



Agenda Date: 8/2/2005
Agenda Placement: 6E

NAPA COUNTY BOARD OF SUPERVISORS Board Agenda Letter

TO: Board of Supervisors
FROM: Shelli Brobst for Randolph F. Snowden - Director
Health & Human Services
REPORT BY: Shelli Brobst, Contracts Analyst, 253-4720
SUBJECT: Approval of Health and Human Services Agency Professional Services Agreement General Terms and Conditions, Version 6

RECOMMENDATION

Director of Health and Human Services requests approval of Version 6 of the HHSA contract General Terms and Conditions for automatic inclusion in Health and Human Services professional services agreements that provide for such automatic inclusion.

EXECUTIVE SUMMARY

In July 2003 County Counsel collaborated with Health and Human Services to streamline HHSA's contracting process. To accomplish this goal, the format of the professional services agreement was changed. The agreement is now divided into four sections:

1. Section 1: Contract Administration
2. Section 2: General Terms and Conditions
3. Section 3: Specific Terms and Conditions
4. Section 4: Incorporated Documents

The General Terms and Conditions (Section 2) contains requirements pertaining to all contractors (insurance, compliance, HIPAA, etc.). This action will approve Version 6 of the General Terms and Conditions, which will automatically be included in Health and Human Services professional services agreements that provide for such automatic inclusion.

FISCAL IMPACT

Is there a Fiscal Impact? No

ENVIRONMENTAL IMPACT

ENVIRONMENTAL DETERMINATION: The proposed action is not a project as defined by 14 California Code of Regulations 15378 (State CEQA Guidelines) and therefore CEQA is not applicable.

BACKGROUND AND DISCUSSION

In an effort to make the contracting process more efficient, County Counsel has over time revised the HHS professional services boilerplate agreement to incorporate changes regarding insurance, termination for cause, termination for convenience, compliance and other issues.

The four sections of the HHS professional services boilerplate agreement are:

- | Section 1: Contract Administration. This section contains information regarding the administration of the agreement (name, address and contact person for the County and the contractor).
- | Section 2: General Terms and Conditions (GTC). This section contains requirements that pertain to all contractors.
- | Section 3: Specific Terms and Conditions. This section contains additional terms and conditions or modifies the GTC.
- | Section 4: Incorporated Documents. This section contains all incorporated documents (e.g., Exhibit A, Exhibit B).

For contractors who originally signed a contract containing either Version 4 or 5 of the GTC, their contracts included a clause stating that future versions of the GTC shall automatically become part of the Agreement upon approval of the new GTC by the Board of Supervisors and upon notice to the contractor. This action will approve Version 6 of the GTC, which will then automatically become part of the contractors' agreements. HHS will formally notice contractors who are subject to this change.

Versions 1-6 of the General Terms and Conditions are available online and are on file with the Clerk of the Board. Version 6 is attached to this item.

SUPPORTING DOCUMENTS

A . General Terms and Conditions, Version 6

CEO Recommendation: Approve

Reviewed By: Meegan Condon