

SOFTWARE LICENSE AND MAINTENANCE AGREEMENT AMENDMENT #6

THIS AMENDMENT is made effective this 20th day of NOVEMBER 2013 between:

1. Trapeze Software Group, Inc. with its place of business at 8360 East Via de Ventura, Suite L-200, Scottsdale, Arizona, U.S.A. 83258, ("Trapeze"); and
2. Whatcom Transportation Authority, with its place of business at 4111 Bakerview Spur Road, Bellingham, Washington, U.S.A. 98226 ("Licensee" or "Whatcom").

WHEREAS Trapeze and Licensee intend to amend the Software License and Maintenance Agreement dated November 6, 2006 as amended ("the Agreement"), in order to reflect the addition of the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT Software products to the scope of the Agreement.

NOW THEREFORE Trapeze and Licensee agree as following:

1. **Amendment to Agreement**

- (a) The parties agree to the addition of the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT Software products to the scope of the Agreement. Exhibit A-6, attached hereto, is therefore added to and incorporated within the terms of the original Agreement.
- (b) The parties agree the implementation of the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT Software products shall be performed by Trapeze in accordance with the Statement of Work, attached hereto as Exhibit C-6.
- (c) The parties agree that the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT products' license fees, implementation services fees, expenses, and maintenance fees shall be invoiced and paid by Licensee in accordance with the Summary of Pricing and Payment Schedule, identified in Exhibit B-6, attached hereto.
- (d) The parties agree that the following replaces the first paragraph of Section 5 (Warranty) in the Agreement for the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT Software products:

Trapeze warrants the Software to operate in all material respects as specified in the Documentation for a period of one (1) year from the date of Software acceptance as defined in Section 4 of the Agreement ("Software Acceptance"). For any breach of this warranty, Licensee's sole and exclusive remedy and Trapeze's entire obligation hereunder shall be to either repair or replace the defective Software. This warranty does not apply to any Software damaged as a result of any accident, negligence, use in any application for which it was not designed or intended, or modification without the prior written consent of Trapeze.

- (e) The parties acknowledge and agree that, except as may be specifically provided in this Amendment #6 all installation, testing, training or other services related to the use of the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT Software products by Licensee shall be provided by Trapeze exclusively and strictly in accordance with, the existing Software License and Maintenance Agreement dated the 6th day of November, 2006, related pricing as identified in Exhibit B-6 and under the terms of Exhibit C-6, the Statement of Work, attached hereto.

(f) All remaining terms, conditions, and covenants of the Agreement remain unchanged.

IN WITNESS WHEREOF, the parties have caused this Amendment #6 to be signed by their duly authorized representatives as of the date above.

TRAPEZE:

By:

Name:


Title:

LICENSEE

By:

Name:

Title:


Mark Miller
CEO

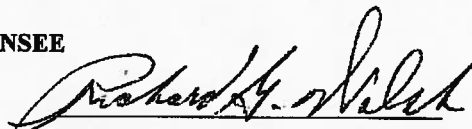

RICHARD G. WALSH
GENERAL MANAGER

EXHIBIT A-6

Item	Software	Configuration	Gross License Fees	*Year 1 Maintenance Fees	License Date
1.	Trapeze OPS (Bidding, Dispatch, Yard Management, TimeKeeping, Work Force Management)	up to 150 operators	\$188,010	\$32,902	Effective date of this Amendment #6
2.	Trapeze OPS-SIT	up to 150 operators	\$21,073	\$3,688	Effective date of this Amendment #6

Notes:

1. Licenses are provided for operations up to one hundred and fifty (150) operators with a 15% margin for growth for the Trapeze OPS (Bidding, Dispatch, Yard Management, TimeKeeping, Work Force Management) and OPS SIT Software products.
2. Licenses provide for software utilization for Whatcom Transportation Authority (Bellingham, WA).
3. Third Party Runtime licenses, if required, to operate the proposed applications are not included in prices listed above.
4. Malteze Transit Database will be provided at no cost for the development of reports by your staff only and for the integrated solution consisting of Trapeze Components. Access rights to the master infrastructure or API's for any core components that are not Trapeze compliant/sanctioned are charged at the current rate per application, unless otherwise approved by Trapeze.
5. * First year payable maintenance fees only as identified above. For all future annual renewals, maintenance fees shall be subject to schedule B-6 3.0 "Long Term Support."

EXHIBIT B-6

Summary of Pricing and Payment Schedule

1.0 Application Software

Item	Description	OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management)	OPS-SIT	TOTAL
1	Trapeze License Fees	\$188,010	\$21,073	\$209,083
2	Implementation Services	140,250	9,900	\$150,150
3	Expenses	29,200	2,950	\$ 32,150
4	License Discount	(7,834)	(878)	\$(8,712)
	Total Cost (US\$)	\$349,626	\$33,045	\$382,671

Notes:

1. Pricing assumes train the trainer approach used for training.
2. No more than six (6) users per training.
3. All processes are common to all employees and all users will be trained simultaneously.
4. Licensee abides by one union contract only. Trapeze will configure Software to meet this union contract only.
5. Timekeeping rules configuration to be determined during Operational Review.
6. Go-live support for OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) will be provided at one common location.
7. All employees and vehicles report to one common garage.
8. Standard interface to ePersonality Payroll System from Highline, Inc. is included.
9. Licensee is responsible for all hardware and cards. Sign-In kiosk consists of workstation, monitor, reader and receipt printer.
10. Pricing expires December 31, 2013 for the Trapeze OPS (Bidding, Dispatch, Yard Management, Timekeeping, Work Force Management) and OPS-SIT Software products.
11. Applicable taxes are not included in the pricing.

EXHIBIT B-6

Summary of Pricing and Payment Schedule

2.0 Payment Schedule

Item	Description
1.1	80% License Fee due upon execution of this Amendment
1.2	15% License Fee due upon Software Acceptance as defined in the Agreement
1.3	5% Licensee Fee due upon Final Project Acceptance as defined in Exhibit C-6, Statement of Work
Services	
1.4	25% of Services due upon contract signing
1.5	25% of Services due upon completion of operational/design review
1.6	25% of Services due upon Software installation
1.7	15% of Services due upon completion of training
1.8	10% of Services due upon Final Project Acceptance as defined in Exhibit C-6, Statement of Work

Note:

1. Expenses billed as incurred.

EXHIBIT B-6

Summary of Pricing and Payment Schedule

3.0 Long Term Support

Item	Description	OPS-Bidding, Dispatch, Yard Management, Timekeeping, Work Force Mgmt	OPS-SIT	TOTAL
1	1 year Warranty (begins at Software Acceptance)	(included)	(included)	
2	1st Year Maintenance (upon warranty expiration)	\$ 32,902	\$ 3,688	\$ 36,590
3	2nd Year Maintenance	\$ 34,547	\$ 3,872	\$ 38,419
4	3rd Year Maintenance	\$ 36,274	\$ 4,066	\$ 40,340
5	4th Year Maintenance	\$ 38,088	\$ 4,269	\$ 42,357
6	5th Year Maintenance	\$ 39,992	\$ 4,483	\$ 44,475

Note: First five years payable maintenance fees only as identified above. For all future annual renewals, maintenance fees shall be subject to Trapeze then current pricing.

EXHIBIT C-6

Statement of Work

1. Overview

The following information defines the services to be provided by Trapeze for the project and the effort that will be required from Whatcom Transportation Authority (Whatcom) staff and resources.

The Software products will be implemented 'off-the-shelf' and will provide the functionality as described in the most recent user manual.

Unless otherwise indicated, Trapeze will provide 'standard' services (project management, operational review, testing, installation, training) as defined by this scope of work. Any special requirements not defined below will be considered a change request and processed through the change order process.

In addition, it is assumed this Software will take advantage of existing Trapeze infrastructure, data sources and systems unless otherwise stated.

2. Software Product

Trapeze will implement the following OPS Software modules for Whatcom for this project:

- ✓ **Bidding**
- ✓ **Dispatching**
- ✓ **Timekeeping**
- ✓ **Workforce Management**
- ✓ **Skills**
- ✓ **Vehicle Import**
- ✓ **Sign In Terminal**

The aforementioned OPS Software modules will be implemented within the Operations Department of Whatcom, the specific work groups to be included will be determined as a result of the Operational Review.

Unless otherwise indicated, Trapeze will provide 'standard' Software and will provide the functionality as described in the most recent user manual (OPS User Guide, April 2013 Edition, based on Version 13.0). Any additional functionality, reports, or interfaces required but not identified within this document will be considered 'out-of-scope' and addressed through the change order process and may result in additional costs.

The aforementioned OPS Software modules will be compatible with the features available in version 13.

3. Implementation Timeframe, Milestones, and deliverables

The table below identifies the total duration of the project as well as the approximate resource requirements from Whatcom.

<u>Phase - Area</u>	<u>Who</u>	<u>TASKS</u>	<u>DELIVERABLES</u>	<u>MILESTONES</u>
RFP Process	Both	Contract Development	Contract Document	Whatcom Board Award
<u>Phase 1: OPS Implementation Kick-off</u>	Both	Contract Review	Project schedule Team roster	Contract & Sign Off - Phase 1 complete
		Project Kickoff Meeting		
	Trapeze	Verify network and Trapeze software ready		
<u>Phase 2: Operational Review</u>	Both	On-Site Operational Review meetings.	Operational Review Document	Operational Review Acceptance - Phase 2 complete
		Identify in-scope configurations		
	Trapeze	Composes Operational Review Document		
	Whatcom	Reviews Operational Review Document		
		Provides feedback on Operational Review Document	Final Operational Review Document	
	Trapeze	Reviews feedback &		

<u>Phase - Area</u>	<u>Who</u>	<u>TASKS</u>	<u>DELIVERABLES</u>	<u>MILESTONES</u>
		revises Document as needed	Any Change Orders	
	Both	Gap Analysis		
Phase 3: Design & Development - OPS Initial Installation & Software Admin Training	Trapeze	On-Site installation	Documentation	Installation & Software Admin training complete - Phase 3 complete
	Both	Software Admin training		
	Trapeze	Ancillary data configuration		
	Both	Prep of employee load to be completed		
		OPS data development & employee load		
		OPS configuration - Ancillary data		

Phase 4:				
<u>A:</u> Testing & Training Bidding Module	Both	Training and testing	Whatcom signoff on Bidding module	Acceptance of Bidding module
<u>B:</u> Dispatch & Yard Modules	Trapeze	Test and prep for training	Training materials Documentation	Acceptance of Dispatch & Yard modules
	Whatcom	Provides list of attendees		
	Trapeze	Prep for Yard standard import to be completed		
		Dispatch & Yard training		
	Whatcom	Dispatch & Yard testing		
	Trapeze	Reviews/addr		

		esses issues reported		
C: Sign In Terminal SIT1: Sign in Process and Flow Evaluation	Trapeze	Determine additional hardware needs for operators' SIT	Recommendation for reconfiguration	Sign In reconfiguration recommendation
	Trapeze	Evaluate operator sign in process, flow, space		
SIT2: IT/Internal Requirements	Whatcom	Procure SIT hardware	SIT hardware procured and installed	Hardware ready for SIT
SIT3: Installation, Configuration and Testing	Whatcom	Sign In Terminal installation	Training material Documentation	Acceptance of Sign In Terminal
	Trapeze	Sign In Terminal configuration		
	Both	Sign In Terminal training		
	Whatcom	Sign In Terminal acceptance testing		
	Trapeze	Reviews/addresses issues reported		
D: Workforce Management	Trapeze/Whatcom	Training / testing	Documentation	Acceptance of Workforce Management module
E: OPS Bidding, Dispatch & Yard Parallel	Whatcom	Daily OPS data entry by Bidding, Dispatch	Documentation	Acceptance of OPS Bidding, Dispatch & Yard – Phase 4 Complete
F: Timekeeping Module	Trapeze/Whatcom	Training / testing		Acceptance of Timekeeping module
Phase 5: Final Acceptance Testing	Whatcom	Final testing of all modules	Documentation	Final acceptance in test

				environment – Phase 5 Complete
<u>Go Live</u>	Both	OPS ready for Go Live		Software live in production
	Trapeze	On-Site Go Live support in place		
		Off-Site support available		
<u>Project Close-out Phase</u>	Trapeze	Create Final “As Built” Specifications Document	“As Built” Specifications Document	
	Trapeze	Customer Care transition	Close out report	Final project acceptance

Project	Total Duration	Whatcom Requirements
OPS (Bidding, Dispatch and Timekeeping)	12 months	<ul style="list-style-type: none"> ▪ 1 PT project manager ▪ 1 PT Subject Matter Expert ▪ IT Support

Note:

- 1) Projects that endure longer than anticipated may be subject to additional project management and implementation fees if delays are caused by Whatcom or if out of scope work is involved.
- 2) Total Duration refers to time from contract signing to Software Acceptance.

4. Trapeze Services

The following section describes the assumptions employed to determine the services required to provide the required enhancements. Section 5 of this Statement of Work identifies the resources and associated tasks that will be required from Whatcom.

Project Management

A Trapeze Project Manager will be assigned to the project. The Project Manager will coordinate all project efforts between Trapeze and Whatcom. The Project Manager will be responsible for ensuring that project requirements are communicated and understood and milestones are met. The Project Manager is the key point of contact for the OPS project and is responsible for project schedules, resource allocation and issue

management. (Note: Trapeze PM will provide similar services as those identified in Section 5 presented below)

Whatcom will be notified of any changes to Trapeze project team personnel. Trapeze will provide experienced team members and include resumes.

Change Order Process

Any changes to the project scope or schedule will be managed through the Change Order Process. The change requested is documented by the Trapeze Project Team and presented to Whatcom. The Change Order document includes:

- Description of the change requested by Whatcom
- Full assessment of the impacts related to the change (i.e., cost, schedule, etc.)
- Written approval by Trapeze and Whatcom's Project Manager that this change is accepted by both parties.

Included in this Statement of Work is thirty five thousand dollars (\$35,000) for contingency professional services and contingency travel costs to accommodate change orders. If a change order exceeds this contingency amount a contract amendment will be required. Professional services and expenses will be based on the prevailing rates at the time of change order confirmation. The 2013 daily services rate is \$1700/day and will be fixed for one (1) year from the date of contract signing for the purposes of this project.

Operational Review

An Operational Review (OR) will be performed as part of this project. This will outline all operational rules required by this project. A key component of this review will be review of the current collective bargaining agreement between the Whatcom and the local ATU labor union.

A document will be prepared summarizing the information discussed during the OR. This information will be obtained by reviewing existing operation rules, interviews with key Whatcom staff and review of Whatcom documentation and will include:

- ✓ Bidding rules, including type of work to bid, bidding sequence and frequency and generated reports. Specific attention to vacation bid.
- ✓ Work rules, including work assignment processing, extraboard rotations and maximum and minimum work times.
- ✓ Timekeeping rules, existing and new absence, work and pay codes and how the Trapeze OPS Timekeeping will apply them for operators.
- ✓ For development of more complex timekeeping rules, the OR will provide business case examples defining how operators are paid.
- ✓ Review of sign-in devices including cards, card readers and printers
- ✓ Review of the current Sign-in methods, times of day, locations and expected sign-in loads

Whatcom will be provided a draft of the OR document to comment on. The second operational review document delivered will be the final document, unless otherwise agreed upon. Any gaps (out of scope

items) are summarized, scoped, and priced for Whatcom to determine whether or not to use the available contingency funds to cover these gaps.

Training

Training will cover each functional area of the Software. Training provided will be based on Trapeze standard training agendas. Each session can be attended actively by up to six (6) employees. Whatcom is expected to participate in training sessions and complete any required tasks (data development, testing, etc.). Training will take place at Whatcom facilities. Training will be conducted using the Whatcom test system and Whatcom test data. It is expected that Whatcom provide a networked computer for each trainee, connected to the test system. Training will include the following sessions/work groups:

Trapeze-OPS

- Bidding
- Dispatch
- Timekeeping
- Skills
- Vehicle Import
- Workforce Management
- Report Writing
- System Administration

Trapeze-OPS-Sign In Terminal

- Configuration
- Sign in Monitoring

Trapeze will provide one (1) hard copy and one (1) digital copy of the OPS user manual. Whatcom is free to create copies of the hard copy manual for their users. Trapeze will also provide printed and electronic material in the form of 'quick reference guides' for certain aspects of the software available.

Timekeeping Rule Configuration

- Trapeze will build the timekeeping rules based on the operational review document.

Installation

The Software will be installed once in the test environment. Installation will be conducted jointly, on site. Installation will occur on Whatcom's existing version 13 Trapeze environment, including existing servers. Once User Acceptance testing has been completed, Trapeze will assist Whatcom with the migration of the Software to the production environment.

Interface Development

Trapeze will include the interfaces and screens listed below. The primary method for these interfaces, either import or export, is a staging table. These interfaces will be included in Software Maintenance and maintained as the modules feature sets allow.

- Retrieve (export) vehicle parking locations

- Vehicle assignments
- Vehicle change-overs
- SIT sign in/out
- Event metadata (event name/number, time occurred, operator name)
- Add association via 3rd party product between documents (as URL/UNC path) and events
- Add operator SIT notifications from 3rd party products
- Retrieve operator SIT notifications from for use by 3rd party products

Acceptance Testing

The final phase of the project will be acceptance testing. This involves Whatcom utilizing the Software in the test environment to ensure the Software responds accurately to users input and the features and functions of the Software work correctly. This final acceptance testing phase occurs after each module has been configured and tested individually, this is listed as Phase 5 in the Implementation Timeframe table above.

We estimate the duration of user acceptance for this project to be approximately 1-2 months.

Timekeeping Testing

The test strategy for timekeeping is based on the following assumptions:

- Whatcom employs Trapeze-OPS bidding, dispatching and employee management in the production environment.
- The interface to the Whatcom's payroll system has been tested and approved.
- A source of record or legacy system is available to compare against the accuracy of the Trapeze Software.
- The client updates the Trapeze-OPS Software with the daily events for at least two pay periods. The optimal approach being two pay periods: one regular and one with a holiday.
- Trapeze has access to the reports employed within the legacy system to verify accuracy of pay records.

In order to confirm the timekeeping Whatcom is required to ensure information is accurate in both the legacy system and Trapeze-OPS (daily dispatch). This can be performed in parallel (i.e. update both systems at the same time) or after the fact (update Trapeze-OPS at the end of the day or pay period). Accurate data in Trapeze-OPS is defined as:

- All assignment information (regular and extra board) is entered into Trapeze
- Sign-On and Offs
- Split Runs

- All absences recorded
- Extra Work (above and beyond schedule or extra board)
- Extra Pay

Once this information is collected in Trapeze and is accurate the database with the information will be forward to Trapeze. In addition, the report employed from the legacy system (source of reference) will be provided to Trapeze.

At this point, Trapeze will compare the pay transactions created by Trapeze-OPS and those provided in the source documents. Any differences will be investigated and documented.

User acceptance testing consists of Whatcom performing a similar review of the information as Trapeze to ensure accuracy.

Upon acceptance the Software will be moved into the production environment.

Sign-in Terminal Testing

The test strategy for Sign-in Terminal is based on the following assumptions:

- Pilot: Identify a small group of operators or cards to use sign-in terminal. Have them use sign in terminal in the test system to test the Software.

In order to confirm the Trapeze OPS (Sign-in Terminal) Software module is working correctly Whatcom is required to ensure information is accurate in Trapeze-OPS Bidding and Dispatching Software modules. Accurate data in Trapeze-OPS Software is defined as:

- All absences recorded
- All work assigned

User acceptance testing consists of Whatcom performing a similar review of the information as Trapeze to ensure accuracy.

Final Documentation

Trapeze will provide an end of project "as built" specifications document modelled off of the Operational Review that shows actual configuration of the installed Software. This would chronicle what was installed as well as any specific configurations and/or customizations included.

Support

Support is included in this project. This includes off-site support throughout the duration of the project and eight (8) days of production support. The type and nature of this support will be defined during the operation review depending upon Whatcom capabilities and availability of resources. Production support will take place at Whatcom facility. A Trapeze Technical Product Specialist will be on-site during the production support period.

Trapeze will provide Project Management and Off-Site Support services for twelve (12) months from initial delivery of Software by Trapeze. These services will include:

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TRAPEZE CONFIDENTIAL

- The Trapeze PM will provide bi-weekly reports to Whatcom's PM. These reports will be based on Trapeze standards and will include: project team information, current status and next steps.
- For the duration of the implementation the Trapeze technical product expert will be available for consultation off-site via phone or email.

5. WHATCOM RESOURCE REQUIREMENTS

The table below identifies the resource requirements for Whatcom:

Resource	Description	Time Estimation	Tasks
Project Manager	The project manager coordinates all efforts between Whatcom and Trapeze.	100% of time for duration of project.	<ul style="list-style-type: none"> ○ Coordinate the scheduling of all of the Whatcom's resources. ○ Coordination of conference calls and meetings, as required. ○ Prepare training facilities. ○ Coordinate training sessions. ○ Coordinate completion of data development. ○ Coordinate availability and efforts of SMEs ○ Coordinate completion of user acceptance testing. ○ Payment of Trapeze invoice in a timely fashion (30 days from milestone completion).
Subject Matter Experts	Operations Timekeeping and Payroll SME	25% of time for duration of project.	<ul style="list-style-type: none"> ○ Participation in the completion of the Operational Review. ○ Participation in relevant training sessions. ○ Assist PM with completion of user acceptance testing and data development. ○ Execute user acceptance testing.
	Finance Payroll Specialist	10% of time for duration of project.	
	HR Specialist	10% of time for duration of project.	
	HR Director	10% of time for	

Resource	Description	Time Estimation	Tasks
		duration of project.	
	Dispatch SME	10% of time for duration of project.	
	Fleet SME	10% of time for duration of project.	
	Hostler SME	10% of time for duration of project.	
	PASS/Reporting SME	10% of time for duration of project.	
IT Support		25% of their time for the duration of the project.	<ul style="list-style-type: none"> Procure, configure, and maintain hardware to a 'Trapeze Ready State' (i.e. operating system and RDBMS installed, connected to the network, servers and workstations configured, etc. as per each Software product's Tech Sheet (where available)). Participate in applicable training. Business process facilitation. Participation in report development/configuration.



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January 3, 2013

Deborah Ensor
 U.S. Department of Transportation
 Federal Transit Administration, Region 10 Office
 Jackson Federal Building
 915 Second Avenue, Suite 3142
 Seattle, WA 98174-1002

Subject: Sole Source Procurement Justification

Dear Ms. Ensor:

This letter is to inform the FTA that Whatcom Transportation Authority (WTA) intends to procure and implement Trapeze Workforce Management (Trapeze Ops) software on a sole-source basis utilizing Section 5307 funds. We are submitting this pre-award review to FTA.

Background

This project consists of the purchase and installation of workforce management software that will build on and integrate with WTA's existing Trapeze software applications. WTA conducted a competitive RFP process in 2006 for integrated paratransit scheduling, dispatch, and mobile data systems. Bidders were invited to include other transit modules in their proposal. WTA selected and implemented Trapeze paratransit products (items 1 & 2 below), and subsequently implemented additional modules proposed in the initial RFP.

The Trapeze product suite now in use has dramatically improved WTA's operating efficiency. The Trapeze product modules now used by WTA include the following:

1. CERT for paratransit eligibility
2. PASS, PASS-MON, and FLEX for paratransit scheduling, dispatching, and management
3. INFO-Agent for schedule information support to customer service agents
4. INFO- Web for automated schedule information on www.ridewta.com
5. FX for fixed route planning and scheduling
6. BlockBuster for development of fixed route work assignments
7. PLAN for demographic, statistical, and origin/destination analysis
8. INFO-Publish for schedule information at bus stops

WTA's Current Needs

WTA's current workforce management "system" consists of 48 paper or Excel tasks performed manually in the operations department. Interfaces are awkward, if they exist at all. This manual system and data duplication results in a number of errors and a significant increase in non-value added time by WTA staff.

Workforce management tasks that WTA must track and manage include the following:

- Attendance and timekeeping
- Work assignment bidding
- Dispatching and sign-in for work
- Customer comments
- Lost and found
- Bus stop management
- Yard management
- Employee self service

An automated and integrated workforce management system will significantly enhance operating efficiency at WTA. The Trapeze Ops software performs these required tasks and integrates to the Trapeze database WTA already utilizes.

Sole Source Justification

After careful investigation of WTA's needs and the market for workforce management software, WTA has determined the most financially and operationally prudent course for obtaining the necessary workforce management software is through a sole source acquisition with Trapeze Software, Inc.

Although multiple vendors sell workforce management software, WTA requires software that must integrate with WTA's existing Trapeze systems and databases. For another company to make such adjustments in their software to be compatible with existing Trapeze modules used by WTA would make their costs prohibitively high, and thus the acquisition of Trapeze's Ops (workforce management software) on a sole source basis is justified.

WTA bases this proposed sole-source award on FTA guidance included in FTA C 4220.1F that a sole source award is justified (among other reasons) if *"it is likely that award to another contractor would result in substantial duplication costs that are not expected to be recovered through competition."*¹ In the event that WTA conducted a competitive procurement for the workforce management software, it is highly likely that only Trapeze would propose. WTA is not in a position to modify the "fully integrated with existing systems" requirement for the workforce management software. This integration requirement is necessary to meet WTA's business needs and does not represent specifications with "undue restrictiveness." The new software must be fully integrated with the existing systems; otherwise, WTA would end up paying a lot of money for a workforce management system without much real benefit above what WTA's manual system currently provides.

¹ FTA Circular 4220.1.F Page VI-16 1.c: Unique Capability or Availability. The property or services are available from one source if one of the conditions described below is present . . . c. Substantial Duplication Costs: In the case of a follow-on contract for the continued development or production of highly specialized equipment and major components thereof, when it is likely that award to another contractor would result in substantial duplication of costs that are not expected to be recovered through competition.

Other vendors participating in a competitive procurement for workforce management software would need to rewrite their proprietary code or write interfaces to integrate to WTA's existing Trapeze applications, at a significantly higher cost, and more importantly with potentially unreliable performance results. By using Trapeze's integrated database and suite of software products (adding Trapeze's workforce management module to the existing Trapeze products used by WTA), the costs and risks associated with using another vendor's software for workforce management is eliminated.

In short, WTA has concluded that substantial duplicative costs and performance problems are avoidable only by acquiring the Trapeze Ops modules (OPS, SIT [sign in terminal]). Trapeze Ops is inherently integrated with the other Trapeze modules that WTA currently uses.

Systems Engineering

WTA's ITS Systems Engineering policy complies with the FTA's ITS Systems Engineering Analysis Guidelines. WTA will also utilize standard project management best practices.

Price/Cost Analysis

Whatcom Transportation Authority has performed a Price/Cost Analysis which confirms the reasonableness of the price proposal for this procurement. Following are prices of Trapeze Workforce Management software and services at similar transit agencies that underwent competitive processes. Please note that WTA is smaller than these agencies and price proposals are made relative to agency size.

Agency Name	Date	Product	Licensing Fees	Service Fees	Total
Santa Monica	2008	OPS, SIT	\$215,963	\$468,600	\$684,563
Lynx (Orlando, FL)	2009	OPS, SIT	\$401,301	\$257,400	\$658,701
TARC (Louisville)	2009	OPS, SIT	\$284,373	\$202,950	\$487,323
Madison Metro	2010	OPS, SIT	\$320,507	\$156,750	\$477,257
Montgomery Transit	2010	OPS, SIT	\$247,250	\$212,850	\$460,100
WTA (proposed)	2013	OPS, SIT	\$163,731	\$150,150	\$313,881

Funding

An FTA Section 5307 grant² will be used to fund 80% of the project cost with local funding comprising the remaining 20%. This is identified in the 2013 TIP as the "Trapeze Ops Software" project.

² Circular FTA C 9030.1D Chapter III.6.a. (12): Eligible Capital Projects: "Capital support equipment, including computer hardware, software, bus diagnostic equipment, and other equipment that enhances operating efficiency."

January 3, 2013
Deborah Ensor
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WTA intends to request approval by its Board of Directors for this sole source procurement at the February 21, 2013 board meeting. Please advise if FTA requires additional information demonstrating that this sole source justification meets FTA requirements. WTA is eagerly anticipating the benefits this project.

Please contact Chad Jorissen at (360) 527-4874 or by email at chadj@ridewta.com if you have any questions about this sole source justification letter.

Sincerely,

A handwritten signature in dark ink, appearing to read "Richard G. Walsh". The signature is fluid and cursive, with the first name "Richard" being more legible than the last name "Walsh".

Richard G. Walsh
General Manager

cc: Eric Frazier, Operations Supervisor/Project Manager
Patricia Dunn, Director of Finance
Paul Schramer, Director of Operations
Marcia Catey, Accounting Manager
Chad Jorissen, Purchasing & Contracts Administrator
R. Josh Nylander, Manager of IT