

The Town of Upper Marlboro

RESOLUTION: 2024-06

SESSION: Regular Town Meeting

DATED: March 26, 2024

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE TOWN OF UPPER MARLBORO APPROVING AN ASSIGNMENT OF THE TOWN’S CONTRACT WITH CONDUENT STATE AND LOCAL SOLUTIONS, INC. FOR AUTOMATED SPEED AND RED-LIGHT CAMERA ENFORCEMENT SERVICES TO MODAXO TRAFFIC MANAGEMENT USA, INC. AND AUTHORIZING THE MAYOR TO CONSENT TO THE ASSIGNMENT

WHEREAS, the Board of Commissioners of the Town of Upper Marlboro (“Board of Commissioners”) issued RFP #UM 2021-01, a request for proposals seeking a qualified contractor to provide automated speed and red-light camera enforcement services to the Town of Upper Marlboro (the “Town”); and

WHEREAS, on November 9, 2021, the Board of Commissioners adopted Resolution No. 2021-25 awarding an automated speed and red-light camera enforcement services contract to Conduent State and Local Solutions, Inc. (“Conduent”), having found Conduent to be a corporation in good standing with the State, and to be a responsible offeror whose proposal was the most advantageous to the Town; and

WHEREAS, on January 22, 2024, Conduent informed the Town that it entered into an agreement with Modaxo Acquisition USA, Inc.¹ and certain of Modaxo’s affiliates (collectively referred to herein as “Modaxo”), pursuant to which Modaxo intends to acquire Conduent’s parking and public safety lines of business. Pursuant to its agreement with Modaxo, Conduent is selling, assigning and transferring Conduent’s agreement with the Town to Modaxo. Pursuant to Section 15.2 of Conduent’s Agreement with the Town, Conduent is required to notify the Town and obtain the Town’s consent to its transaction with Modaxo and the assignment of the Town’s agreement to Modaxo; and

WHEREAS, Conduent has asked the Town to consent to its transaction with Modaxo and the assignment of Conduent’s agreement with the Town to Modaxo, and submitting with the request a document for signature, a copy of which is attached hereto as Exhibit A; and

WHEREAS, the Board of Commissioners has determined that Modaxo Traffic Management USA, Inc. is a corporation in good standing with the State of Maryland and that it will perform, and is capable of performing, all of the obligations of Conduent outlined in the Town’s current agreement with Conduent, including honoring the pricing; and

¹ On January 18, 2024, Modaxo Acquisition USA, Inc. changed its name to Modaxo Traffic Management USA, Inc.

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WHEREAS, the Board of Commissioners has determined that it is in the best interest of the Town to approve the transfer and assignment of the Conduent contract to Modaxo Traffic Management USA, Inc.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of The Town of Upper Marlboro, Maryland, that it hereby consents to the transaction and the assignment of the Town’s contract with Conduent to Modaxo as outlined hereinabove and in Exhibit A, and the Mayor is authorized to sign the consent attached hereto as Exhibit A.

PASSED by the Board of Commissioners of the Town of Upper Marlboro, Maryland at a regular meeting on this 26th day of March, 2024.

Attest:

THE BOARD OF COMMISSIONERS OF THE TOWN OF UPPER MARLBORO, MARYLAND

Sarah Franklin, President

Derrick Brooks, Commissioner

Charles Colbert, Commissioner

Karen Lott, Commissioner

John Hoatson, Town Clerk

Alma Prevatte, Commissioner

CERTIFICATION

I, the undersigned, hereby certify that I am the Town Clerk of the Town of Upper Marlboro and that the Board of Town Commissioners of the Town of Upper Marlboro at a public meeting at which a quorum was present adopted this Resolution, and that said Resolution is in full force and effect and has not been amended or repealed.

In witness whereof, I have hereunto set my hand and seal of the municipal corporation, this 26th day of March, 2024.

John Hoatson, Town Clerk