

**A RESOLUTION BY TRANSPORTATION COMMITTEE AUTHORIZING THE MAYOR TO EXECUTE RENEWAL AGREEMENT NO. 4 WITH EXELIS, INC. DOING BUSINESS AS ITT EXELIS FOR THE NOISE AND OPERATIONS MONITORING SYSTEM AT HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT, IN AN AMOUNT NOT TO EXCEED \$142,830.78; ALL SERVICES WILL BE CHARGED TO AND PAID FROM FDOA 5501 (AIRPORT REVENUE FUND) 180209 (ENVIRONMENTAL) 5212001 (CONSULTING/PROFESSIONAL SERVICES) 756300 (AIRPORT); AND FOR OTHER PURPOSES.**

**Workflow List:**

Jennifer Andrews	Completed	04/17/2014 3:33 PM
Finance	Completed	04/18/2014 10:54 AM
Miguel Southwell	Completed	04/18/2014 12:45 PM
Procurement	Completed	04/18/2014 1:41 PM
Adam Smith	Completed	04/18/2014 3:05 PM
Mayor's Office	Completed	04/18/2014 3:24 PM
Office of Research and Policy Analysis	Completed	04/18/2014 3:34 PM
Transportation Committee	Pending	
Atlanta City Council	Pending	
Mayor's Office	Pending	

Certified by Presiding Officer	Certified by Clerk
Mayor's Action <i>See Authentication Page Attachment</i>	

**A RESOLUTION BY TRANSPORTATION COMMITTEE AUTHORIZING THE MAYOR TO EXECUTE RENEWAL AGREEMENT NO. 4 WITH EXELIS, INC. DOING BUSINESS AS ITT EXELIS FOR THE NOISE AND OPERATIONS MONITORING SYSTEM AT HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT, IN AN AMOUNT NOT TO EXCEED \$142,830.78; ALL SERVICES WILL BE CHARGED TO AND PAID FROM FDOA 5501 (AIRPORT REVENUE FUND) 180209 (ENVIRONMENTAL) 5212001 (CONSULTING/PROFESSIONAL SERVICES) 756300 (AIRPORT); AND FOR OTHER PURPOSES.**

WHEREAS, the City of Atlanta (“City”) owns and operates Hartsfield-Jackson Atlanta International Airport (“Airport”); and

WHEREAS, the City entered into a Master Technology Agreement (FC-6005007972) with Exelis, Inc. doing business as ITT Exelis (formerly known as ITT Corporation) for the use of the Noise and Operations Monitoring System effective as of January 23, 2011; and

WHEREAS, the term of the Master Technology Agreement was for a period of five (5) months from January 23, 2011 through June 30, 2011 with four (4) one-year renewal options; and

WHEREAS, the City previously entered into Renewal Agreements No. 1, No. 2 and No. 3 for services through June 30, 2014; and

WHEREAS, the Federal Aviation Administration (“FAA”) recently changed national policy on how it allows radar data to be disseminated to non-FAA users, such as the Department of Aviation; and

WHEREAS, it is in the City’s best interests to exercise Option Year Four for the period of one (1) year from July 1, 2014 through June 30, 2015 in an amount not to exceed \$142,830.78.

THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA, HEREBY RESOLVES, that the Mayor is authorized to execute Renewal Agreement No. 4 with Exelis, Inc. doing business as ITT Exelis for FC-6005007972, Noise and Operations Monitoring System, in an amount not to exceed \$142,830.78.

BE IT FURTHER RESOLVED, that Renewal Agreement No. 4 shall be for a period of one (1) year from July 1, 2014 through June 30, 2015.

BE IT FURTHER RESOLVED, that all contracted services be charged to and paid from FDOA 5501 (Airport Revenue Fund) 180209 (Environmental) 5212001 (Consulting/ Professional Services) 756300 (Airport).

BE IT FURTHER RESOLVED, that the City Attorney is directed to prepare an appropriate Agreement for execution by the Mayor.

AND FINALLY BE IT RESOLVED, that the Agreement will not become binding on the City and the City will incur no obligation or liability under it until it has been approved as to form by the City Attorney, executed by the Mayor, attested to by the Municipal Clerk, and delivered to Exelis, Inc.

TRANSMITTAL FORM FOR LEGISLATION

TO: MAYOR'S OFFICE ATTN: CANDACE L. BYRD

Dept.'s Legislative Liaison: Anita Williams

Contact Number: 404-530-6600

Originating Department: Aviation

Committee(s) of Purview: Transportation

Chief of Staff Deadline: 04/11/14

Anticipated Committee Meeting Date(s): 4/30/14

Anticipated Full Council Date: 05/05/14

Legislative Counsel's Signature: Jennifer Andrews

Commissioner's Signature: [Signature]

Chief Financial Officer: N/A

Chief Information Officer Signature (for IT Procurements) N/A

Chief Procurement Officer Signature: Adam [Signature]

CAPTION

A RESOLUTION AUTHORIZING THE MAYOR TO EXECUTE RENEWAL AGREEMENT NO. 4 WITH EXELIS, INC. DOING BUSINESS AS ITT EXELIS FOR THE NOISE AND OPERATIONS MONITORING SYSTEM AT HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT, IN AN AMOUNT NOT TO EXCEED \$142,830.78; ALL SERVICES WILL BE CHARGED TO AND PAID FROM FDOA 5501 (AIRPORT REVENUE FUND) 180209 (ENVIRONMENTAL) 5212001 (CONSULTING/PROFESSIONAL SERVICES) 756300 (AIRPORT); AND FOR OTHER PURPOSES.

FINANCIAL IMPACT: (if any) \$142,830.78

Mayor's Staff Only

Received by CPO: 3/28/14 (date)

Received by LC from CPO: (date)

Received by Mayor's Office: Kimice Noel 3/31/14 (date)

Reviewed by: [Signature] (date)

Submitted to Council: (date)

Attachment: NOMS Renewal No. 4 Transmittal (14-R-3496 : Noise and Operations Monitoring System Renewal No. 4)

**Legislative White Paper**

**Committee of Purview:** Transportation

**Caption:**

**A RESOLUTION AUTHORIZING THE MAYOR TO EXECUTE RENEWAL AGREEMENT NO. 4 WITH EXELIS, INC. DOING BUSINESS AS ITT EXELIS FOR THE NOISE AND OPERATIONS MONITORING SYSTEM AT HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT, IN AN AMOUNT NOT TO EXCEED \$142,830.78; ALL SERVICES WILL BE CHARGED TO AND PAID FROM FDOA 5501 (AIRPORT REVENUE FUND) 180209 (ENVIRONMENTAL) 5212001 (CONSULTING/PROFESSIONAL SERVICES) 756300 (AIRPORT); AND FOR OTHER PURPOSES.**

**Council Meeting Date:** 05/05/14

**Legislation Title:** Noise and Operations Monitoring System

**Requesting Dept.:** Aviation

**Contract Type:** Professional Consulting Services (Task Order)

**Source Selection:** Renewal

**Bids Due:** N/A

**Invitations Issued:** N/A

**Number of Bids Received:** N/A

**Bidders:** N/A

**Background:**

Renewal of option year four between the City of Atlanta, Department of Aviation, and Exelis, Inc. doing business as ITT Exelis (formerly ITT Corporation) to provide for the maintenance, upgrades, and incidental tasks pertaining to FC-6005007972 - Noise and Operations Monitoring System (NOMS) Service at Hartsfield-Jackson Atlanta International Airport (the "Airport").

ITT has been providing services for **Hardware:** 16 permanent Noise Monitoring sites with microphones and ancillary equipment and four portable Noise Monitoring systems with microphone and ancillary equipment, ARTS III-E Interface System located in the ATL TRACON, 16-CH Tapeless Digital Recorder, (TDR), Data Acquisition System (DAS). **Software:** AirScene.com Product Hosting and Support: Software, Servers, Upgrades, Database Updates, Automatic Secure Backup, System Monitoring, ASDI data feed, Software Escrow Services, Internet weather feed, Telephone Support and high availability web site.

The Department of Aviation recommended to the Chief Procurement Officer that the Contract with Exelis, Inc. doing business at ITT Exelis (formerly known as ITT Corporation) for NOMS services be renewed for Option 4 because of the proprietary nature of certain components and the complexity of NOMS. ITT Exelis is the only company that can provide the service. Furthermore, no other company has access to ITT Exelis' software source code, proprietary hardware or capable of performing acceptable and cost-efficient services, maintenance and upgrades to NOMS.

**Source of Funds:** Airport Revenue Fund

**Fiscal Impact:** \$142,830.78

**Term of Contract:** Five years

**Method of Cost Recovery:** N/A

**Approvals:**

**DOF:** yes

**DOL:** yes

**Prepared By:** Anita Williams

**Contact Number:** 404-382-2313

## **FC-6005007972; NOISE AND OPERATIONS MONITORING SYSTEM AT H-JAIA**

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The scope of the project is to provide for the maintenance, upgrades, and incidental tasks pertaining to the Noise and Operations Monitoring System (NOMS) Service at the Hartsfield-Jackson Atlanta International Airport (the "Airport").

### **FC-6005007972 - NOISE AND OPERATIONS MONITORING SYSTEM AT THE HARTSFIELD-JACKSON ATLANTA INTERNATIONAL AIRPORT (H-JAIA) – OPTION YEAR 3**

Authorizing Resolution: 14-R-XXXX

Adopted May 05, 2014

Contract Execution Date: January 23, 2011.

Contract Term: The initial term of the Master Technology Agreement was for a period of six (6) months from January 23, 2011 through June 30, 2011 with four (4) one-year renewal options. With all option periods, the contract will expire June 30, 2015.

### **EXELIS, INC. DOING BUSINESS AS ITT EXELIS (FORMERLY KNOWN AS ITT CORPORATION) PROFILE**

The story of ITT Exelis begins with a historic call — for its founders to develop phones. The original International Telephone & Telegraph (ITT) was created in 1920 by two brothers named Sosthenes and Hernand Behn who set out to build the first worldwide system of interconnected telephone lines. This was a case of a business catching up with its aspirational name as the company had a small beginning as the Puerto Rico Telephone Company, but grew quickly through strategic acquisitions and the purchase of telephony patents. The result was the creation of a major international provider of telephone switching equipment and telecommunication services.

In 1995, ITT split into three separate, independent companies: ITT Corporation, which was focused on the hotel and gaming businesses, ITT Hartford which became a stand-alone insurance operation, and ITT Industries, which started as a collection of manufacturing companies.

One decade later, ITT Corporation had been acquired; ITT Hartford had changed its name; and ITT Industries continued its transformation. Since 1995, under the leadership of Travis Engen, Lou Giuliano and Steve Loranger, ITT Industries — which changed its name back to ITT Corporation in 2006 — dedicated itself to creating more livable environments, enabling communications and providing protection and safety. In recent years, the company has played an important role in vital markets including water and fluids management, global defense and security, and motion and flow control. Today's ITT is focused on engineering and operational excellence, strong values and leadership, product innovation and superior customer satisfaction in each of the markets it serves.

## FC-6005007972; NOISE AND OPERATIONS MONITORING SYSTEM AT H-JAIA

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Throughout each chapter in its history, ITT has been known for transformative strategies that create value for shareowners, and in 2011 a new chapter has begun. On January 12, ITT Corporation announced it plans to separate into three independent publicly traded companies by the end of the year. Under the plan, ITT Corporation, which is now traded on the New York Stock Exchange as a highly engineered industrial products company that supplies solutions in the aerospace, transportation and energy markets, would execute tax-free spinoffs of its water-related businesses and its defense business to shareholders.

On Jan. 12, 2011, ITT announced that its board of directors has unanimously approved a plan to separate the company's businesses into three distinct, publicly traded companies.

- Water-related businesses to be spun off as a standalone water technology company
- Defense segment to be spun off as a standalone, diversified defense technology and information solutions company
- ITT Corporation to continue as a standalone, highly engineered industrial company

On Oct. 31, 2011, ITT Exelis (ek-'sel-ess) became a publicly traded company, led by David F. Melcher.

Today, the company trades on the New York Stock Exchange under the symbol of XLS.

ITT Exelis is an energetic name that is derived from the word "excel," which is rooted in "ex," meaning "out in front" or "beyond." The name ITT Exelis signifies the expeditionary spirit, exceptional foresight and strong commitment to proactively anticipating and adapting solutions to our customers' most critical problems.

Exelis is a leader in Command, Control, Communications, Computers, Intelligence, Surveillance and Reconnaissance (C4ISR) related products and systems and information and technical services, supplying military, government and commercial customers in the United States and globally.

**Domicile:**

ITT Exelis  
1650 Tysons Blvd. Suite 1700  
McLean, VA 22102  
Phone: 703.790.6300  
Fax: 703.790.6360

**Contact:**

Sharon Goldin  
Contracts Manager

**Legal Structure:**

Corporation

**Major Offices:**

Herndon, VA

**FC-6005007972  
NOISE AND OPERATIONS MONITORING SYSTEM**

**RENEWAL AGREEMENT NO. 4**

This RENEWAL AGREEMENT NO. 4 is entered into effective as of July 1, 2014 between the City of Atlanta ("City") and Exelis, Inc. (formerly known as ITT Corporation) ("Provider").

WITNESSETH

**WHEREAS**, the Provider was approved to provide services under a Master Technology Agreement ("Agreement") for the Noise and Operations Monitoring System as authorized by Resolution 10-R-2240 which was adopted by the Atlanta City Council on January 3, 2011 and approved without the signature of the Mayor pursuant to Section 2-403 of the City Charter; and

**WHEREAS**, the parties entered into the Agreement effective January 23, 2011; and

**WHEREAS**, the initial term of the Agreement was for a period of six (6) months from January 23, 2011 through June 30, 2011 with four (4) one (1) year renewal options; and

**WHEREAS**, the City and Provider previously entered into Renewal Agreements No 1., No. 2 and No. 3 for service through June 30, 2014; and

**WHEREAS**, the Federal Aviation Administration ("FAA") recently changed national policy on how it allows radar data to be disseminated to non-FAA users, such as the Department of Aviation; and

**WHEREAS**, the distribution of radar data has effectively become proprietary in nature and Exelis is the only company that can provide this data acquisition services for the NOMS; and

**WHEREAS**, the City desires to exercise its option to renew the Agreement for the period of July 1, 2014 through June 30, 2015, which was approved pursuant to a Resolution adopted by the Atlanta City Council on May 5, 2014, and adopted by the Mayor on May \_\_\_\_, 2014.

**NOW, THEREFORE**, for good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged), the parties hereto agree as follows:

1. **RENEWAL TERM.** FC-6005007972, Noise and Operations Monitoring System is renewed effective July 1, 2014 through June 30, 2015.
2. **RENEWAL COST.** The total amount of payments for this Renewal Agreement No. 4 shall not exceed \$142,830.78, which includes \$24,000.00 for the Federal Aviation Administration ("FAA") Radar acquisition services.

- 3. **RENEWAL SCOPE:** Modify Exhibit B – Statement of Work in the Contract to include purchasing of the FAA radar data through an annual subscription due to a new policy changing the way radar data is to be acquired from the FAA.
- 4. **NO OTHER AMENDMENT.** Except as modified by this Renewal Agreement No. 4, the Agreement remains in full force and effect.
- 5. **ENTIRE AGREEMENT.** The Agreement, as amended by this Renewal Agreement No. 4, constitutes the entire agreement among the parties hereto with respect to the subject matter thereof and together supersedes all prior agreements and understandings, whether oral or written, between them and with respect to the subject matter thereof.
- 6. **LIABILITY OF CITY.** This Renewal Agreement No. 4 will not become binding on the City, and the City will incur no liability under it, until it has been executed by the Mayor, attested to by the Municipal Clerk, approved by the City Attorney as to form and delivered to Provider.

**IN WITNESS WHEREOF,** the parties have executed this Renewal Agreement No. 4 as of the day and year first written above.

**CITY OF ATLANTA**

**EXELIS, INC.**

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

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

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

Title: \_\_\_\_\_

\_\_\_\_\_

Municipal Clerk (Seal)

\_\_\_\_\_

Corporate Secretary/Assistant  
Secretary (Seal)

Approved:

\_\_\_\_\_

Department of Aviation

Attachment: NOMS Renewal No. 4 Transmittal (14-R-3496 : Noise and Operations Monitoring System Renewal No. 4)

**Recommended:**

\_\_\_\_\_  
**Chief Procurement Officer**

**Approved as to form:**

\_\_\_\_\_  
**City Attorney**

**Part II: Legislative White Paper:** (This portion of the Legislative Request Form will be shared with City Council members and staff)

**A. To be completed by Legislative Counsel:**

Committee of Purview:

Caption:

Council Meeting Date:

Requesting Dept.:

FAC Confirmed by:

**B. To be completed by the department:**

**1. Please provide a summary of the purpose of this legislation (Justification Statement).**

Renewal of option year four between the City of Atlanta, Department of Aviation, and Exelis, Inc. doing business at ITT Exelis (formerly ITT Corporation) to provide for the maintenance, upgrades, and incidental tasks pertaining to FC-6005007972 - Noise and Operations Monitoring System (NOMS) Service at Hartsfield-Jackson Atlanta International Airport (the "Airport").

**2. Please provide background information regarding this legislation.**

ITT has been providing services for **Hardware:** 16 permanent Noise Monitoring sites with microphones and ancillary equipment and four portable Noise Monitoring systems with microphone and ancillary equipment, ARTS III-E Interface System located in the ATL TRACON, 16-CH Tapeless Digital Recorder, (TDR), Data Acquisition System (DAS). **Software:** AirScene.com Product Hosting and Support: Software, Servers, Upgrades, Database Updates, Automatic Secure Backup, System Monitoring, ASDI data feed, Software Escrow Services, Internet weather feed, Telephone Support and high availability web site.

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Attachment: NOMS Renewal No. 4 Request Form (14-R-3496 : Noise and Operations Monitoring System Renewal No. 4)

the service. Furthermore, no other company has access to ITT Exelis' software source code, proprietary hardware or capable of performing acceptable and cost-efficient services, maintenance and upgrades to NOMS.

3. If Applicable/Known:

- (a) Contract Type (e.g. Professional Services, Construction Agreement, etc): Task Order
- (b) Source Selection:
- (c) Bids/Proposals Due:
- (d) Invitations Issued:
- (e) Number of Bids:
- (f) Proposals Received:
- (g) Bidders/Proponents:
- (h) Term of Contract: 5 Years

4. Fund Account Center (Ex. Name and number): 5501 (AIRPORT REVENUE FUND) 180209 (ENVIRONMENTAL) 5212001 (CONSULTING/PROFESSIONAL SERVICES) 7563000 (AIRPORT).

5. Source of Funds: Example: Local Assistance Grant Airport Revenue Fund

6. Fiscal Impact:

Example: This legislation will result in a reduction in the amount of \_\_\_\_\_ to Fund Account Center Number \_\_\_\_\_.

7. Method of Cost Recovery:

Examples:

- a. Revenues generated from the permits required under this legislation will be used to fund the personnel needed to carry out the permitting process.
- b. Money obtained from a local assistance grant will be used to cover the costs of this Summer Food Program.

This Legislative Request Form Was Prepared By: Marsha Love-Brown