



Board Agenda Item 37

DATE: March 11, 2025

TO: Board of Supervisors

SUBMITTED BY: Edward Hill, Chief Operating Officer/Interim Director of General Services

SUBJECT: Agreement with Johnson Controls, Inc.

RECOMMENDED ACTION(S):

- 1. Approve and authorize the Chairman to execute an Agreement with Johnson Controls, Inc. for maintenance and support of Metasys, a building automation software system, effective upon execution, not to exceed five consecutive years, which includes a three-year base term and two optional one-year extensions, total not to exceed \$3,250,000; and**
- 2. Authorize the Director of General Services, or their designee, to add or remove County building locations and adjust service level hours as operational needs require, with no change to the maximum compensation.**

There is no increase in Net County Cost associated with the recommended actions. Approval of the first recommended action will allow the County to contract with Johnson Controls, Inc. (JCI) for scheduled maintenance and support of Metasys, a building automation software system that automates climate control, provides notifications to staff, and monitors system performance and device failures throughout all County-owned facilities.

Approval of the second recommended action will permit the Director of General Services (Director), or their designee, to add or remove County building locations and increase or decrease service level hours. This will allow the General Services Department - Facility Services Division (GSD-Facility Services) to efficiently address the fluctuating needs within County facilities. This item is countywide.

ALTERNATIVE ACTION(S):

Should your Board not approve the recommended actions, all County facilities utilizing the Metasys system would not be maintained or supported, resulting in inefficient maintenance of climate control systems in County-owned facilities.

FISCAL IMPACT:

There is no increase in Net County Cost associated with the recommended actions. The maximum compensation for the total possible five-year term is \$3,250,000. Costs related to these services are charged back to the County departments occupying the facility where the work is completed. Sufficient appropriations are included in Internal Services Department - Facility Services Org 8935 FY 2024-25 Adopted Budget and will be included in future General Services Department Recommended Budget requests for the duration of the Agreement term.

DISCUSSION:

On December 10, 2019, the Board approved Agreement No. A-19-735 with JCI with a three-year base term and two optional one-year extensions and a total not to exceed \$1,500,000, which expired on December 9, 2024. Due to prolonged negotiations, short-term Purchase Order No. 23382 was implemented to cover maintenance and support services until the recommended Agreement could be brought before your Board for consideration.

Pursuant to Chapter 4 of the County's Purchasing Manual, the County is able to join other public entities for collectively preparing specifications, to request and receive quotations or proposals, and to make an award to the lowest responsive and responsible bidder if the source selection method is otherwise in compliance with the requirements of the Purchasing Manual. On June 27, 2022, the Regents of the University of California, in conjunction with OMNIA Partners (OMNIA), a public procurement unit, issued Request for Proposal (RFP) No. 002815 for building management services, which was awarded to JCI on November 9, 2022 through Cooperative Agreement No. 2023003491 (Cooperative Agreement). The General Services Department - Purchasing Division reviewed OMNIA's RFP process and determined its procedures are consistent with the County's RFP process.

The first recommended action approves the recommended Agreement, based on the terms set forth in the Cooperative Agreement, with a three-year initial term with two optional one-year extensions. Services include maintenance and support for Metasys software and hardware, allowing GSD-Facility Services to monitor and maintain the various heating, ventilation, and air conditioning systems throughout the County. The total compensation for the initial three-year term is \$1,750,000. The total compensation will increase to \$2,500,000 if the recommended Agreement is extended into year four and \$3,250,000 if extended into the fifth year. In no event shall the potential five-year cost exceed \$3,250,000.

The second recommended action authorizes the Director, or their designee, to add or remove County building locations, and increase or decrease service level hours as operational needs require. Due to the age of some of the equipment, different locations will require varied levels of service. Additionally, as the County continues to expand into new buildings, the recommended Agreement provides an efficient way of adding equipment.

The recommended Agreement deviates from the County's standard language in that it includes a limitation of liability, limiting both parties' liability for any incidental, consequential, exemplary, punitive, or reliance damages. The language also limits JCI's liability not to exceed amounts paid or payable under the recommended Agreement. The Human Resources Department - Risk Management Division does not recommend including the limitation of liability language; however, the Department believes it is an acceptable business risk as most of the services provided are for the installation of software which is inherently low-risk, and any manual labor or services provided to component parts would be covered under warranty.

REFERENCE MATERIAL:

BAI #49, December 10, 2019

ATTACHMENTS INCLUDED AND/OR ON FILE:

On file with Clerk - Agreement with JCI

CAO ANALYST:

Amy Ryals