

SUMMARY OF RESOLUTION

Authorization to Enter into an Agreement with Clever Devices Ltd. for the Upgrade and Purchase of Software and Related Services

Over the past 10 years, Port Authority of Allegheny County (Authority) has made a significant investment in implementing new technologies and systems. In 2000, the Authority implemented Clever Devices Ltd. hardware and software for performing the core functions of Automated Voice Announcements, Automated Passenger Counting and Automated Vehicle Monitoring for buses.

The Authority's Service Planning and Scheduling Department staff has identified the need for additional functionality and upgrades in the Authority's scheduling software to maximize effectiveness within the overall scheduling process. This additional functionality, when combined with the current scheduling system, will provide the foundation necessary to monitor and enhance the Authority's Transit Development Plan. Accordingly, the Authority desires to upgrade its Clever Devices Ltd. software and analytical tools.

Clever Devices Ltd. owns and provides Clever Devices copyrighted software. This software is proprietary and may only be purchased from, integrated by, and installed by, Clever Devices Ltd.

The purpose of this resolution is to request approval for the purchase and implementation of additional Clever Devices Ltd. software, which includes Schedule Integration software, BusLink Distribution software and CleverAnalytics software, an upgrade of the BusTools software, associated licenses, training and related services. The software will provide needed supplemental functionality, will result in additional cost savings and will be used to monitor and enhance the Authority's Transit Development Plan.

The software, licenses and services are being acquired as a sole source procurement as Clever Devices Ltd. is the only source from which the Authority can acquire the software that interfaces with the Authority's existing system and that will allow the Authority to maintain the integrity of its Clever Devices system. The Authority has determined that the pricing of the new software, and related services, is competitive and comparable to prices charged to others. Furthermore, the Authority has determined that purchasing the needed software through another procurement process would result in substantial costs.

This resolution therefore authorizes the Authority to enter into an agreement with Clever Devices Ltd., for the acquisition of the referenced software, associated licenses, training and certain related services in an amount not to exceed \$350,000.

RESOLUTION

WHEREAS, Port Authority of Allegheny County (Authority) has previously, and successfully, implemented certain Clever Devices Ltd., software and hardware modules; and

WHEREAS, the Clever Devices software is copyrighted by and proprietary to Clever Devices Ltd.; and

WHEREAS, Clever Devices Ltd., currently provides other copyrighted software modules that will upgrade and expand the capabilities of the Authority's Clever Devices system; and

WHEREAS, as part of the Authority's on-going initiative to improve its monitoring capabilities and to provide supplemental functionality, which when combined with the Authority's current system, will result in additional cost savings, the Authority desires to procure additional software and licenses from Clever Devices Ltd.; and

WHEREAS, the additional software will also provide the foundation necessary to monitor and enhance the Authority's Transit Development Plan; and

WHEREAS, the software and services to be purchased from Clever Devices Ltd., as part of the upgrade of the Authority's existing Clever Devices system, are Schedule Integration software, BusLink Distribution software and CleverAnalytics software, an upgrade of the BusTools software, associated licenses, training and related services; and

WHEREAS, the software to be purchased from Clever Devices Ltd., is the only software which can readily interface with the Authority's existing system and will allow the Authority to maintain the integrity of its existing system; and

WHEREAS, the software modules to be purchased are authored and copyrighted by Clever Devices Ltd. Furthermore, the software is proprietary and only Clever Devices Ltd., is authorized to distribute, license and provide implementation services for the software.

NOW, THEREFORE, BE IT RESOLVED, that the chief executive officer, assistant general manager Service Planning and Development and/or chief financial officer be, and they hereby are, authorized to enter into an agreement with Clever Devices Ltd., in a form approved by counsel, for the purchase of additional Clever Devices Ltd., software and services, which includes Schedule Integration software, BusLink Distribution software and CleverAnalytics software, an upgrade of the BusTools software, associated licenses, training and related services, for a total not-to-exceed amount of \$350,000, and to take all such other actions necessary and proper to carry out the purpose and intent of this resolution.