

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

February 6, 2024

FROM

WILLIAM L. GILBERT, Director, Arrowhead Regional Medical Center

SUBJECT

End User License Agreement with EasyVista, Inc. for Goverlan Remote Desktop Support and Systems Management Software

RECOMMENDATION(S)

Approve non-financial End User License **Agreement No. 24-121**, including non-standard terms, with EasyVista, Inc. for license of the Goverlan remote desktop support and systems management software, effective February 6, 2024, and renewing annually upon separate purchase of the software license.

(Presenter: William L. Gilbert, Director, 580-6150)

COUNTY AND CHIEF EXECUTIVE OFFICER GOALS & OBJECTIVES

Provide for the Safety, Health and Social Service Needs of County Residents.

FINANCIAL IMPACT

Approval of this item will not result in the use of Discretionary General Funding (Net County Cost) as the End User License Agreement (EULA) with EasyVista, Inc. (EasyVista) is non-financial in nature and does not commit the County to make any purchases. If future purchases are made under this EULA, Arrowhead Regional Medical Center (ARMC) will adhere to County purchasing policies and return to the Board of Supervisors (Board) for approval, if necessary.

BACKGROUND INFORMATION

EasyVista owns the Goverlan Reach Systems Management Software (Goverlan Software), which is licensed separately through third-party resellers. The EasyVista EULA governs the County's use of the Goverlan Software, and is non-financial in nature. This EULA automatically renews upon procurement and payment to a third-party reseller for an annual Goverlan Software license.

The Goverlan Software is used by the ARMC Information Management (IM) department to remotely access, view and support ARMC computer desktop and applications. The Goverlan Software also allows the ARMC IM staff to remotely support mobile devices, including County-provided laptops and tablets. It provides ARMC with a support solution that streamlines systems management, and allows ARMC to perform multiple audits related to software deployment on computers and mobile devices being utilized by ARMC's healthcare workers.

The EasyVista EULA is EasyVista's standard commercial contract, which includes terms that differ from the standard County contract and omits certain County standard contract terms.

**End User License Agreement with EasyVista, Inc. for Goverlan Remote Desktop Support and Systems Management Software
February 6, 2024**

While the parties negotiated certain contract terms to County standards, EasyVista would not agree to all County standard terms. The non-standard and missing terms include the following:

1. The EULA does not include certain standard County insurance requirements, including the additional insured requirement.
 - The County standard contract requires contractors to carry appropriate insurance at limits and under conditions determined by the County's Risk Management Department and County Policy 11-07SP.
 - Potential Impact: The County has no assurance that EasyVista will be financially responsible for claims that may arise under the EULA, which could result in expenses to the County.

2. EasyVista's maximum liability to the Count is limited to \$1,000,000 excluding EasyVista's gross negligence, willful misconduct, and violation of law, but not its indemnification obligations.
 - The County standard contract does not include a limitation of liability.
 - Potential Impact: Claims could exceed the liability cap, leaving the County financially liable for the excess.

ARMC recommends approval of the EULA, including non-standard language, with EasyVista as this is required to be in place before ARMC is able to renew its license of the Goverlan Software with a third-party reseller.

PROCUREMENT

Not applicable.

REVIEW BY OTHERS

This item has been reviewed by County Counsel (Bonnie Uphold, Supervising Deputy County Counsel, 387-5455) on January 9, 2024; Risk Management (Victor Tordesillas, Director, 386-8623) on November 30, 2023; ARMC Finance (Chen Wu, Finance and Budget Officer, 580-3165) on January 12, 2024; Finance (Jenny Yang, Administrative Analyst, 387-4884) on January 17, 2024; and County Finance and Administration (Valerie Clay, Deputy Executive Officer, 387-5423) on January 17, 2024.

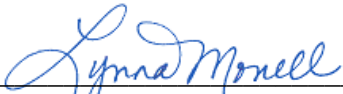
**End User License Agreement with EasyVista, Inc. for Goverlan Remote
Desktop Support and Systems Management Software
February 6, 2024**

Record of Action of the Board of Supervisors
San Bernardino County

APPROVED (CONSENT CALENDAR)

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

Lynna Monell, CLERK OF THE BOARD

BY 
DATED: February 6, 2024



cc: ARMC - Gilbert w/agrees
Contractor c/o ARMC w/agree
File - w/agree
MA 02/6/2024