



# Monterey County

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## Board Report

Legistar File Number: 15-0264

March 24, 2015

**Introduced:** 3/12/2015

**Version:** 1

**Current Status:** Agenda Ready

**Matter Type:** BoS Agreement

- a. Recommend that the Board of Supervisors authorize the Contracts/Purchasing Officer, on behalf of the Information Technology Department, to execute a consent to the reassignment of the contract for the provision of Pinnacle Telemanagement Software including maintenance/ support and database modifications, from Paetec Software Corporation to Calero LLC;
- b. Recommend that the Board of Supervisors approve and authorize the Contracts/Purchasing Officer, on behalf of the Information Technology Department, to execute an Amendment to Agreement No. 10088 with Calero LLC, extending the Agreement by one year, from April 1, 2015 through March 31, 2016, and increasing the contract amount by \$17,906, for a total contract amount not to exceed \$86,550; and
- c. Accept non-standard insurance language provided by the vendor as recommended by the Director of Information Technology.

### RECOMMENDATION:

It is recommended that the Board of Supervisors:

- a. Recommend that the Board of Supervisors authorize the Contracts/Purchasing Officer, on behalf of the Information Technology Department, to execute a consent to the reassignment of the contract for the provision of Pinnacle Telemanagement Software including maintenance/ support and database modifications, from Paetec Software Corporation to Calero LLC;
- b. Recommend that the Board of Supervisors approve and authorize the Contracts/Purchasing Officer, on behalf of the Information Technology Department, to execute an Amendment to Agreement No. 10088 with Calero LLC, extending the Agreement by one year, from April 1, 2015 through March 31, 2016, and increasing the contract amount by \$17,906, for a total contract amount not to exceed \$86,550; and
- c. Accept non-standard insurance language provided by the vendor as recommended by the Director of Information Technology.

### SUMMARY/DISCUSSION:

On March 29, 2005, the Board approved the original agreement with Paetec Software Corp. (Paetec) for the purchase and implementation of the Pinnacle call accounting system and maintenance and support services. Pinnacle has been used by the Information Technology Department (ITD) as a billing and work order tracking tool; it integrates with the county phone system to track telecommunications inventory, calls made from county phones, and services provided by the ITD phone team.

On March 27, 2012 the Board approved a new agreement (the Agreement) with Paetec in the amount of \$68,644 for the period of April 1, 2012 through March 31, 2015 for the provision of software maintenance/support and software database modifications. Paetec requested a modification in the indemnification and insurance provisions which was not approved by Risk. ITD requested that the Board authorize the Contracts/Purchasing Officer to sign this agreement, including the modified indemnification and insurance provisions, and that it authorize future renewals with the same insurance provisions. Extension of the Agreement for Pinnacle Telemanagement software by an additional year, to March 31, 2016, would enable the Information Technology Department to continue service to County Departments while it explores and implements other, improved methods of providing service.

Paetec was removed as a subsidiary of Windstream Corporation and acquired by Calero LLC. Paetec and Calero have executed an Assignment and Consent Agreement (the assignment agreement) by which Paetec agrees to assign its rights and obligations under the Agreement to Calero and Calero agrees to assume the rights and obligations of the Agreement. Consent to the assignment agreement would enable the County to extend the Agreement by one year, enabling it to obtain Pinnacle Telemanagement software, maintenance/support and database modifications from Calero.

The Director of Information Technology is requesting that (1) the Board consent to the assignment of contractual rights and obligations from Paetec to Calero and (2) the Board approve an amendment to increase the term of the agreement from April 1, 2015 to March 31, 2016 and increase the maximum amount of the agreement by \$17,906.

**OTHER AGENCY INVOLVEMENT:**

County Counsel has reviewed and approved the assignment agreement as to form. County Counsel has not approved the amendment as it leaves in place non-standard indemnification and insurance provisions. The non-standard indemnification and insurance provisions previously approved by the Board remain unchanged by the amendment. The non-standard indemnification and insurance provisions previously approved by the Board are expressly assumed and agreed to by Calero in the assignment agreement. Risk Management cannot approve the non-standard insurance and indemnity language

**FINANCING:**

The funds for payment of this Agreement have been included in the FY 2014-15 Adopted Budget for the Information Technology Department, ITD 1930, Unit 8436, Appropriations Unit INF002. Should funding be reduced and/or terminated, the County may terminate this agreement by giving thirty (30) days written notice of such action to the Contractor.

Prepared by: Elizabeth Croke Management Analyst III, 755-5108

Approved by: Dianah Neff, Director of Information Technology, 759-6923

Attachments:

1. Signed Assignment between Paetec Software Corp and Calero Software LLC
2. Agreement between Paetec Corp. and County of Monterey
3. Amendment No 1 to Agreement between Paetec Corp and County of Monterey
4. Exhibit A-1, Scope of Services/Payment Provisions