

**STAFF REPORT FOR CALENDAR ITEM NO.: 10.3  
FOR THE MEETING OF: April 12, 2018**

**TRANSBAY JOINT POWERS AUTHORITY**

**BRIEF DESCRIPTION:**

Approving Amendment No. 2 of the professional services agreement (Agreement) between Transbay Joint Powers Authority (TJPA) and Decision Consultants, Inc. (DCI) for continued Information Technology (IT) System Support Services in lieu of a TJPA staff IT Manager, exercising the final option to extend the term of the agreement for one (1) year and additional compensation amount of \$250,000.

**SUMMARY:**

TJPA executed the Agreement with DCI in July 2013, following a competitive procurement process. In September 2015, the IT Manager on TJPA staff left to pursue other opportunities, and DCI commenced providing additional services in lieu of TJPA filling the staff vacancy. In June 2016, Amendment No. 1 to the Agreement was approved by the TJPA Board, extending the term by two years and increasing the compensation by \$160,000 to \$260,000. DCI staff provides support virtually, and via telephone and email to resolve technology issues as they arise; they are also available for in-person support for large projects. Staff estimates that total savings from using a consultant versus staff over the past 2 ½ years (September 2015 – March 2018) is nearly \$110,000.

However, in preparation for operations, TJPA conducted a search in late 2017 for a Senior IT Manager to develop and implement the IT strategy for the transit center, coordinate IT with the operational needs of the facility, and ensure that all necessary systems are in place. At this time, a viable candidate has not been identified, and staff is proposing to the TJPA Board that DCI be utilized as an interim chief information officer (CIO) while the TJPA's needs are assessed to identify the type of IT staff person that is needed. DCI has the capabilities and experience with TJPA's network to serve in this senior role, acting as the "go-to" person for strategic IT planning and high-level IT management. DCI was involved in the evaluation and selection of Mosaic451 for the recently awarded IT Security/Cybersecurity services contract, and is in a unique position to provide unbiased recommendations along with expert technical help for creating and supporting IT solutions that fit TJPA requirements. The estimate for all services for a full additional year is \$250,000.

DCI, a Disadvantaged Business Enterprise (DBE), has been providing satisfactory service and improved TJPA infrastructure management. DCI staff's knowledge of TJPA's service needs would help ensure a smooth and efficient transition to the new transit center. Of the currently authorized \$260,000 contract amount, \$249,636 has been billed through March 2018. Amendment No. 2 would add an additional \$250,000, bringing the contract total to \$510,000, and would extend the term of the Agreement for one year, through July 2019. Services are billed only as provided, thus if TJPA hires a staff person to fill this role, it is not anticipated that the entire contract amount would be utilized.

**RECOMMENDATION:**

Staff recommends that the Board of Directors authorize amendment of the professional services agreement between the TJPA and DCI for IT System Support Services in lieu of a TJPA staff IT Manager, exercising an option to extend the term of the agreement for one year and an additional contract amount of \$250,000.

**ENCLOSURES:**

1. Resolution
2. Amendment

**TRANSBAY JOINT POWERS AUTHORITY  
BOARD OF DIRECTORS**

**Resolution No. \_\_\_\_\_**

WHEREAS, In Spring 2013, the Transbay Joint Powers Authority (TJPA) conducted a competitive procurement for consultants to provide information technology (IT) system support services; and

WHEREAS, On July 1, 2013 the TJPA awarded a contract to Decision Consultants, Inc. (DCI) for IT System Support Services for the Transbay Program for a maximum compensation of \$100,000 and a term of three years with an option to extend the Agreement for an additional three years; and

WHEREAS, On June 9, 2016, the term of the Agreement was extended for an additional two years and the amount of compensation increased from \$100,000 to \$260,000, in lieu of filling a staff vacancy for TJPA IT Manager; and

WHEREAS, In late 2017 TJPA conducted a hiring search for an IT Network Administrator but has not identified a viable candidate, and staff proposes to continue to utilize DCI services for IT-related tasks and to serve as interim Chief Information Officer as more cost-effective and efficient; and

WHEREAS, DCI has been responsive and in providing satisfactory services, DCI staff has developed and implemented a roadmap covering all aspects of TJPA's IT-related needs; and

WHEREAS, TJPA staff recommends extending the term of the Agreement by one year, to July 2019 for a total term of six years, and increasing the maximum compensation by \$250,000; now, therefore, be it

RESOLVED, That the TJPA Board of Directors authorizes execution of Amendment No. 2 to the Agreement with DCI, to modify the Agreement to extend the term of the Agreement to six years and increase the contract amount from \$260,000 to \$510,000.

I hereby certify that the foregoing resolution was adopted by the Transbay Joint Powers Authority Board of Directors at its meeting of April 12, 2018.

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Secretary, Transbay Joint Powers Authority

**Amendment No. 2  
Professional Services Agreement between  
the Transbay Joint Powers Authority and  
Decision Consultants, Inc.**

THIS Amendment No. 2 to the Professional Services Agreement to furnish information technology professional services dated July 1, 2013 (“Agreement”) is entered into as of the \_\_\_\_ day of \_\_\_\_\_ 2018 in San Francisco, California, by and between **Decision Consultants, Inc.** (“Contractor”), and the **Transbay Joint Powers Authority** (“TJPA”).

**Recitals**

The TJPA and Contractor desire to extend the term of the Agreement and increase the maximum compensation under the Agreement. The TJPA and Contractor agree to amend Section 2 and Section 5 of the Agreement in their entirety to read as follows:

**2. Term of the Agreement**

Subject to Section 1, the term of this Agreement shall extend from the July 24, 2013 Effective Date of the Agreement to July 23, 2019.

**5. Compensation**

The Contractor shall perform all services on an as-needed basis, based on RFS that may be issued by the TJPA from time to time. In no event shall the total compensation under this Agreement exceed Five Hundred Ten Thousand Dollars (\$510,000). Contractor acknowledges that the services under this Agreement could be less than \$510,000, with no guarantee of a minimum amount.

The TJPA shall set forth in each RFS issued: (1) the scope of work, and (2) the amount of compensation. All work under this Agreement shall be compensated on a monthly basis for the Maintenance and Monitoring Tasks and any additional hours are to be billed on an hourly basis, subject to any maximum price set forth in a particular RFS.

The Contractor’s monthly Maintenance and Monitoring Tasks appear in Appendix D, “Additional Services and Fees”; and the hourly rates appear in Appendix B, “Fees”. Hourly rates for services are to remain fixed during the entire contract period, including any option periods, except for reasonable cost of living increases.

No charges shall be incurred under this Agreement nor shall any payments become due to the Contractor until the Services required under this Agreement are received from Contractor and approved by the Executive Director or Interim Executive Director as being in accordance with this Agreement. The TJPA may withhold payment to the Contractor in any instance in which the Contractor has failed or refused to satisfy any material obligation provided for under this Agreement.

In no event shall the TJPA be liable for interest or late charges for any late payments.

In addition, Appendix A of the Agreement entitled Scope of Services is amended to add Linus Malefors and Rosita Rossi, and Appendix B of the Agreement entitled Fees is amended to add a labor category for Chief Information Officer, at \$125 per hour.

All other provisions of the Agreement shall remain in full force and effect.

**TRANSBAY JOINT POWERS AUTHORITY**

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Mark Zabaneh  
Executive Director

Transbay Joint Powers Authority  
Board of Directors

Resolution No. \_\_\_\_\_  
Adopted: \_\_\_\_\_

Attest:

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Secretary, TJPA Board

Approved as to Form:

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TJPA Legal Counsel

**CONTRACTOR**  
**Decision Consultants, Inc.**

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