		
11	Recommended Required Upgrade to State Infrastructure Report	Written	7	15	16	\$977.27	\$977.27
17	Comprehensive Training Plan and Curriculum	Written	7	15	16	\$977.27	\$977.27
18	End User Support Plan	Written	7	15	16	\$977.27	\$977.27
20	Software Installed, Configured, and Operational to satisfy State requirements (50%)	Software	7	15	16	\$21,641.50	\$21,641.50
20	Software Installed, Configured, and Operational to satisfy State requirements (50%)	Software	9	1	16	\$21,641.50	\$21,641.50
29	Conduct Training/I.43	Non-Software	7	15	16	\$1,954.53	\$1,954.53
30	Cutover to New Software	Non-Software	9	1	16	\$977.27	\$977.27
33	Conduct Project Exit Meeting	Non-Software	9	15	16	\$1,876.35	\$1,876.35
34	Hosting (Year 3)	11/1/16 to 10/31/17				\$12,540.00	\$12,540.00
34	Hosting (Year 4)	11/1/17 to 10/31/18				\$12,671.67	\$12,671.67
34	Hosting (Year 5)	11/1/18 to 10/31/19				\$12,804.73	\$12,804.73
35	Warranty/Maintenance (Year 2)	Non-Software				\$27,406.00	\$27,406.00
35	Warranty/Maintenance (Year 3)	Non-Software				\$27,406.00	\$27,406.00
	Total					\$143,851.36	\$143,851.36

Initial all pages
Vendor Initials 

**STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION
TRANSPORTATION COORDINATION SERVICES SYSTEM
CONTRACT 2012-132-PART 3
CONTRACT AMENDMENT**

3. Amend the *Warranty/Maintenance Table* as detailed below.

Delete:

Warranty/Maintenance Table

Year	Start Date	End Date	Note
Year 1	Start date of contract (7/1/2013)	12 months after start date of contract (7/1/2014)	Covered by HBSS
Year 2	7/1/2014	7/1/2015	Paid by NHDOT
Year 3	7/1/2015	9/30/2016	Paid by NHDOT

Replace with:

Warranty/Maintenance Table

Year	Start Date	End Date	Note
Year 1	10/1/2016	9/30/2017	Covered by HBSS
Year 2	10/1/2017	9/30/2018	NHDOT \$27,406.00
Year 3	10/1/2018	9/30/2019	NHDOT \$27,406.00

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.

STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION
TRANSPORTATION COORDINATION SERVICES SYSTEM
CONTRACT 2012-132-PART 3
CONTRACT AMENDMENT

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

~~HB Software Solutions, Inc~~

Name

Chirif Operating Officer
Title

Date:

3/29/16

Corporate Signature Notarized:

STATE OF Massachusetts COUNTY OF Middlesex

On this the 29th day of March, 2016, before me, Himanshu Bhattacharya
the undersigned Officer Himanshu Bhattacharya, personally appeared and acknowledged her/himself to
be the Chief Operating Officer, of HB Software Solutions, Inc, a corporation, and that she/he,
as such Himanshu Bhattacharya 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
Chief Operating Officer.

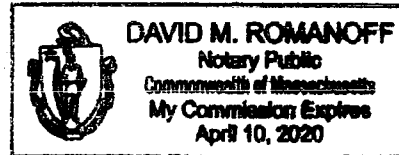
IN WITNESS WHEREOF I hereunto set my hand and official seal.

[Signature]

Notary Public/Justice of the Peace

My Commission Expires:

April 10, 2020



NH Department of Transportation

[Signature]
Patrick C. Herlihy
Director of Aeronautics, Rail & Transit
NH Department of Transportation

Date:

4/6/16

Approved by the Attorney General (Form, Substance and Execution)

[Signature]
State of New Hampshire, Department of Justice

Date:

4/20/16

Approved by Governor and Council

Date:

Initial all pages
Vendor Initials

[Initials]

EXHIBITS TO AMENDMENT

CERTIFICATE OF GOOD STANDING

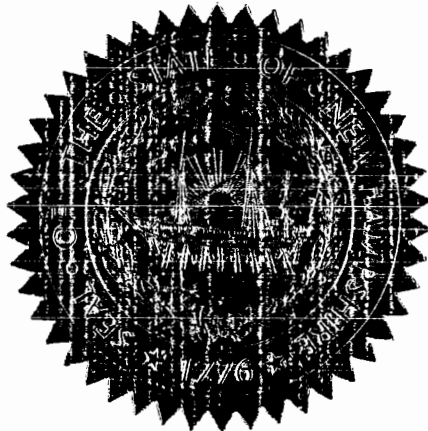
CERTIFICATE OF CORPORATE VOTE

CERTIFICATE OF INSURANCE

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 HB Software Solutions, Inc. doing business in New Hampshire as HBSS Information Systems, a(n) Delaware corporation, is authorized to transact business in New Hampshire and qualified on June 28, 2012. I further certify that all fees and annual reports required by the Secretary of State's office have been received.



In TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this 4th day of April, A.D. 2016

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

William M. Gardner
Secretary of State

Certificate of Authority/Vote

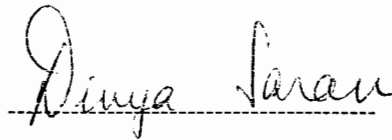
I, Divya Saran, do hereby certify that:

1. I am duly elected Assistant Secretary of HB Software Solutions, Inc.
2. The following are true copies of two resolutions duly adopted at a meeting of the Board of Directors of the Corporation duly held on March 26, 2013

RESOLVED: That this Corporation, HB Software Solutions, Inc. enter into a contract with the State of New Hampshire, acting through its Department of Transportation, to purchase software to promote and facilitate coordination of human services transportation and public transportation statewide.

RESOLVED: That the president, Himanshu Bhatnagar, is authorized on behalf of HB Software Solutions, Inc. to enter into the said contract with the State and to execute any and all documents, agreements and other instruments, and any amendments, revisions, or modifications thereto, as he may deem necessary, desirable or appropriate.

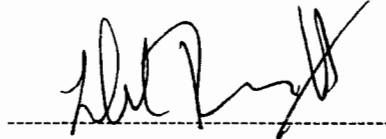
3. The foregoing resolutions have not been amended or revoked and remain in full force and effect as of March 29, 2016.
4. Himanshu Bhatnagar is the duly elected President of the Corporation



Divya Saran
Assistant Secretary

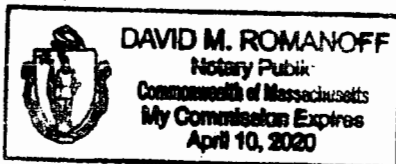
State of Massachusetts
County of Middlesex

The foregoing instrument was acknowledged before me this 29th day of March, 2016, by Divya Saran.



Notary Public

Commission Expires: April 10, 2020





CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
03/29/2016

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).

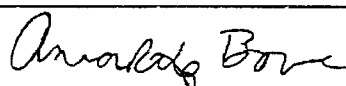
PRODUCER H & K Insurance Agency, Inc. 182 Main Street Watertown, MA 02472	CONTACT NAME: Annarita Bove	
	PHONE (A/C, No, Ext): (617) 612-6503 FAX (A/C, No): (617) 926-0912 E-MAIL ADDRESS: above@hkinsurance.com	
INSURED HB Software Solutions, Inc 1075 Westford St Lowell, MA 01851	INSURER(S) AFFORDING COVERAGE	NAIC #
	INSURER A: American Casualty Company of Reading Pennsylvania	20427
	INSURER B: Continental Casualty	20443
	INSURER C: Axis Insurance Company	A0261
	INSURER D:	
	INSURER E:	
	INSURER F:	

COVERAGES **CERTIFICATE NUMBER:** **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.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (M/M/DD/YYYY)	POLICY EXP (M/M/DD/YYYY)	LIMITS	
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR	Y		2072087708	09/19/2015	09/19/2016	EACH OCCURRENCE	\$ 1,000,000
	GENL AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:						DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 300,000
							MED EXP (Any one person)	\$ 10,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 2,000,000
							PRODUCTS - COM/PO/AGG	\$ 2,000,000
								\$
	AUTOMOBILE LIABILITY ANY AUTO ALL OWNED AUTOS HIRED AUTOS						COMBINED SINGLE LIMIT (Ea accident)	\$
	SCHEDULED AUTOS NON-OWNED AUTOS						BODILY INJURY (Per person)	\$
							BODILY INJURY (Per accident)	\$
							PROPERTY DAMAGE (Per accident)	\$
								\$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB OCCUR <input type="checkbox"/> EXCESS LIAB CLAIMS-MADE			2091512230	09/19/2015	09/19/2016	EACH OCCURRENCE	\$ 1,000,000
	DED <input checked="" type="checkbox"/> RETENTION \$ 10,000						AGGREGATE	\$ 1,000,000
								\$
B	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/A	2054635255	04/01/2016	04/01/2017	PER STATUTE	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
C				MCN000217011501	07/01/2015	07/01/2016		

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
NH Department Of Transportation shall be named as additional insured on the general liability as required by written contract

CERTIFICATE HOLDER State Of New Hampshire Department of Transportation Attn: Partrick Herlihy 7 Hazen Drive Concord, NH 033010483	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 

© 1988-2014 ACORD CORPORATION. All rights reserved.



THE STATE OF NEW HAMPSHIRE
DEPARTMENT OF TRANSPORTATION



96

CHRISTOPHER D. CLEMENT, SR.
COMMISSIONER

JEFF BRILLHART, P.E.
ASSISTANT COMMISSIONER

Her Excellency, Governor Margaret Wood Hassan
and the Honorable Council
State House
Concord, NH 03301

Bureau of Rail & Transit
April 8, 2013

approved 5/15/13
Item 96

REQUESTED ACTION

Authorize the Department of Transportation to enter into a **SOLE SOURCE** agreement with HB Software Solutions, Inc., Vendor # 247984, Lowell, Massachusetts, for an amount not to exceed \$273,340, to purchase software to promote and facilitate coordination of human services transportation and public transportation statewide, from July 1, 2013 through June 30, 2016 with a three (3) year renewal option subject to Governor and Council approval. 100% Federal Funds.

Funding is contingent upon the availability and continued appropriation of funds for FY 2014 and FY 2015

	<u>FY 2014</u>	<u>FY2015</u>
04-96-96-964010-2916 Public Transportation		
072-500575 Grants to Non-Profits Federal	\$140,138	\$133,202

EXPLANATION

The Department of Transportation, in cooperation with the State Coordinating Council for Community Transportation (SCC), negotiated a contract with HB Software Solutions to purchase software for use by the State's nine Regional Coordination Councils and participating transportation providers to promote and facilitate the coordination and improvement of human services transportation and community transportation throughout the State. This sole source request resulted from a Request For Information that was conducted by the SCC in 2008 and a subsequent multi-year review of coordination software applications and various States' coordination programs by the SCC, which included a representative of the Department of Transportation. The Department, with the concurrence of the SCC, selected a coordination model utilized by the Montachusett Regional Transit Authority (MART) in Fitchburg, MA. MART developed, under a federally funded United We Ride (UWR) grant, a coordination model that includes the utilization of an HB Software Solutions product that was designed primarily for the New England states and New York. MART received approval from the Federal Transit Administration to allow the Department to become a stakeholder in the project and the Department is therefore requesting to enter into a sole source agreement with HB Software Solutions, which is the information technology firm for Montachusett Regional Transit Authority (MART). Becoming a stakeholder in the project will allow the Department to achieve savings by joining a United We Ride project that funded the development of the software program. The contract covers licensing, maintenance, hosting, and other direct costs of the software for New Hampshire participating regions for a period of three years with options to renew for an additional three years. The contract with HB Software Solutions will provide the Department the ability to share transit resources and

provides a partner agency in MART to advise and assist. The coordination model and software platform also provides a single point of access for information sharing, effective trip coordination, web based scalability, low cost operations and maintenance as compared to a commercially off the shelf software product, and the opportunity to leverage Federal and State resources already invested.

This software will enable Regional Coordination Councils and participating transportation providers, including nonprofit agencies, for-profit companies, and volunteer drivers, to more efficiently coordinate their services. The result will be an improved transportation system serving those who need assistance to reach medical appointments, grocery shopping, social activities and other services but do not have access to their own transportation.

Funding for this project includes \$273,340 of FTA Section 5310 Elderly Individuals and Individuals with Disabilities Capital formula apportioned funds (80%) as included in this contract and the required 20% match of \$68,335 will be paid directly to the vendor, HB Software Solutions, by the Endowment for Health and other private sources.

In the event that Federal funds become unavailable, additional general funds will not be requested to support this program.

The Agreement has been approved by the Attorney General as to form and execution, and the Department will verify the necessary funds are available pending enactment of the Fiscal Year 2014 and 2015 budget. Copies of the fully executed agreement 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.

Your approval of this resolution is respectfully requested.

Sincerely,



Christopher D. Clement, Sr.
Commissioner

Attachments