

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

May 24, 2022

FROM

LARRY AINSWORTH, Chief Information Officer, Innovation and Technology Department

SUBJECT

Terms of Use with ContractSafe LLC for Contract Management and Productivity Software

RECOMMENDATION(S)

Approve Terms of Use (**County Contract No. 22-375**) with ContractSafe LLC, including non-standard terms, for contract management and productivity software for purchase amounts as authorized by County Policy for the period May 24, 2022 to May 23, 2023.
(Presenter: Jake Cordova, Assistant 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 Use (Agreement) with ContractSafe LLC (ContractSafe) is non-financial in nature and does not commit the County to make 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 for approval, if necessary.

BACKGROUND INFORMATION

ITD manages a wide variety of contracts as required to provide information technology services to County departments and outside governmental and related non-governmental customers. ITD contracts cover equipment, software, and services with varying terms and amounts. ITD currently uses a contract database with limited functionality and is looking to upgrade to a cloud-based solution with enhanced features to streamline processes. ContractSafe utilizes custom fields, that facilitate custom reporting options, and makes data easily searchable. These enhanced features allow better tracking and visibility of contracts and reduce staff time in the overall administration of contracts.

The Agreement with ContractSafe is ContractSafe'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 terms to County standards, ContractSafe would not agree to all County standard terms. The non-standard and missing terms include the following:

1. ContractSafe's maximum cumulative, aggregate liability to the County is limited to the total amount of fees paid to ContractSafe by the County under the applicable subscription related to the claim during the 12-month period immediately preceding the

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date the claim arose, but excluding ContractSafe's intentional misconduct. ContractSafe's indemnification obligations, gross negligence and violation of law are not excluded from this limitation.

- The County standard contract does not include a limitation of liability.
- Potential Impact: Claims could exceed the liability cap and the Agreement amount leaving the County financially liable for the excess.

2. Venue is in Los Angeles County, California.

- The County standard contract requires venue for disputes in Superior Court of California, County of San Bernardino, San Bernardino District.
- Potential Impact: Having a venue in Los Angeles County may result in additional expenses that exceed the amount of the Agreement.

ITD recommends approval of the Agreement with ContractSafe, including the non-standard terms, to allow ITD to use the ContractSafe contract management software to streamline contract management processes.

PROCUREMENT

The Agreement, including non-standard terms, will be used to accompany future purchase orders to be approved, as necessary, per County Policy 11-04, Procurement of Goods, Supplies, Equipment and Services.

REVIEW BY OTHERS

This item has been reviewed by County Counsel (Bonnie Uphold, Deputy County Counsel, 387-5455) on May 4, 2022; Purchasing (Tevan Stremel, Buyer III, 387-2098) on April 28, 2022; Risk Management (Victor Tordesillas, Director, 386-8623) on May 4, 2022; Finance (Sofia Almeida, Administrative Analyst, 387-4678) on May 9, 2022; and County Finance and Administration (Paloma Hernandez-Barker, Deputy Executive Officer, 387-5423) on May 9, 2022.

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Record of Action of the Board of Supervisors
San Bernardino County

APPROVED (CONSENT CALENDAR)

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

Lynna Monell, CLERK OF THE BOARD

BY 
DATED: May 24, 2022



cc: ITD- Bird w/agree
 Contractor- C/O ITD w/agree
 File- w/agree
LA 06/1/2022