

**REPORT/RECOMMENDATION TO THE BOARD OF SUPERVISORS
OF SAN BERNARDINO COUNTY
AND RECORD OF ACTION**

December 17, 2024

FROM

LYNN FYHRLUND, Chief Information Officer, Innovation and Technology Department

SUBJECT

Non-Financial Terms of Service Agreement with Wordly Inc., for Artificial Intelligence Translation Services

RECOMMENDATION(S)

1. Approve non-financial Terms of Service **Agreement No. 24-1249**, including non-standard terms, with Wordly Inc., for artificial intelligence translation services, for the period beginning December 17, 2024, and continuing until terminated by either party.
2. Authorize the Chief Information Officer, Assistant Chief Information Officer, Chief Information Security Officer, or IT Division Chief to electronically accept the Agreement in Recommendation No. 1 and future updates to the Agreement, subject to review by County Counsel, provided that such updates do not substantively modify the terms of the non-financial Terms of Service Agreement.
3. Direct the Chief Information Officer, Assistant Chief Information Officer, Chief Information Security Officer, or IT Division Chief to transmit any non-substantive updates to the agreement in Recommendation No. 1, to the Clerk of the Board of Supervisors within 30 days of acceptance or execution.

(Presenter: Lynn Fyhrlund, Chief Information Officer, 388-5501)

COUNTY AND CHIEF EXECUTIVE OFFICER GOALS & OBJECTIVES

Operate in a Fiscally-Responsible and Business-Like Manner.

FINANCIAL IMPACT

Approval of this item will not result in the use of Discretionary General Funding (Net County Cost). The Terms of Service (Agreement) with Wordly Inc. (Wordly), for artificial intelligence (AI) translation services, does not commit the County to making any purchases. If future purchases are made under the Agreement, the Innovation and Technology Department (ITD) will adhere to County purchasing policies and return to the Board of Supervisors (Board) for approval, if necessary.

BACKGROUND INFORMATION

ITD provides essential technological support and services to County departments, including support of new AI technology. Translation services are a key resource for the Clerk of the Board (COB). As an early adopter of AI translation technology, the COB aims to leverage this technology to enhance translation efficiency and effectiveness, fostering greater inclusivity and engagement during events like Board meetings, while expanding its outreach to constituents of the County.

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Wordly is an AI technology solution specifically designed to provide real-time translation and captioning. This solution is a specialized tool that focuses on enhancing communication by breaking down language barriers during events, meetings, and conferences. Some additional key features are live translation to provide two-way translation for in-person, virtual, and hybrid events; captioning speech-to-text capabilities, generating real-time captions (i.e., subtitles) for attendees; multiple formats to address various event formats (e.g., webinars, training sessions, and conferences); and seamless integration with popular event platforms like Microsoft Teams and Zoom. Wordly will support County departments interested in leveraging this technology to streamline their translation services. This is made possible due to their mature security and privacy measures and practices that include but are not limited to the stringent Service Organization Controls 2 Type II (i.e., cybersecurity audit) compliance framework used to evaluate and validate an organization's information security practices, end-to-end encryption to protect data during transmission, and strong privacy protection to ensure user data is handled responsibly and confidentially.

Wordly has the potential to revolutionize the way County departments communicate to translate languages, making it easier for County residents, employees, and its stakeholders to understand and communicate with one another across languages, while making events more inclusive and engaging for those who speak different languages.

The Board actively encourages public participation in its Board meetings, enabling community members to provide in-person comments and engage directly in the governmental process. Currently, in-person translation services are available during Board meetings for Spanish speakers only. The COB provides support to the Board, County staff, and the public by preparing and maintaining Board agendas, minutes and related documents. Additionally, the COB coordinates bi-weekly Board meetings, which include managing the flow of public speakers and requests for translation services.

If approved, the COB will initiate a pilot program to leverage Wordly to enhance communications and provide translation services in diverse languages for participants to understand and communicate in their native languages, and to make Board meetings, public hearings, workshops, training sessions, community outreach programs, press conferences, town hall meetings, and internal staff meetings more inclusive and engaging. The COB also plans to use Wordly during Assessment Appeals (AA) hearings, which will allow property owners the ability to present relevant information regarding their property to the AA Board in support of the appeal of their assessed value.

Members of the public who want to attend County meetings, including Board meetings, will have the ability to utilize their own computer or mobile device by scanning the event's QR code, downloading the Wordly Translator app and through a provided web browser and participate in the proceedings with no need for human interpreters or special equipment.

The Agreement is Wordly's standard commercial agreement which includes terms that differ from the standard County contract and omit certain County standard contract terms. The Agreement is a non-negotiable clickwrap agreement. The non-standard and missing terms in the Agreement include the following:

1. Wordly may change the Agreement terms without notice at any time by posting on the website.

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- County Policy 11-06 requires that any changes to the contract be reduced to writing, executed and attached to the original contract and approved by the person(s) authorized to do so on behalf of the contractor and County.
 - Potential Impact: The County could be agreeing to new terms without review by anyone, including County Counsel, and without approval of the new terms by the Board.
2. Wordly may assign the Agreement without notice to the County and without the County's approval.
- The County standard contract requires that the County must approve any assignment of the contract.
 - Potential Impact: Wordly could assign the Agreement to a third party or business with which the County is legally prohibited from doing business due to issues of Federal debarment or suspension and conflict of interest, without the County's knowledge. Should this occur, the County could be out of compliance with the law until it becomes aware of the assignment and terminates the Agreement.
3. The Agreement does not require Wordly to indemnify the County, as required by County Policies 11-05 and 11-07, including for intellectual property infringement claims.
- The County standard contract indemnity provision requires the contractor to indemnify, defend, and hold County harmless from third party claims arising out of the acts, errors or omissions of any person. The standard contract provision for intellectual property indemnity is: Contractor will indemnify, defend, and hold harmless County and its officers, employees, agents and volunteers, from any and all third-party claims, costs (including without limitation reasonable attorneys' fees), and losses for infringement of any United States patent, copyright, trademark or trade secret (Intellectual Property Rights) by any goods or services.
 - Potential Impact: Wordly is not required to defend, indemnify or hold the County harmless from any claims, including indemnification for claims arising from Wordly's negligent or intentional acts and intellectual property infringement. If the County is sued for any claim, including intellectual property infringement based on its use of Wordly's software or services, the County may be solely liable for the costs of defense and damages, which could exceed the total Agreement amount.
4. The Agreement does not require Wordly to meet the County's insurance standards as required pursuant to County Policies, 11-05, 11-07 and 11-07SP.
- County policy requires contractors to carry appropriate insurance at limits and under conditions determined by the County's Risk Management Department and as set forth in County policy and in the County standard contract.
 - Potential Impact: The County has no assurance that Wordly will be financially responsible for claims that may arise under the Agreement, which could result in expenses to the County that exceed the total Agreement amount.
5. Wordly provides the services and/or products "AS IS" and disclaims all warranties of any kind.
- County Policy 11-05 requires a contractor to fully warrant its services and products.
 - Potential Impact: The County's use of the services and/or products is solely at its own risk.

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ITD recommends approval of the Agreement, including non-standard terms, with Wordly, for AI translation services.

PROCUREMENT

The Purchasing Department supports the non-competitive procurement of the AI translation services with Wordly, due to the specialized credentials which will enhance communications and provide translation services in diverse languages for participants to understand and communicate in their native languages, and to make events more inclusive and engaging. The Agreement, including non-standard terms, will be used to accompany future purchases to be approved, as necessary, per County Policy 11-04 Procurement of Goods, Supplies, Equipment and Services, provided that Wordly does not substantially modify its agreement..

REVIEW BY OTHERS

This item has been reviewed by the Clerk of the Board of Supervisors (Lynna Monell, Clerk of the Board, 387-3848) on October 28, 2024; County Counsel (Bonnie Uphold, Supervising Deputy County Counsel, 387-5455) on November 5, 2024; Purchasing (Jessica Barajas, Supervising Buyer, 387-2065) on October 31, 2024; Risk Management (Gregory Ustaszewski, Staff Analyst II, 386-9008) on November 6, 2024; Finance (Iliana Rodriguez, 387-4052, and Stephanie Maldonado, 387-4378, Administrative Analysts) on November 22, 2024; and County Finance and Administration (Paloma Hernandez-Barker, Deputy Executive Officer, 387-5423) on December 2, 2024.

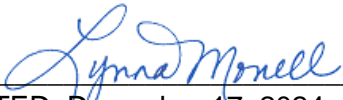
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Record of Action of the Board of Supervisors
San Bernardino County

APPROVED (CONSENT CALENDAR)

Moved: Curt Hagman Seconded: Joe Baca, Jr.
Ayes: Col. Paul Cook (Ret.), Jesse Armendarez, Dawn Rowe, Curt Hagman, Joe Baca, Jr.

Lynna Monell, CLERK OF THE BOARD

BY 
DATED: December 17, 2024



cc: IT - Onyango w/agree
Contractor - c/o IT w/agree
File - w/agree
MBA 12/18/2024