

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

**August 20, 2024**

**FROM**

**PETE MENDOZA, Director, Purchasing Department**

**SUBJECT**

Master Services Agreement and Amendment with WorkWave LLC for RouteManager Subscription and Services

**RECOMMENDATION(S)**

1. Approve Master Services **Agreement No 24-784**, including non-standard terms, with WorkWave LLC for RouteManager Subscription and Services, for the period of August 20, 2024, through August 19, 2025, with the option to renew for four additional years.
2. Approve **Amendment No. 1** to Master Services **Agreement No. 24-784** in Recommendation No. 1 with WorkWave LLC, modifying certain terms to the County standard contract terms.

(Presenter: Pete Mendoza, Director, 387-2073)

**COUNTY AND CHIEF EXECUTIVE OFFICER GOALS & OBJECTIVES**

**Improve County Government Operations.**

**FINANCIAL IMPACT**

Approval of this item will not result in the use of additional Discretionary General Funding (Net County Cost). Impact on individual department budgets is based upon the need for RouteManager Subscription and Services throughout the county. The Purchasing Department's (Purchasing) costs are anticipated to be approximately \$6,000 annually, and have been budgeted accordingly based on the average for the last three years. Departments that require RouteManager Subscription Services are responsible for ensuring adequate funding is included in their current and future recommended budgets.

**BACKGROUND INFORMATION**

The Master Services Agreement (Agreement) with WorkWave LLC (WorkWave) will allow the Purchasing Department (Purchasing) and other county departments to utilize RouteManager. With the recent integration of cellphones for Mail Services Couriers, instant communication has become possible, enhancing the delivery network's efficiency. To further leverage this technology, Purchasing seeks a route optimization application to ensure the courier routes are:

- Efficiently structured
- Optimally laid out
- Conveniently timed for dispatch, duration, and return

**Master Services Agreement and Amendment with WorkWave LLC for  
RouteManager Subscription and Services  
August 20, 2024**

To improve the efficiency of the County's mail service division, the Agreement will provide route optimization and real-time tracking, which are essential benefits through mapping and tracking packages.

For route optimization, RouteManager will analyze route locations and service departments using a personal computer program. It will consider route distance, fuel consumption, number of stops, in-transit optimization, dynamic road conditions, duration, and driver workload to ensure efficient route planning.

For real-time tracking, RouteManager will offer real-time monitoring of courier locations. This feature will help respond to customer inquiries and provide accurate projected arrival times at subsequent destinations.

By focusing on these two key features, the new contract will enhance the County's courier network's overall efficiency and customer satisfaction.

The Agreement is WorkWave's standard commercial contract, which includes terms that differ from the standard County contract and omits certain County standard contract terms. While the parties negotiated certain contract terms to County standards, as set forth in Amendment No. 1, WorkWave would not agree to all County standard terms. The non-standard and missing terms include the following:

1. Governing law is the State of Delaware.
  - The County standard contract requires California governing law.
  - Potential Impact: The Agreement will be interpreted under Delaware State law. Any questions, issues or claims arising under this Agreement will require the County to hire outside counsel competent to advise on Delaware law, which may result in fees that exceed the total Agreement amount.
2. WorkWave 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: WorkWave 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. County Counsel cannot advise on whether and to what extent Delaware law may permit or restrict a party's right to assign without an express provision in the Agreement.
3. There is no provision in the Agreement addressing each party's responsibility for paying attorneys' fees.
  - The County standard contract requires each party to bear its own costs and attorney fees, regardless of who is the prevailing party.
  - Potential Impact: County Counsel cannot advise on, whether and to what extent, Delaware law may affect a party's requirement to pay the prevailing party's attorneys' fees and costs in a legal action where no specific provision is provided in the Agreement.

**Master Services Agreement and Amendment with WorkWave LLC for  
RouteManager Subscription and Services  
August 20, 2024**

4. Venue for disputes arising under the Agreement is in the appropriate state or federal court located in Wilmington, Delaware.
- County Policy 11-05 requires venue for disputes in Superior Court of California, County of San Bernardino, San Bernardino District.
  - Potential Impact: Having a venue in Wilmington, Delaware may result in additional expenses that exceed the amount of the Agreement.

Purchasing recommends approval of the Agreement, including the non-standard terms, to support the County goal of improving County government operations through the use of RouteManager Subscription and Services with integration with cellular phones and mail courier services.

**PROCUREMENT**

Purchasing contacted the three vendors below, requesting informal quotes for route planning applications with needed attributes and features. WorkWave was the lowest and most responsive bidder that meets the County's desired needs. Approval of the Agreement with WorkWave for RouteManager Subscription and Services will allow Purchasing's Mail Services Division, and other county departments, the opportunity to improve business processes with their internal mailing systems.

<b>Proposer Name</b>	<b>Location</b>	<b>Cost</b>
Circuit	Culver City, CA	\$500 monthly
WorkWave LLC	Holmdel, New Jersey	\$76.00 monthly
Onfleet	San Fransico, CA	\$1,235 monthly

**REVIEW BY OTHERS**

This item has been reviewed by County Counsel (Bonnie Uphold, Supervising Deputy County Counsel, 387-5455) on August 2, 2024; Innovation and Technology Department (Lynn Fyhrlund, Chief Information Officer, 388-5501) on July 15, 2024; Finance (Kathleen Gonzalez, Administrative Analyst, 387-5412) on July 30, 2024; County Finance and Administration (Paloma Hernandez-Barker, Deputy Executive Officer, 387-5423) on August 2, 2024.

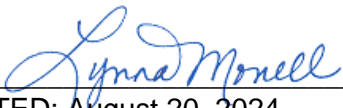
**Master Services Agreement and Amendment with WorkWave LLC for  
RouteManager Subscription and Services  
August 20, 2024**

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: August 20, 2024



cc:   Purchasing - Reyna w/agree  
      Contractor - c/o Purchasing w/agree  
      File - w/agree  
MBA  08/23/2024