

[] Workshop

Department:

Submitted by: Information Systems Services

Submitted for: Information Systems Services

I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to approve:

(A) Amendment No. 4 to the Software License Agreement with SCT Government Systems, LLC (R-1998-1540 & 1541) to reflect corporate name change through conversion to Xerox Government Systems, LLC, 8260 Willow Oaks Corporate Drive, Fairfax VA., 22031 ATTN: ALG Contracts/Justice Solutions. ACS was purchased by Xerox Corporation in 2010 and officially changed their name to Xerox Government Systems, LLC on March 25, 2013; and

(B) Amendment No. 9 to the Technical Currency Program (TCP) Agreement with Xerox Government Systems, LLC (R-2003-1017), to extend the software maintenance coverage for the following component modules of the Banner Courts system: Civil, Juvenile, Extended Case Information and Accounting, at an annual fee of \$245,752 for the period of October 1, 2013 through September 30, 2014.

Summary: The TCP License Agreement was initially entered into by Palm Beach County and SCT (now Xerox) on September 29, 1998 (R-1998-1540 & 1541), for annual maintenance of the Justice Information System (JIS) which included modules for Civil, Juvenile, Criminal, and Traffic Courts, and Jury Management. The TCP Agreement provides for software maintenance coverage and establishes the amount of the annual payments to Xerox. The current TCP agreement expires September 30, 2013 and this extension of the agreement will begin October 1, 2013 to provide a continuation of software maintenance coverage by Xerox. After the Clerk & Comptroller's new case management system is fully implemented, annual software maintenance cost will decrease to \$4,885 for the Jury Management module, the only Xerox software product which will remain in use by the Clerk & Comptroller. Jury Management software maintenance has been extended under a separate contract amendment. Xerox Government Systems, LLC is based in Fairfax, VA. Countywide (PFK)

Background and Justification: The criminal justice agencies have been using the Xerox Justice Information Systems (formerly SCT Banner Courts) System since 2003.

Continued on page 3...

Attachments:

1. Amendment No. 4 to the Software License Agreement Xerox Government Systems, LLC (3 originals)
2. Amendment No. 9 with Exhibit No. 1 to the Technical Currency Program Agreement with Xerox Government Systems, LLC (3 originals)

Recommended by:

Steve Bordelon

9-13-13

Department Director

Date _____

Approved by:

Handwritten signature

9/13/13

County Administrator

Date _____

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact

Fiscal Years	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Capital Expenditures	\$0	\$0	\$0	\$0	\$0
Operating Costs	<u>\$245,752</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
External Revenues	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Program Inc (County)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
In-Kind Match (County)	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
NET FISCAL IMPACT	<u>\$245,752</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>

Additional FTE
Positions (Cumulative) 0 0 0 0 0

Is Item Included in Current Budget Yes X No

Budget Acct Number(s): Fund 1327 Dept. 520 Unit 7606 Object 3401

B. Recommended Sources of Funds / Summary of Fiscal Impact

Justice Information System Maintenance

C. Department Fiscal Review: Robert Basal 9/10/13

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Dev. & Control Comments:

OFMB 9/11/2013 9/12/13
ON 9/10/13 9/10/13
Contract Administration
9-12-13 B. Wheeler

B. Legal Sufficiency:

Paul F. J. 9/13/13
Assistant County Attorney

C. Other Department Review:

Department Director

THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT.

Background and Justification (continued from page 1)...

The TCP payment was originally intended to pay for the costs of technical support, enhancements to the baseline software package, and new releases of the baseline software. Since the JIS Policy Board's decision in July 2008 to replace the existing JIS System with a new case management system, the only value derived by the County from the TCP contract is technical support coverage. In the past, costs associated with the development and maintenance of the criminal justice systems were principally funded by the Board of County Commissioners. Article V of the Florida statutes was amended July 1, 2004 to create additional court fees to help fund court technology projects and services, although revenues from this source are not sufficient to fund all court-related technology costs.

Following the July 2008 decision to replace the existing JIS System (ACS Banner Courts System), the Clerk & Comptroller assumed responsibility for both managing and funding a new case management system to replace the ACS Banner System. Most of the costs associated with the existing JIS (ACS Banner) System will continue to be funded by the Board of County Commissioners until this system is fully retired.

A partial system retirement occurred when the ACS Criminal and Traffic Systems previously used by the County were replaced by the Clerk's "Showcase" case management system in February 2012. Showcase is a vendor software product developed by Aptitude Solutions, Inc. which in May 2012 was acquired by the Harris Computing Corporation.

The software maintenance contract for the ACS Criminal and Traffic module were allowed to expire on March 31, 2012 following the Clerk's implementation of the new Criminal and Traffic case management systems. This has reduced the Board of County Commissioner's costs for JIS software maintenance by \$102,636 from prior fiscal years.

Full year coverage will continue for the Civil and Juvenile Traffic Systems as the Clerk's Office has not provided a revised go-live date for these case management systems. Contract coverage periods and costs are summarized below.

Baseline Component System	Contract Year Begins	Contract Year Ends	Annual Payment Amount
ACS Component Systems:			
Civil	October 1, 2013	September 30, 2014	\$119,740
Juvenile	October 1, 2013	September 30, 2014	\$23,948
Extended Case Information	October 1, 2013	September 30, 2014	\$37,062
ACS Accounting	October 1, 2013	September 30, 2014	\$65,002
Total			\$245,752

The following table shows the trend of annual TCP payments since 2008.

Fiscal Year	Annual Payments	% Change Prior Year	Comments
2014	\$245,752	0.00%	FY 2014 amount unchanged from FY 2013
2013	\$245,752	-29.5%	FY 2013 amount reflects full year cost savings from retirement of ACS Criminal and Traffic modules.
2012	\$348,388	-23.6%	FY 2012 contract reduced following implementation of new Showcase Criminal and Traffic modules.
2011	\$455,900	-33.4%	Renegotiated to allow for additional coverage for Criminal and Traffic modules. Latest contract modification will extend coverage from July 1 through September 30.
2011	\$404,588	-40.9.3%	Re-negotiated FY 2011 contract based on extension of coverage for Criminal and Traffic modules (due to changes in system implementation schedule).
2011	252,347	-63.1%	Negotiated contract reduction for FY 2011 based on Clerk's planned October 8, 2010 planned implementation date.
2010	684,228	+5.0%	Annual contract escalation fee.
2009	651,645	-30.8%	Successful renegotiation to reduce contract amount due to County's budget shortfall and diminished value of TCP coverage.
2008	\$942,172	+7.1%	This year represents the peak total for the annual TCP payments.

**AMENDMENT NO. 4 TO
SOFTWARE LICENSE AGREEMENT**

THIS AMENDMENT NO. 4 ("Amendment") to Software License Agreement dated September 29, 1998 ("Agreement") between SCT Government Systems, Inc. ("SCT"), which converted to ACS Government Systems, Inc., which subsequently converted to Xerox Government Systems, LLC, a Delaware limited liability company ("Xerox") and Palm Beach County, a political subdivision of the State of Florida ("Licensee") is entered into as of _____, 2013 ("Effective Date").

WHEREAS, the Parties wish to acknowledge the change of name of SCT and the change of address for its notices.

NOW THEREFORE, for and in consideration of the mutual promises of the Parties and other good valuable consideration, the receipt of which is hereby acknowledged, the Parties do hereby agree as follows:

1. SCT

As of the Effective Date, all references in the Agreement to "SCT" mean Xerox Government Systems, LLC.

2. Notices

As of the Effective Date, Section 11 of the Agreement, Notices, is amended by deleting the notice details for SCT and replacing with the following:

Xerox Government Systems, LLC
Attn: Shayne Boyd
1733 Harrodsburg Road
Lexington, KY 40504-3617

And

Xerox Government Systems, LLC
8260 Willow Oaks Corporate Drive
Fairfax, VA 22031
Attention: ALG Contracts/Justice Solutions

3. Integration

This Amendment modifies the Agreement only as expressly set forth herein. Except as amended or modified by this Amendment, all other terms, conditions, amendments and sections of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of County Commissioners of Palm Beach County, Florida has made and executed this Amendment No. 4 on behalf of the COUNTY and XEROX has hereunto set its hand the day and year above written.

ATTEST:
SHARON R. BOCK
CLERK AND COMPTROLLER

PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS:

By: _____
Deputy Clerk

By: _____
Mayor

WITNESS:

Betsy J. Chapley
Signature
Betsy J. Chapley
Name (type or print)

Signature

Name (type or print)

Xerox Government Systems, LLC
Company Name
D.P. Cummins
Signature

David P. Cummins
Typed Name
SVP
Title

APPROVED AS TO FORM
AND LEGAL SUFFICIENCY

By Paul F. [Signature]
County Attorney

(corp. seal)



APPROVED AS TO TERMS
AND CONDITIONS

By Steve Borden
Department Director

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "ACS GOVERNMENT SYSTEMS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY OF "XEROX GOVERNMENT SYSTEMS, LLC", WAS FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2013, AT 1:18 O'CLOCK P.M.

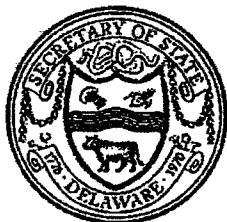
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF APRIL, A.D. 2013, AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2316300 8317

130380055

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0324516

DATE: 04-01-13

AMENDMENT TO
TECHNICAL CURRENCY AGREEMENT

XEROX GOVERNMENT SYSTEMS, LLC
Previously known as ACS Government Systems, Inc.
1733 Harrodsburg Road
Lexington, KY 40504-3617
FAX Number (859) 277-7600
("Xerox")

and

Palm Beach County, A political subdivision of the State of Florida
301 N. Olive Avenue
West Palm Beach, FL 33401
("Licensee")

Original Technical Currency Agreement dated 09/29/1998 (the "Agreement").

This Amendment No. 9 to the Agreement (the "Amendment").

Effective Date of this Amendment: October 1, 2013 (the "Amendment Date").

Whereas, Licensee entered into the Agreement with SCT Government Systems, Inc. ("SCT"), a corporation, and

Whereas, pursuant to various acquisitions and reorganizations, SCT was acquired by Xerox; and

Whereas, the acquisition included the assignment to and assumption by Xerox of all the rights, duties and obligations of SCT under the Agreement; and

Whereas, the Agreement was amended by Amendment No. 1 on June 8, 1999, Amendment No. 2 on June 25, 2002, Amendment No. 3 on July 1, 2003, Amendment No. 4 on October 1, 2008, Amendment No. 5 on October 1, 2010, Amendment No. 6 on June 21, 2011, Amendment No. 7 on October 1, 2011, and Amendment No. 8 on October 1, 2012;

Whereas, Licensee and Xerox (collectively "the Parties") now desire to amend the Agreement with this Amendment No. 9;

LICENSEE AND XEROX, intending to be legally bound, agree as follows:

1. Agreement. References to the Agreement mean the Agreement as amended to date.
2. Defined Terms. Unless specifically defined herein, all terms defined in the Agreement shall have the same meaning when used in this Amendment.
3. Amendment to and Modification of Agreement.

With effect from the Amendment Date:

- (a) Civil Case Management System, Juvenile Case Management System, Extended Case Information and Accounting System are extended for a period of twelve (12) months. (From October 1, 2013 – September 30, 2014).

(b) Exhibit 1 to the Agreement is deleted in its entirety and is replaced with Exhibit 1 to this Amendment.

4. Integration Provision. Except as expressly modified by this Amendment, the Agreement shall remain in full force and effect. As of the Amendment Date, the Agreement, as further amended by this Amendment constitutes the entire understanding of the Parties as regards the subject matter hereof and cannot be modified except by written agreement of the Parties.
5. All other terms and conditions in the Agreement between the Parties are unchanged and remain in full effect.

EXHIBIT 1 (to Amendment No. 9)

Licensee: Palm Beach County, FL

Baseline Component System	Component Start Date	Component End Date	Annual Amount
Justice Information System:*			
Civil	October 1, 2013	September 30, 2014	\$119,740.00
Juvenile	October 1, 2013	September 30, 2014	\$23,948.00
Extended Case Information	October 1, 2013	September 30, 2014	\$37,062.00
Accounting	October 1, 2013	September 30, 2014	\$65,002.00
Total Justice Information System Fee			\$245,752.00

*These products were previously named “ACS” e.g., “ACS Civil”

Xerox will invoice Licensee for the Payment Amounts for all Baseline Component Systems set forth above according to the following payment schedule:

Payment No.	Invoice Date	Payment Amount
Payment #1	October 1, 2013	\$61,438.00
Payment #2	01/01/2014	\$61,438.00
Payment #3	04/01/2014	\$61,438.00
Payment #4	07/01/2014	\$61,438.00
TOTAL		\$245,752.00

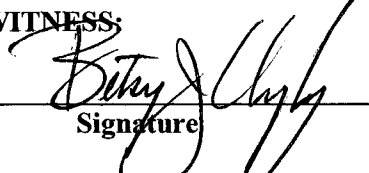
IN WITNESS WHEREOF, the Board of County Commissioners of Palm Beach County, Florida has made and executed this Amendment No. 9 on behalf of the COUNTY and XEROX has hereunto set its hand the day and year above written.

ATTEST:
SHARON R. BOCK
CLERK AND COMPTROLLER

PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS:

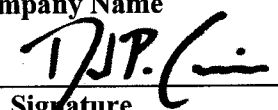
By: _____
Deputy Clerk

By: _____
Mayor

WITNESS:


Signature
Betsy J. Chapley

Name (type or print)

Xerox Government Systems, LLC
Company Name


Signature

Signature

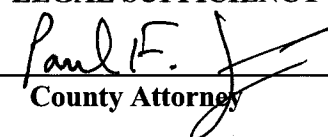
Name (type or print)

David P. Cummins
Typed Name

SVP

Title

APPROVED AS TO FORM
AND LEGAL SUFFICIENCY

By 

County Attorney

(corp. seal)



APPROVED AS TO TERMS
AND CONDITIONS

By 

Department Director