

**RESOLUTION NO. 3026**

**A RESOLUTION OF THE CITY OF WILSONVILLE AUTHORIZING SOUTH METRO AREA REGIONAL TRANSIT (SMART) TO A RENEWAL OF GOODS AND SERVICES CONTRACT WITH OPTIBUS, INC.**

WHEREAS, the 2017 Transit Master Plan, adopted by City Council, directed South Metro Area Regional Transit to invest in technology to provide convenient and efficient transportation for customers; and

WHEREAS, South Metro Area Regional Transit has a need for scheduling and planning software technology to provide efficient service; and

WHEREAS, South Metro Area Regional Transit entered into Goods and Services Contract 210020 with Optibus, Inc. on October 15, 2022 that expired July 19, 2022; and

WHEREAS, SMART staff was satisfied with the service Optibus, Inc. provided throughout the contract period with a desire to continue utilizing the scheduling and planning software through a renewed contact.

NOW, THEREFORE, THE CITY OF WILSONVILLE RESOLVES AS FOLLOWS:

Section 1. Based on the above recitals incorporated herein, the City Council does hereby approve and authorize South Metro Area Regional Transit to renew Goods and Services Contract No. 210021 with Optibus, Inc. presented in Exhibit A

Section 2. Effective Date. This Resolution is effective upon adoption.

ADOPTED by the Wilsonville City Council at a regular meeting there of this 19<sup>th</sup> day of December 2022, and filed with the Wilsonville City Recorder this date.

DocuSigned by:



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JULIE FITZGERALD, MAYOR

ATTEST:

DocuSigned by:  
*Kimberly Veliz*  
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Kimberly Veliz, City Recorder

SUMMARY OF VOTES:

Mayor Fitzgerald	Yes
Council President Akervall	Yes
Councilor Lehan	Yes
Councilor West	Yes
Councilor Linville	Yes

EXHIBIT:

A. Contract No. 210021 – Renewal of Goods and Services Contract

**CITY OF WILSONVILLE  
RENEWAL OF GOODS AND SERVICES CONTRACT**

**Optibus Software Purchase**

This Renewal of Goods and Services Contract (“Renewal”) is effective as of July 19, 2022 (“Effective Date”), by and between the **City of Wilsonville**, a municipal corporation of the State of Oregon (“City”), and **Optibus, Inc.**, a Delaware corporation (“Contractor”), upon the terms and conditions set forth below.

**RECITALS**

WHEREAS, the City entered into a Goods and Services Contract (“Contract”) with Contractor on October 15, 2020, relating to the Optibus Software Purchase Project (“Project”); and

WHEREAS, the parties unintentionally allowed the Contract to expire on July 19, 2022; and

WHEREAS, Contractor represents that Contractor continues to be qualified to perform the Services described in the Contract, on the basis of specialized experience and technical expertise; and

WHEREAS, Contractor is prepared to continue providing such Services as the City does hereinafter require;

NOW, THEREFORE, in consideration of these mutual promises and the terms and conditions set forth herein, the parties agree as follows:

**AGREEMENT**

The Contract is renewed, as follows:

**Section 1. Term**

The Term of this Renewal shall be from July 19, 2022 until all Services required to be performed under the Contract are completed and accepted, or no later than October 31, 2025, whichever occurs first.

**Section 2. Additional Services To Be Provided**

Contractor will continue to perform the Services, as more particularly described in **Exhibit A** of the Contract, pursuant to all original terms of the Contract, except as modified herein.

**Section 3. Time for Completion of Additional Services**

The Additional Services provided by Contractor pursuant to this Renewal shall be completed by no later than October 31, 2025.

**Section 4. Compensation**

The City agrees to pay Contractor on a time and materials basis, guaranteed not to exceed NINETY-EIGHT THOUSAND ELEVEN DOLLARS AND FORTY-FOUR CENTS (\$98,011.44), for performance of the Additional Services (“Additional Contract Amount”) which, when totaled with the original Contract Sum, equals a total not-to-exceed amount of ONE HUNDRED NINETY-THREE THOUSAND SIX HUNDRED FOURTEEN DOLLARS AND FORTY-FOUR CENTS (\$193,614.44) for the performance of the Services and Additional Services (“Total Contract Sum”). Contractor’s current Rate Schedule is attached hereto as **Exhibit B**, and incorporated herein by reference.

**Section 5. All Other Terms**

All of the other terms and conditions of the original Contract shall remain in full force and effect, as therein written. Unless otherwise defined herein, the defined terms of the Contract shall apply to this Renewal.

The Contractor and the City hereby agree to all provisions of this Renewal.

**CONTRACTOR:**

OPTIBUS, INC.

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By: \_\_\_\_\_

Print Name: Amos Haggiag

As Its: Director

EIN/Tax I.D. No. 37-1870405

**CITY:**

CITY OF WILSONVILLE

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

As Its: \_\_\_\_\_

APPROVED AS TO FORM:

\_\_\_\_\_  
Ryan Adams, Assistant City Attorney  
City of Wilsonville, Oregon

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**EXHIBIT B**

Multiple Year (+3)

Product	Vehicles	Duration (Months)	Start Date	Net Fee Per Vehicle	Total Net Fee
Optibus Planning + Scheduling + Rostering	30	36	15-Oct-22	\$87.27	\$94,251.60
Optibus Ev Scheduling	4	36	15-Oct-22	\$26.11	\$3,759.84
				<b>Total Net Fee</b>	<b>\$98,011.44</b>