

File No. 111311

Committee Item No. 8
Board Item No. 25

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee

Date: January 4, 2012

Board of Supervisors Meeting

Date 1/10/12

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Budget & Legislative Analyst Report |
| <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | Ethics Form 126 |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form (for hearings) |
| <input type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
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| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |

OTHER

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Completed by: Victor Young

Date: December 30, 2011

Completed by: Victor Young

Date: 1-5-12

An asterisked item represents the cover sheet to a document that exceeds 25 pages. The complete document is in the file.

1 [Contract Amendment - En Pointe Technology Sales, Inc. - \$38,000,000]

2
3 Resolution authorizing the Office of Contract Administration to enter into the
4 Third Amendment between the City and County of San Francisco and En Pointe
5 Technology Sales, Inc. ("En Pointe", part of the Technology Store procurement
6 vehicle), in which the amendment shall increase the contract limit from
7 \$28,475,000 to \$38,000,000.

8
9 WHEREAS, the Office of Contract Administration, by competitive bidding,
10 developed the Technology Store procurement method for the purchase of products and
11 services related to Information Technology; and

12 WHEREAS, En Pointe is one of the three products vendors who are part of the
13 Technology Store; and

14 WHEREAS, the original contract with En Pointe is dated January 1, 2009; has a
15 term of three years, through December 31, 2011, with possible extensions through
16 December 31, 2013, and has an original contract limit of \$24 million; and

17 WHEREAS, the Board of Supervisors approved the original contract on
18 December 9, 2008 by Resolution #508-08; and

19 WHEREAS, the Board of Supervisors approved the First Amendment to the
20 contract

21 on June 7, 2011 by Resolution #233-11 to increase the contract limit from \$24 million to
22 \$28 million; and

23 WHEREAS, the Second Amendment to the contract with En Pointe was
24 approved by the Office of Contract Administration on November 21, 2011, to exercise
25 the first of two options to extend the contract by one year to December 31, 2012,

increase the contract limit from \$28 million to \$28,475,000 and to update standard contractual clauses; and

WHEREAS, the Office of Contract Administration estimates that the money projected to be spent with En Pointe could reach the contract's amended limit in the reasonably near future; and

WHEREAS, Charter section 9.118, "Contract and Lease Limitations," subsection (b), requires Board of Supervisors approval of any contract estimated to exceed \$10 million in expenditures or amendments exceeding \$500,000 to such contracts; now, therefore, be it

RESOLVED, that the Board of Supervisors authorizes the Office of Contract Administration to enter into the Third Amendment to the contract with En Pointe to increase the contract limit for the contract with En Pointe from \$28,475,000 to \$38 million.

**Items 6, 7 and 8
Files 11-1309, 11-1310 and
11-1311**

Departments:
Office of Contract Administration (OCA)

EXECUTIVE SUMMARY

Legislative Objective

- File 11-1309 is a proposed resolution which would authorize the Office of Contract Administration (OCA) to enter into a Third Amendment to an existing technology products only agreement between the City and Xtech to increase the existing authorization by \$10,000,000 from a not-to-exceed \$41,000,000 to a not-to-exceed \$51,000,000.
- File 11-1310 is a proposed resolution which would authorize the OCA to enter into a Fourth Amendment to an existing technology services and products related to such services agreement between the City and Xtech to increase the existing authorization by \$20,000,000 from a not-to-exceed \$40,000,000 to a not-to-exceed \$60,000,000; and
- File 11-1311 is a proposed resolution which would authorize the OCA to enter into a Third Amendment to an existing technology products only agreement between the City and En Pointe Technology Sales, Inc. to increase the existing authorization by \$9,525,000 from a not-to-exceed \$28,475,000 to a not-to-exceed \$38,000,000.

Fiscal Impacts

- All expenditures for technology services and related products and technology only product purchases are subject to separate appropriation approval for each City department by the Board of Supervisors.
- From January 1, 2009 through November 30, 2011, City departments expended a total of \$53,989,629 for technology services and products related to such services, including \$37,100,167 or 68.7 percent of which was for technology services and related products purchased from one vendor, Xtech.
- From January 1, 2009 through November 30, 2011, City departments expended an additional \$80,167,766 for technology products only, of which (a) \$16,734,010 or 20.9 percent were purchased from Computerland, (b) \$26,876,768 or 33.5 percent were purchased from En Pointe, and (c) \$36,556,988 or 45.6 percent were purchased from Xtech.
- Actual average City department purchases from January 1, 2009 through November 30, 2011 under the existing agreements were: (a) \$1,060,005 per month from Xtech for technology services and products, (b) \$767,908 per month from En Pointe for technology products only, and (c) \$1,044,485 per month from Xtech for technology products only. Assuming that City departments continue purchasing technology products and services at these same average monthly expenditure rates, over the entire 48-month terms of the existing agreements, or through December 31, 2012, City departments would expend a total of approximately (a) \$50,880,240 from Xtech for technology services and products, (b) \$36,859,584 from En Pointe for technology products only, and (c) \$50,135,280 from Xtech for technology products only. However, the requested authorizations are for greater amounts because of pending specific purchase orders from the Airport and the Public Utilities Commission and due to rounding.

Recommendations

- Approve the three proposed resolutions.

MANDATE STATEMENT / BACKGROUND**Mandate Statement**

In accordance with Section 9.118(b) of the City's Charter, any contract or agreement that has a term in excess of ten years or exceeds \$10,000,000 in expenditures or the modification of such agreement exceeds \$500,000, is subject to Board of Supervisors approval.

Background

The Office of Contract Administration (OCA) administers a number of agreements with various private firms for as-needed technology products and related services for all City Departments, through the City's Technology Store. Agreements are awarded to these private firms for either:

- (a) Category 1: Technology services (such as software programming, software customization, or network security services) and products related to such services, and/or
- (b) Category 2: Technology products only.

City departments requiring technology products and technology services are required to purchase such items through the City's Technology Store's vendors, who were previously pre-qualified under a competitive Request for Proposals (RFP) process, without undergoing another separate independent competitive process, with some exceptions made for products which are only sold directly through specific manufacturers, federally funded purchases, or specific projects which are large enough to require a separate RFP process. In addition, for purchases in excess of \$100,000, City departments are required to obtain bids from no fewer than three pre-qualified vendors from the City's Technology Store, and then purchase such technology products and/or services from the lowest bidding vendor.

Original Agreements

On April 8, 2008, OCA issued a RFP to pre-qualify various vendors for the City's Technology Store. On December 9, 2008, subsequent to this competitive RFP process, the Board of Supervisors approved the award of \$120,000,000¹ for seven technology agreements (Resolution No. 508-08), for a term of three years, from January 1, 2009 through December 31, 2011, with options to extend the terms by two additional years, or through December 31, 2013 including:

- (a) Four agreements totaling \$48,000,000, each in an equal amount not-to-exceed \$12,000,000, for as-needed technology services and products related to such services with En Pointe Technology Sales Inc. (En Pointe), ComputerLand, Cornerstone Technology Partners, and Xtech Joint Venture (Xtech); and
- (b) Three agreements totaling \$72,000,000, each in an equal amount not-to-exceed \$24,000,000, for as-needed technology products only with En Pointe, ComputerLand and Xtech.

¹ According to Ms. Jaci Fong, Acting Director of OCA, the \$120,000,000 total for the agreements was based on the total technology store purchases over the prior three years including (a) \$48,000,000 for technology services and related products, and (b) \$72,000,000 for technology products only.

Amendments to the Original Agreements

On October 9, 2009, OCA approved a First Amendment to the original not-to-exceed \$12,000,000 technology services and products agreement with Xtech to increase the authorized agreement by \$475,000 to \$12,475,000. On November 10, 2009, the Board of Supervisors approved a Second Amendment to this not-to-exceed \$12,475,000 Xtech agreement to increase the authorized agreement by \$27,525,000 to \$40,000,000 (Resolution No. 451-09)². On November 21, 2011, OCA approved a Third Amendment to this Xtech agreement to exercise the first option to extend the agreement by one year, from January 1, 2012 through December 31, 2012.

On September 28, 2010, the Board of Supervisors approved a First Amendment to the original not-to-exceed \$24,000,000 technology products only agreement with Xtech to increase the authorized agreement by \$17,000,000 to \$41,000,000 (Resolution No. 458-10). On November 21, 2011, OCA approved a Second Amendment to the Xtech agreement to exercise the first option to extend the agreement by one year, from January 1, 2012 through December 31, 2012.

On June 7, 2011, the Board of Supervisors approved a First Amendment to the original not-to-exceed \$24,000,000 technology products only agreement with En Pointe to increase the authorized agreement by \$4,000,000 to \$28,000,000. On November 21, 2011, OCA approved a Second Amendment to the En Pointe agreement to (a) increase the authorized amount by \$475,000 from \$28,000,000 to \$28,475,000, and (b) to exercise the first option to extend the agreement by one year, from January 1, 2012 through December 31, 2012.

DETAILS OF PROPOSED LEGISLATION

The three proposed resolutions would authorize the Office of Contract Administration to enter into the following:

- (a) Third Amendment to the existing technology products only agreement between the City and Xtech to increase the existing authorization by \$10,000,000 from a not-to-exceed \$41,000,000 to a not-to-exceed \$51,000,000 (File 11-1309);
- (b) Fourth Amendment to the existing technology services and products related to such services agreement between the City and Xtech to increase the existing authorization by \$20,000,000 from a not-to-exceed \$40,000,000 to a not-to-exceed \$60,000,000³ (File 11-1310); and
- (c) Third Amendment to an existing as needed technology products only agreement between the City and En Pointe Technology Sales, Inc. to increase the existing authorization by \$9,525,000 from a not-to-exceed \$28,475,000 to a not-to-exceed \$38,000,000 (File 11-1311).

² In accordance with the proposed resolution, on November 2, 2009, the Civil Service Commission approved this modification to authorize a not-to-exceed \$39,000,000 of technology services with Xtech, within this not-to-exceed \$40,000,000 agreement for technology services and products agreement.

³ In accordance with the proposed resolution, on September 14, 2011, the Department of Human Resources administratively authorized a not-to-exceed \$58,500,000 of technology services with Xtech, within the subject not-to-exceed \$60,000,000 agreement for technology services and products agreement with Xtech.

The proposed amendments would not impact the existing terms of these three agreements, which were recently amended by OCA to extend the agreements by one year, from January 1, 2011 through December 31, 2012. All three agreements contain one more option to extend the term by one additional year through December 31, 2013.

FISCAL IMPACTS

All expenditures for technology services and related products and technology only product purchases are subject to separate appropriation approval for each City department by the Board of Supervisors.

As shown in Table 1 below, from January 1, 2009 through November 30, 2011, or 35 months, City departments expended a total of \$53,989,629 out of the total previously authorized combined not-to-exceed amount of \$76,000,000 for technology services and products related to such services. Based on the amounts reflected in Table 1 below, of the \$53,989,629 total expended by City departments through November 30, 2011, \$37,100,167 or 68.7 percent was for technology services and related products purchased from one vendor, Xtech. In comparison, of the \$53,989,629 total expended by City departments for technology services and related products through November 30, 2011, (a) \$5,315,741 or 9.8 percent was purchased from Computerland, (b) \$5,897,723 or 10.9 percent was purchased from Cornerstone Technology Partners, and (c) \$5,675,998 or 10.5 percent was purchased from En Pointe.

Table 1: Technology Services and Products Purchased by City Departments from January 1, 2009 through November 30, 2011 by Vendor and Contract Authorizations

Vendors	CY 2009	CY 2010	Year-to-Date CY 2011	TOTAL	% of Total	Original Contract Authorized	Amended Contract Authorized
Computerland	\$1,503,118	\$2,031,633	\$1,780,990	\$5,315,741	9.8%	\$12,000,000	\$12,000,000
Cornerstone Technology Partners	2,074,423	2,000,893	1,822,407	5,897,723	10.9%	12,000,000	12,000,000
En Pointe	3,117,571	1,791,909	766,518	5,675,998	10.5%	12,000,000	12,000,000
Xtech	12,623,621	14,660,420	9,816,126	37,100,167	68.7%	12,000,000	40,000,000
Total Services and Products	\$19,318,733	\$20,484,855	\$14,186,041	\$53,989,629	100%	\$48,000,000	\$76,000,000

As shown in Table 2 below, from January 1, 2009 through November 30, 2011, or 35 months, City departments expended a total of \$80,167,766 out of the total previously authorized combined not-to-exceed amount of \$93,475,000 for technology products only. Based on the amounts reflected in Table 2 below, of the \$80,167,766 total expended by City departments

through November 30, 2011 for technology only products, (a) \$16,734,010 or 20.9 percent were purchased from Computerland, (b) \$26,876,768 or 33.5 percent were purchased from En Pointe, and (c) \$36,556,988 or 45.6 percent were purchased from Xtech.

Table 2: Technology Products Only Purchased by City Departments from January 1, 2009 through November 30, 2011 by Vendor and Contract Authorizations

Vendors	CY 2009	CY 2010	Year-to-Date CY 2011	TOTAL	% of Total	Original Contract Authorized	Amended Contract Authorized
Computerland	\$4,680,685	\$6,434,837	\$5,618,488	\$16,734,010	20.9%	\$24,000,000	\$24,000,000
En Pointe	8,144,449	10,128,478	8,603,841	26,876,768	33.5%	24,000,000	28,475,000
Xtech	10,256,734	14,954,247	11,346,007	36,556,988	45.6%	24,000,000	41,000,000
Total Products Purchased	\$23,081,868	\$31,517,562	\$25,568,336	\$80,167,766	100%	\$72,000,000	\$93,475,000

As shown in Table 3 below, based on the 35 months that have elapsed from January 1, 2009 through November 30, 2011 under the existing agreements, City departments have purchased an average of (a) \$1,060,005 per month from Xtech for technology services and products, (b) \$767,908 per month from En Pointe for technology products only, and (c) \$1,044,485 per month from Xtech for technology products only. Assuming that City departments continue purchasing technology products and services at these same average monthly expenditure rates, over the entire 48-month terms of the existing agreements, or through December 31, 2012, as shown in Table 3 below, City departments would expend a total of approximately (a) \$50,880,240 from Xtech for technology services and products, (b) \$36,859,584 from En Pointe for technology products only, and (c) \$50,135,280 from Xtech for technology products only.

Table 3: Projected Authorizations Needed Through Based on Average Actual Monthly Expenditures from January 1, 2009 Through November 30, 2011

	Xtech (Services and Products; File 11-1310)	En Pointe (Products only; File 11-1311)	Xtech (Products only; File 11-1309)
Actual Expenditures from January 1, 2009 through November 30, 2011	\$37,100,167	\$26,876,768	\$36,556,988
Agreement Term Elapsed	/35 months	/35 months	/35 months
Average Monthly Expenditures	\$1,060,005	\$767,908	\$1,044,485
Total Term of Agreement from January 1, 2009 Through December 31, 2012	x 48 months	x 48 months	x 48 months
Projected Total Expenditures	\$50,880,240	\$36,859,584	\$50,135,280
Requested Authorized Not-to-Exceed Amount	\$60,000,000	\$38,000,000	\$51,000,000
Difference in Projections vs. Requested Amounts	\$9,119,760	\$1,140,416	\$864,720

According to Mr. Galen Leung, Supervising Purchaser for the Office of Contract Administration, the total requested authorized amounts are greater than the projections, as shown in Table 3 above, because of specific purchase orders from the Airport and the Public Utilities Commission (PUC) that are currently pending, and due to rounding. Mr. Leung advises that the three pending requests have already been bid through the City's Technology Store, and Xtech and En Pointe are the identified low bidders, as follows:

(a) Xtech is the low bidder for the PUC's new Customer Care and Billing project, which will redesign the billing and collections systems for both the PUC's Water and Power systems, at an estimated total cost of \$9,000,000, under Xtech's technology services and products agreement (File 11-1310). As shown in Table 3 above, the difference between the projected total expenditures and the requested amount in the subject amendment for the Xtech services and products agreement is \$9,119,760 or only \$119,760 more than projected, if the subject \$9,000,000 additional pending request for the PUC is included.

(b) En Pointe is the low bidder for the PUC's new networking hardware and software project, which is primarily to connect facilities with the new PUC building, at an estimated total cost of \$1,000,000, under En Pointe's products only agreement (File 11-1311). As shown in Table 3 above, the difference between the projected total expenditures and the requested amount in the subject amendment is \$1,140,416 or \$140,416 more than projected, if the subject \$1,000,000 additional pending request for the PUC is included.

(c) Xtech is the low bidder for the Airport's new computer and networking equipment upgrade, estimated at \$800,000, under Xtech's products only agreement (File 11-1309). As shown in Table 3 above, the difference between the projected total expenditures and the requested amount in the subject amendment is \$864,720 or \$64,720 more than projected, if the subject \$800,000 pending request for the Airport is included.

RECOMMENDATIONS

Approve the three proposed resolutions.

**City and County of San Francisco
Office of Contract Administration
Purchasing Division**

Third Amendment

THIS AMENDMENT (this "Amendment") is made as of January 17, 2012, in San Francisco, California, by and between **En Pointe Technology Sales, Inc.**, ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Director of the Office of Contract Administration.

RECITALS

WHEREAS, City and Contractor have entered into the Agreement (as defined below); and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to increase the contract amount; and

WHEREAS, approval for this Amendment was obtained when the Board of Supervisors approved resolution number _____ on January __, 2012;

NOW, THEREFORE, Contractor and the City agree as follows:

1. Definitions. The following definitions shall apply to this Amendment:

1a. Agreement. The term "Agreement" shall mean the Agreement dated January 1, 2009 between Contractor and City, as amended by the

First amendment, dated June 17, 2011, and
Second amendment, dated November 21, 2011.

1b. Other Terms. Terms used and not defined in this Amendment shall have the meanings assigned to such terms in the Agreement.

2. Modifications to the Agreement. The Agreement is hereby modified as follows:

2a. Compensation. Section 5 of the Agreement, "Compensation", currently reads as follows:

5. Compensation

Compensation shall be made by Ordering Departments in accordance with the terms of each Authorization for an Order. In no event shall the amount of this Agreement exceed \$28,475,000 (twenty eight million four hundred seventy five thousand dollars).

No charges shall be incurred under this Agreement nor shall any payments become due to Contractor until reports, services, or both, required under this Agreement are received from Contractor and approved by the Ordering Department or Purchasing as being in accordance with this Agreement. City may withhold payment to Contractor in any instance in which Contractor has failed or refused to satisfy any material obligation provided for under this Agreement.

Such section is hereby amended in its entirety to read as follows:

5. Compensation

Compensation shall be made by Ordering Departments in accordance with the terms of each Authorization for an Order. In no event shall the amount of this Agreement exceed \$38,000,000 (thirty eight million dollars).

No charges shall be incurred under this Agreement nor shall any payments become due to Contractor until reports, services, or both, required under this Agreement are received from Contractor and approved by the Ordering Department or Purchasing as being in accordance with this Agreement. City may withhold payment to Contractor in any instance in which Contractor has failed or refused to satisfy any material obligation provided for under this Agreement.

3. Effective Date. Each of the modifications set forth in Section 2 shall be effective on and after the date of this amendment.

4. Legal Effect. Except as expressly modified by this Amendment, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Contractor and City have executed this Amendment as of the date first referenced above.

CITY

CONTRACTOR

Recommended by:

En Pointe Technology Sales, Inc.

Galen Leung
Supervising Purchaser, IT Purchasing
Office of Contract Administration

Mac McConnell
Sales Manager
1 California Street, Suite 2800
San Francisco, CA 94111

City vendor number: 58893

Approved as to Form:

Dennis J. Herrera
City Attorney

By: _____
Deputy City Attorney

Approved:

Jaci Fong
Acting Director
Office of Contract Administration

City and County of San Francisco
Office of Contract Administration
Purchasing Division
City Hall, Room 430
1 Dr. Carlton B. Goodlett Place
San Francisco, California 94102-4685

** Complete copy of document is
located in

File No. 111311

Agreement between the City and County of San Francisco and

En Pointe Technology Sales, Inc.

This Agreement is made this 1st day of January, 2009, in the City and County of San Francisco, State of California, by and between: En Pointe Technology Sales, Inc., 1 California Street, Suite 2800, San Francisco, CA. 94111, hereinafter referred to as "Contractor," and the City and County of San Francisco, a municipal corporation, hereinafter referred to as "City," acting by and through its Director of the Office of Contract Administration or the Director's designated agent, hereinafter referred to as "Purchasing."

Recitals

WHEREAS, the Office of Contract Administration ("Department") wishes to procure computer hardware, software, and associated manufacturer's warranty or support packages and other technology products; and,

WHEREAS, a Request for Proposal ("RFP") was issued on April 8, 2008, and City selected Contractor as one of the four highest qualified scorers pursuant to the RFP; and

WHEREAS, Contractor represents and warrants that it is qualified to perform the services required by City as set forth under this Contract; and,

WHEREAS, approval for this Agreement was obtained when the Board of Supervisors approved resolution number 500-08 on December 10, 2008.

Now, THEREFORE, the parties agree as follows:

DEFINITIONS:

AUTHORIZATION

Purchase Order or Blanket Purchase Order or Release against a Blanket Order of the City properly executed by City and certified by the Controller for the specific funding of an Order or any modification thereof.

CHANGE ORDER

A written instrument authorized in accordance with the requirements established by City that modifies an Order through an adjustment to one or more of the following: (i) the price, (ii) the product (iii) project schedule, (iv) the project scope of work, or (v) the acceptance criteria.

FORM SFEC-126:
NOTIFICATION OF CONTRACT APPROVAL
(S.F. Campaign and Governmental Conduct Code § 1.126)

City Elective Officer Information <i>(Please print clearly.)</i>	
Name of City elective officer(s): Members, SF Board of Supervisors	City elective office(s) held: Members, SF Board of Supervisors

Contractor Information <i>(Please print clearly.)</i>	
Name of contractor: En Pointe Technology Sales Inc.	
<i>Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary.</i>	
1.) En Pointe is a private company and does not have a board of directors. 2.) Bob Din, CEO, Javed Latif, CFO, Shahzad Munawar, COO. 3.) Ownership in excess of 20%: Bob Din, Naureen Din 4.) No subcontractor listed in contract, other than HRC certified list 5.) There is no political committee sponsored or controlled by En Pointe.	
Contractor address: 1 California St., Ste. 2800, San Francisco, CA/HQ: 18701 S. Figueroa St., Gardena, CA 90248	
Date that contract was approved:	Amount of contract: \$28,475,000 to \$38,000,000.
Describe the nature of the contract that was approved: Computer hardware, software and services	
Comments:	

This contract was approved by (check applicable):

the City elective officer(s) identified on this form

a board on which the City elective officer(s) serves San Francisco Board of Supervisors
Print Name of Board

the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits

Print Name of Board

Filer Information <i>(Please print clearly.)</i>	
Name of filer: Angela Calvillo, Clerk of the Board	Contact telephone number: (415) 554-5184
Address: City Hall, Room 244 1 Dr. Carlton B. Goodlett Pl. San Francisco, CA 94102	E-mail: Board.of.Supervisors@sfgov.org

Signature of City Elective Officer (if submitted by City elective officer) Date Signed

Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk) Date Signed