

**NAPA COUNTY AGREEMENT NO. 170267B
AMENDMENT NO. 4**

PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 4 OF NAPA COUNTY AGREEMENT NO. 170267B made and entered into as of this 23rd day of September, 2021 by and between the COUNTY OF NAPA, a political subdivision of the STATE OF CALIFORNIA, hereinafter referred to as "COUNTY", and SIEMENS INDUSTRY, INC., (formerly Siemens Building Technologies) a Delaware corporation, whose mailing address is 100 Technology Drive, Alpharetta, GA 30005, hereinafter referred to as "CONTRACTOR";

RECITALS

WHEREAS, by Napa County Agreement No. 7992 (now 170267B) entered into as of July 1, 2013, and (hereafter referred to as "Agreement"), CONTRACTOR agreed to provide specialized technical support for the Siemens/Staefa Control System in various County Owned Buildings; and

WHEREAS, on April 22, 2014, COUNTY and CONTRACTOR entered into Amendment No. 1 to the Agreement increasing the maximum amount by \$15,000 annually to allow for future additional work in accordance with the Agreement; and

WHEREAS, on May 8, 2018, COUNTY and CONTRACTOR entered into Amendment No. 2 to the Agreement extending the term of the agreement through June 30, 2023, and to update the Scope of Work and annual maximum cost; and

WHEREAS, on June 23, 2020, COUNTY and CONTRACTOR entered into Amendment No. 3 to the Agreement to update the Scope of Work to include the Re-Entry Facility and to update maximum annual compensation; and

WHEREAS, COUNTY and CONTRACTOR wish to enter into Amendment No. 4 to the Agreement to amend the Scope of Work to upgrade the Siemens Control System from a system that has been in place since 1998 to the new Siemens Desigo System and replace select field panel hardware and to increase maximum compensation to perform such work.

TERMS

NOW, THEREFORE, the Agreement is amended as follows:

1. Exhibit "A-3" is added to the Agreement as additional scope of work.
2. Paragraph 3 of the Agreement is amended to read in full as follows:
3. **Compensation.**
 - (a) Rates. In consideration of CONTRACTOR's fulfillment of the promised work, COUNTY shall pay CONTRACTOR the following annual amounts for routine services:

<u>Year #</u>	<u>Period</u>	<u>Annual Total</u>	<u>Payment Frequency</u>
Year 1	07/01/2018 to 06/30/2019	\$34,640 annually	paid \$8,660 quarterly
Year 2	07/01/2019 to 06/30/2020	\$35,680 annually	paid \$8,920 quarterly
Year 3	07/01/2020 to 06/30/2021	\$37,910 annually	paid \$9,477 quarterly
Year 4	07/01/2021 to 06/30/2022	\$39,047 annually	paid \$9,762 quarterly
Year 5	07/01/2022 to 06/30/2023	\$40,218 annually	paid \$10,055 quarterly

Consistent with Exhibit "A-2", any additional services not described within the scope of work shall be incurred only upon the request of the Director of Public Works or his designee and shall be billed at the rates set forth in Exhibit "A-2". Any increases to the rates set forth in Exhibit "A-2" on or after December 31, 2020 shall require prior written approval by the Director of Public Works or his designee. In addition, COUNTY shall pay CONTRACTOR a total of \$246,868.00 for the work described in Exhibit "A-3," which shall be paid in progress payments, as described in Exhibit "A-3."

(b) Expenses. Expenses will be reimbursed by COUNTY upon submission of an invoice in accordance with Paragraphs 4 and with the provisions set forth in Exhibit "A-2." The rate for the work set forth in Exhibit "A-3" includes any expenses and no additional expenses shall be reimbursed by COUNTY.

(c) Maximum Amount for Exhibit A-2. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement related to Exhibit A-2 shall be as follows; provided, however, that such amounts shall not be construed as guaranteed sums, and compensation shall be based upon services actually rendered and reimbursable expenses actually incurred:

Year 1	7/01/2018 to 6/30/2019	\$49,640 annually
Year 2	7/01/2019 to 6/30/2020	\$50,680 annually
Year 3	7/01/2020 to 6/30/2021	\$52,910 annually
Year 4	7/01/2021 to 6/30/2022	\$54,047 annually
Year 5	7/01/2022 to 6/30/2023	\$55,218 annually

(d) Maximum Amount for Exhibit A-3. Notwithstanding subparagraphs (a), (b) and (c), the maximum payment under this Agreement related to Exhibit A-3, regardless of whether the work occurs within one or more fiscal years, shall be TWO HUNDRED FORTY SIX THOUSAND, EIGHT HUNDRED AND SIXTY EIGHT DOLLARS (\$246,868.00); provided however, that such sums shall not be construed as guaranteed sums, and compensation shall be based upon services actually rendered and reimbursable expenses actually incurred.

3. This Amendment No. 4 shall be effective as of the date first written above.

4. Except as provided in 1, 2 and 3 above, the terms and provisions of the Agreement shall remain in full force as effect as last amended.

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IN WITNESS WHEREOF, this Agreement is executed by the duly-authorized representative of the parties hereto as of the date first above written.

SIEMENS INDUSTRY, INC.

By

PAUL SALONIA, Branch Sales Manager

Josh Fosson - Branch Manager

"CONTRACTOR"

COUNTY OF NAPA, a political subdivision of the State of California

By

ALFREDO PEDROZA, Chair of the Board of Supervisors

"COUNTY"

APPROVED AS TO FORM Office of County Counsel	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS	ATTEST: JOSE LUIS VALDEZ Clerk of the Board of Supervisors
By: <u>Jason M. Dooley</u> Deputy County Counsel	Date: _____ Processed By: _____	By: _____
Date: <u>September 13, 2021</u>	_____ Deputy Clerk of the Board	

PROPOSAL

Napa County Migration

PREPARED BY

Siemens Industry, Inc.

PREPARED FOR

COUNTY OF NAPA

DELIVERED ON

February 21, 2020



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Contact Information

Proposal #:	4528586
Date:	February 21, 2020

Sales Executive:	Christopher M Saia
Branch Address:	2969 Prospect Park Dr Suite 100 California, 95670
Telephone:	916.849.7799
Email Address:	chris.saia@siemens.com

Customer Contact:	Napa County
Customer:	COUNTY OF NAPA
Address:	1195 3RD ST NAPA CA 94559-3048

Services shall be provided at:	Various Locations in Napa County
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Executive Summary



Siemens is pleased to provide the following proposal to migrate Napa County to the new Desigo CC Workstation. The Insight workstation, which has been an integral component of the county's Apogee building automation system, has been in existence since 1998 and is nearing its end of life. Our new workstation, Desigo CC has been designed and developed based upon customer demands for easier to use, smarter, more robust, adaptable and open systems. We are pleased to be providing this proposal to upgrade your facility to this innovative and powerful new system.

True to our tradition of Forward and Backward compatibility, our upgrade solution will utilize much of your existing Apogee infrastructure, thus minimizing downtime and unnecessary capital expense. Our *Fast Forward* migration strategy leverages much of your current Apogee system hardware, eliminating the need to replace field end devices or wiring. As shown in the scope details below, we will also be updating select field panel hardware and/or firmware utilizing our *Fast Forward* methodology. The *Fast Forward* strategy allows us to provide you with a cost effective and efficient means to upgrade your system.





Once you've migrated to Desigo CC, you will be utilizing our state-of-the-art building automation system. As a result, you'll be well positioned to incorporate the latest technologies and products developed by Siemens.

Advantages of Desigo CC

Desigo CC brings your existing APOGEE System into the digital age with a modern integration platform ready to meet your changing needs.



Open Development Platform

Extend the functionality of your system and freely exchange your valuable data with external applications



Cloud Ready

Modern web service interfaces let your building system take part in the Internet of Things (IoT)



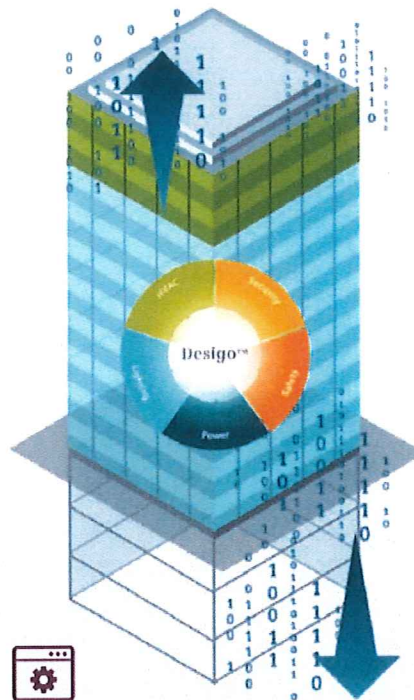
KPI Dashboard

Customized views enable smarter, more efficient control strategies



Backward Compatible

The full range of field panel controllers are supported continuing the strong legacy of backwards compatibility and investment protection provided by the APOGEE System



Latest IT Standards

Support for newest operating systems, current IT environments, latest UI trends



Mobile Accessibility

Enables operators on-the-go to monitor and control facilities remotely



Cyber Safety Monitoring

Continuously monitored and updated to address cyber security threats and tested on current virus protection software



Multi-Discipline

Monitor all of your building systems from a common interface, and make your fully integrated facility into a truly smart building

Desigo CC offers total system visualization:



Automation



Lighting



Shading



Fire



Security



Video



Energy Management



Mechanical Systems



Industrial Systems

As shown below Siemens has taken the feedback from many customers and system users and, as a result, developed a workstation that is easy to use, smart, adaptable, open and robust.

1 Easy	Easy to learn, easy to use ▪ Well defined user-based workflows ▪ Anticipates your next step
2 Smart	Faster, better decision making ▪ Fast response to critical events ▪ Time-shifted Trend comparison
3 Adaptable	Personalized for your facility and for your users ▪ Browser or installed client ▪ Personalized system views
4 Open	An open integrated system ▪ Designed for Building Automation, Fire Safety, and Security ▪ Standard control system protocols like BACnet, OPC, Modbus ▪ IT standards like SNMP, SQL, HTTP
5 Robust	Solid Platform for Now and for the Future ▪ Built on proven SCADA system technology ▪ Used in large mission critical installations ▪ Extensible for future expansion

Additional information regarding the features and benefits of the Desigo CC Workstation is readily available. Please speak with your Siemens Account professional regarding any additional information required to better understand this product.

Benefits of a Migration Strategy

Siemens Building Technologies has a roadmap to *Fast Forward* your system to the latest platform. The migration modernizes your building automation system, giving it enhanced functionality and flexibility. Your existing control components are updated to fully integrate to the Desigo CC Workstation. By reusing your existing field panel enclosures, wiring, sensors and actuators, we reduce wiring complexity, minimize downtime, and control migration costs.

Your initial investment in the Siemens automation system many years ago now provides a strong foundation for the future. The *Fast Forward* program allows you to migrate at much lower costs by retaining as much of your existing investment as possible. As the chart below indicates, replacing your old hardware with a new system requires significant additional investments in programming, point databases, hardware, and commissioning. System replacement also requires more of the limited wall space in your mechanical or electrical room, and extended downtime at switchover.

The *Fast Forward* program has been engineered to be cost-effective and minimize the impact to your facilities and occupants.

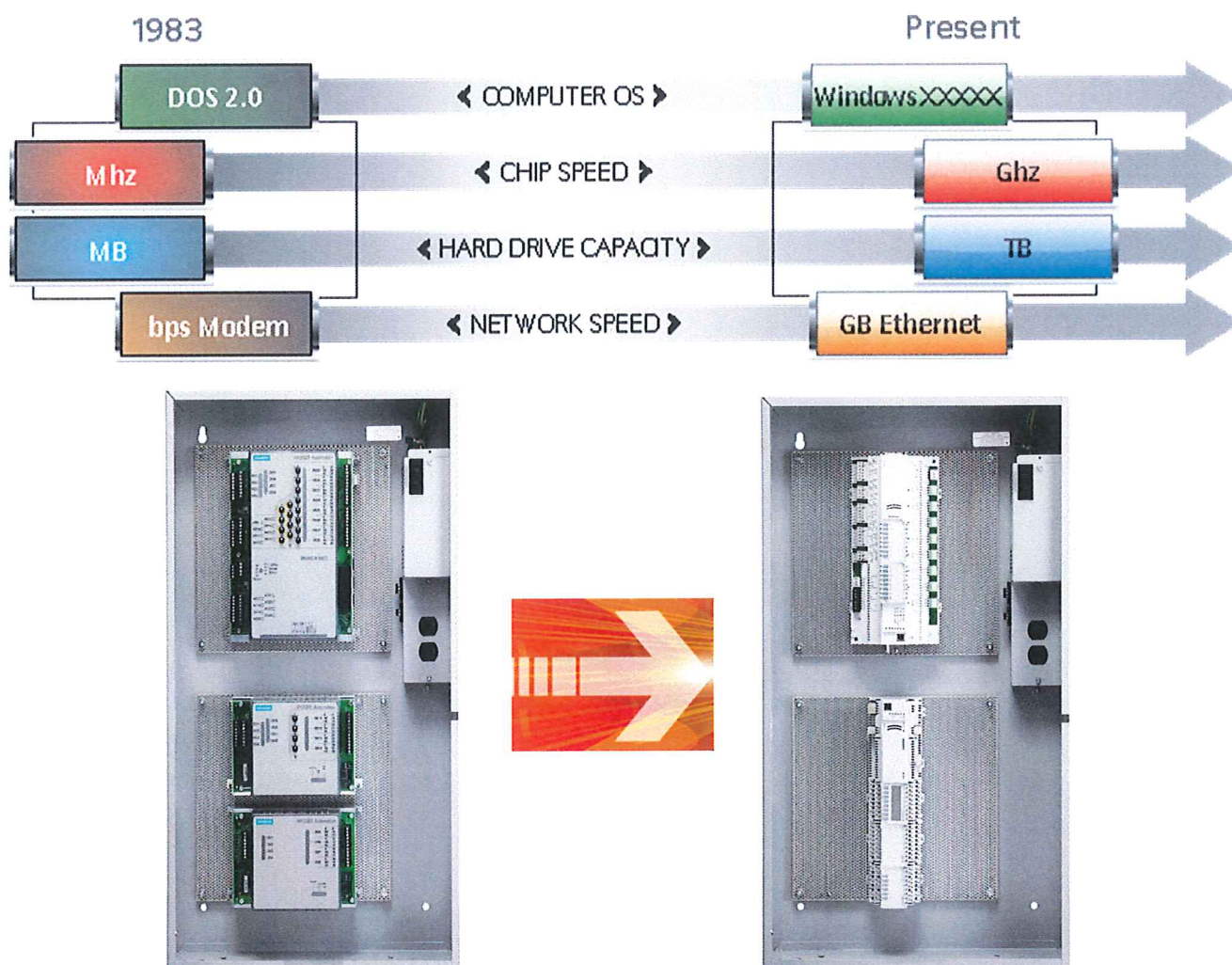
	New Installation	<i>Fast Forward</i>
System Engineering Cost	\$	
Electrical Installation	\$	
Field Panel Hardware	\$\$	\$
Field Devices	\$\$	
Field Wiring	\$\$	
Programming	\$\$	\$
Workstation Hardware / Software	\$\$	\$\$
Graphical Interface	\$	
Create New Point Database	\$\$	
Tools to Convert Database		\$
System Commissioning	\$	\$
Operator Training	\$	\$
System Startup	\$\$	\$
Extended System Downtime	\$	
Facility Operation Impact	\$	
System Replacement Cost	\$\$\$	
Migration Cost		\$

As your business partner, Siemens is backing our commitment to help you stay current with new technology by extending the value from your past system investments. This migration strategy allows you to leverage your past investments in engineering, programming, training, hardware and software.

Prepare for the Future

Certain Napa County Facilities still use the Modular Equipment Controller (MEC) which has been part of the Siemens Building Technologies, Inc. ("Siemens") product offering since 1991. The Siemens MEC is a prime example of our commitment to protecting your past investments, but the time that has elapsed since the introduction of the MEC is an eternity in the semiconductor and electronics industries. While you've had to replace other assets in your facility to keep up with changing technology, the always-reliable MEC remained. However, components essential to the continued manufacturing of the MEC are simply no longer being made.

True to our commitment to help you stay current with new technology by extending the value from past system investments, Siemens has a migration plan to *Fast Forward* your MEC to state-of-the-art hardware platforms. The *Fast Forward* program leverages your past investments in engineering, programming, training, hardware and software.

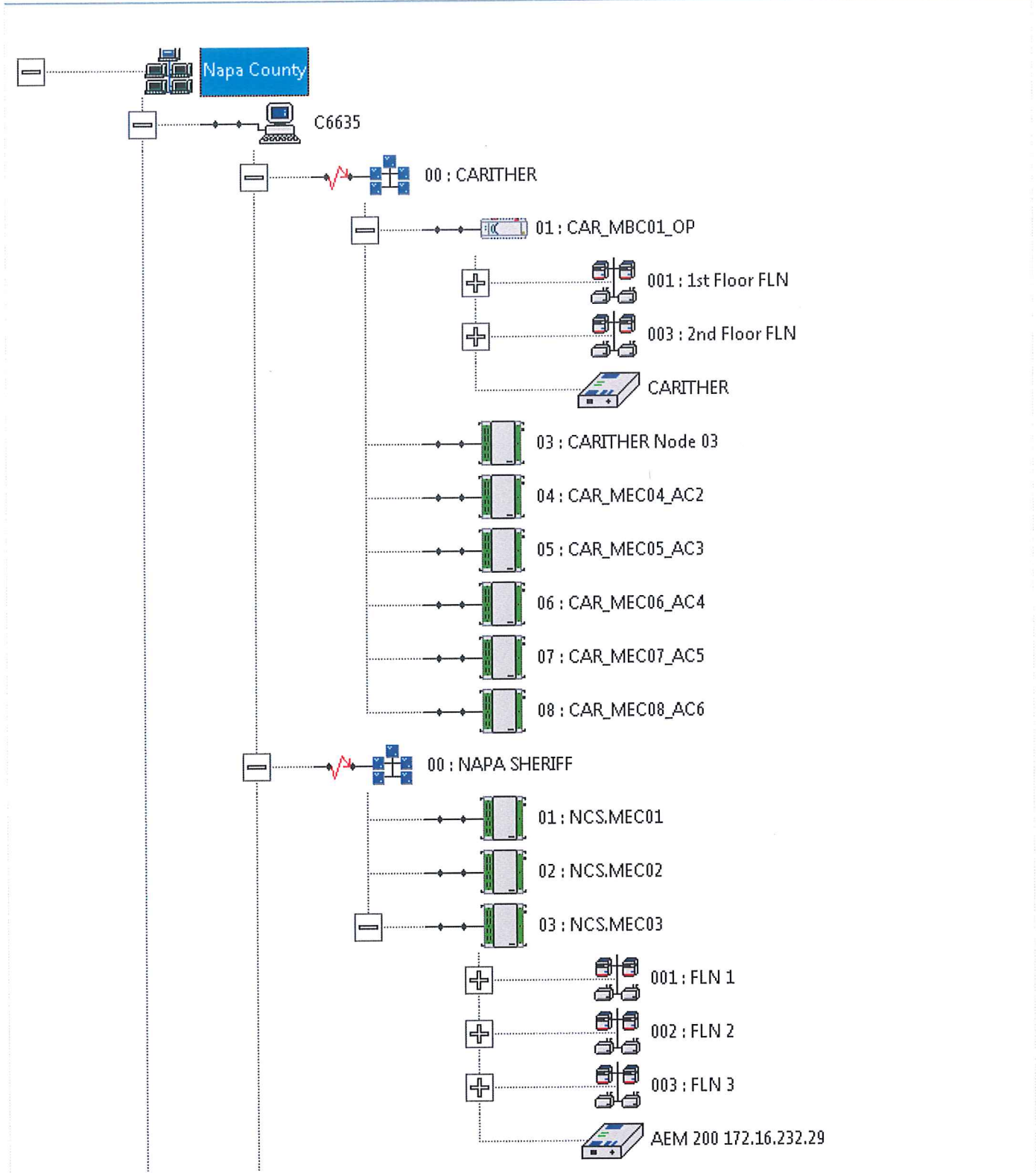


Now is the time to *Fast Forward*. With our *Fast Forward* Migration program you'll have less downtime, fewer disruptions to your facilities and your customers, and you'll be confident you're maximizing the benefits of new technology with limited system investment.

Project Scope of Work

Insight to Desigo CC Migration:

Desigo CC Software & Licensing	QTY
Desigo CC software installed on Virtual Machine	1
Insight databases migrated to Desigo CC	1
Client Licenses	5
Building Automation Point Licenses	2100
Licensing for Flex Client on-the-go operator access	Included
P2 Driver	Included



Workstation – Database Customization	QTY
Field panel networks connected to Designo CC	9

Field panel controllers connected to Desigo CC	36
FLN devices connected to Desigo CC	265
Physical IO points added to Desigo CC	970
Virtual points added to Desigo CC	11959
User accounts migrated to Desigo CC	All
Points naming conventions updated and added to Desigo CC	All
Points renamed from Carither to 1127 First St.	All Carither
Trend views migrated to Desigo CC	All
Custom reports migrated to Desigo CC	59

Graphics	QTY
Graphics updated for Desigo CC (Remove unused templates)	All Existing
Updated floor plan graphics (Carither 2nd Floor)	1

Panel Migration:

The Siemens *Fast Forward* Program for field panels will consist of the following components:

- Sixteen (9) Field Panel upgrades and three (3) Building (Area) Level Network (ALN) upgrades across the following locations:
 - **Carither**
 - ALN conversion from P2 (twisted shielded copper pair) to BACnet IP (ethernet)
 - Six (6) MEC to PXC Compact 36 Migration Kits
 - Convert VAEM Panel to BACnet IP
 - Bring all P1 devices up to Desigo CC front end.
 - **Napa Sheriff**
 - ALN conversion from P2 (twisted shielded copper pair) to BACnet IP (ethernet)
 - Two (2) MEC to PXC Compact 36 Migration Kits
 - One (1) MEC to PXC Modular Migration Kits
 - Convert VAEM to BACnet IP
 - Bring all P1 devices up to Desigo CC front end
- Complete installation of all migrated panels
- Programming and database transfer
- As-built drawings will be provided for owner's records
- Network architecture drawings will be provided for owner's records
- Proposal is based on using existing conduit and wiring and reusing existing valves, actuators, dampers and end devices.
- Provide project management, engineering, system specialist and electrical labor.
- Labor during regular business hours

Field Panel Migration	QTY
Field panels/controllers upgraded to PX platform	9
Field panels/controllers upgraded to BACnet IP protocol	9
Additional field panels/ controllers receiving firmware "flash" upgrades	13
ALN's converted to BACnet (Carither, Napa Sheriff)	2

Additional Project Elements:

Training	QTY
Onsite - Customer training hours delivered for Designo CC transition	16 Hours
Provide one off site training class for Napa County (per diem and hotel expenses will be covered by Napa) for one person.	1 Class

Designo CC Master Operator Training Path:

Introduction to Designo CC
ST 101
(Web-Based)

1.5 Hours



Designo CC Workstation I
ST 9203
(Instructor-Led) CEUs: 2.1

3.0 Days



Designo CC Workstation II
ST 9254
(Instructor-Led) CEUs: 2.5

3.5 Days



Designo CC Refresher (optional)
ST 501
(Virtual Instructor-Led) CEUs: 0.4

4 Hours



Designo CC Master Operator
ST 9273
(Instructor-Led) CEUs: 2.1

3.0 Days



Virtual Instructor-Led Offering (optional)
To enhance your Master Operator knowledge, we recommend completing at least one Virtual Instructor-Led (VILT) offering.

Designo CC

Take control of your professional development by completing the Designo CC Master Operator Training Path. The Designo CC Master Operator Training Path provides the critical knowledge to confidently make informed decisions when navigating through the Designo CC Management Station.

Each class in the path builds upon each other ending with a capstone scenario based training class. It is recommended that you complete the courses listed in the path in the order they are shown; from the top down. Upon successful completion of the entire path, you will receive Master Operator status.

Knowledge and skills assessments are part of the instructor-led classes to provide an opportunity for you to assess the knowledge gained during the class and prove your proficiency in operating a Designo CC Management Station.

For experienced operators, a test-out is available for the ST 9203 - Designo CC Workstation I class. The test-out is available at: www.siemens.com/esonline.

Designo CC Workstation I: ST 9203

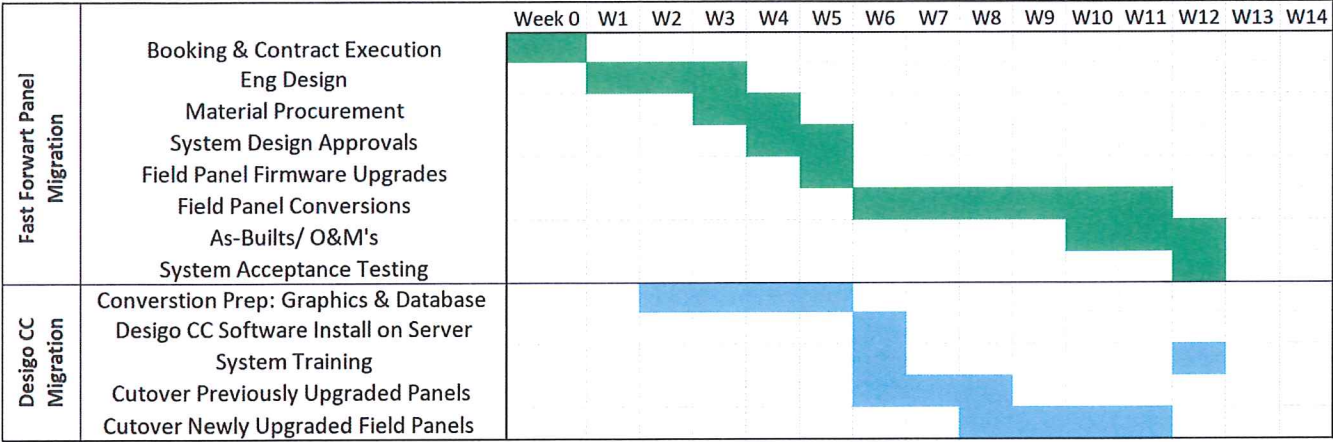
Target Audience: For users whose role is to perform day-to-day operations on a Desigo CC Management Station

Prerequisites: None

Objectives: upon completion of the course, students should be able to: Perform Event Management, Explain the workflow of Desigo CC, Navigate a Desigo CC graphic, Command and release points from a graphic, Manually collect trend data, Utilize Log Viewer to locate historical data, Run, execute, modify and save reports, Initiate Remote Notification

Topics: Navigation, Event Management, Commanding from Graphics, Trending, Scheduler, Log Viewer, Reports, Remote Notification, Knowledge Assessment, Skills Assessment.

Anticipated Project Timeline



Sell Price

Total Quote Price	\$246,868.00
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Your Project Team

Essential for the successful execution of your Fast Forward migration project are the trained building service personnel of Siemens Industry, Inc. already familiar with Napa County's building automation systems. Our implementation team of local experts provides thorough, reliable service, scheduling and migration task planning.

The following list outlines the key members of your project delivery team that will be assigned for the execution of your Fast Forward project:

Your Assigned Team of Service Professionals will include:

Chris Saia – Account Executive 916.849.7799 - chris.saia@siemens.com Manages the overall strategic migration plan based upon your current and future system requirements.

Robert Boyd – Project Manager is responsible for ensuring project execution and timeline adherence, our contractual obligations are delivered, and the county's expectations are met throughout the project

Primary System Specialist is responsible for performing field panel migrations and database conversions tasks for the project.

Kimberly Stafford - Service Coordinator is responsible for scheduling work tasks, on-site coordination meetings, and handling of any emergency situations

Zone Engineering Manager is responsible for material ordering, delivery of submittals, system architecture drawings, as-built drawings, and point database and graphical point mapping

Will Gan - Service Operations Manager is responsible for managing the delivery of your entire Fast Forward migration project and service requirements.

Assumptions/ Clarifications

It is understood that the county will provide the following

1. A virtual machine (allocated server space) adequate for Desigo CC
2. All workstation hardware upgrades (computers, monitors, printers, etc.)
3. IP drops to all panel locations in Carither and Napa Sheriff from the closest IDF/MDF room.
4. Napa County will provide AutoCAD drawings for all floor plans

Exclusions

- Overtime labor unless otherwise stated.
- Siemens is not responsible for existing equipment conditions.
- Computer Workstations (Hardware).
- IP drops and IP addresses.
- Dampers of any kind (control, back draft, louver, fire smoke, etc..)
- Duct Smoke Detectors (Furnish, Install, Power or wire, etc..)
- 120VAC Power circuits to Siemens Field Panels.
- Fiber Optic cable between buildings.
- Patching and painting.
- All gauges, thermometers and indicating devices are excluded.
- Water Meters.
- Air balancing.
- Fire/Smoke Dampers and/or Smoke Detectors (furnish, wire, power, install, etc.).
- Lighting Controls systems and hardware and integration.
- Motor Starters.
- Variable Frequency Drives (furnish, install, wire, power, program start-up, etc).
- Copper Tubing for wet differential pressure sensors is provided by the mechanical contractor.
- Smoke Control for any building.
- Performance and payment bond is NOT included.

Payment Terms

Payment Terms Acceptance Agreement

The total price of: \$246,868.00 and the estimated return on investment are based on the items outlined in this proposal. ANY statements made herein regarding savings that may be achieved by implementing the services offered in this proposal are estimates only. No warranty, either expressed or implied, shall be construed to arise from such statements, nor shall such statements be construed as constituting a guarantee by Siemens that such savings will occur if the services are implemented.

Terms and Conditions Disclaimer

The Customer acknowledges that when approved by the Customer and accepted by Siemens Industry, Inc.: (i) the Proposal and the Contract Terms and Conditions, (together with any other documents incorporated into the forgoing) shall constitute the entire agreement of the parties with respect to its subject matter (collectively, hereinafter referred to as the "Agreement") and (ii) in the event of any conflict between the terms and conditions of the Proposal and the terms and conditions of The Contract Terms and Conditions, the Contract Terms and Conditions shall control.

BY EXECUTION HEREOF, THE SIGNER CERTIFIES THAT (S)HE HAS READ ALL OF THE TERMS AND CONDITIONS AND DOCUMENTS, THAT SIEMENS OR ITS REPRESENTATIVES HAVE MADE NO AGREEMENTS OR REPRESENTATIONS EXCEPT AS SET FORTH THEREIN, AND THAT (S)HE IS DULY AUTHORIZED TO EXECUTE THE SIGNATURE PAGE ON BEHALF OF THE CUSTOMER.

This Proposal is based on the Siemens Industry, Inc. Standard Terms and Conditions and the "Scope of Work" and are to be considered part of this proposal. Proposal is valid for thirty (30) days from the delivery date of February 21, 2020. Payment is due within 30 days of invoice date.

Payment Terms: 25% mobilization in advance, progress payments

Total: \$246,868.00

Terms & Conditions Link(s)

Terms and Conditions (Click to download)

[Terms & Conditions](#)

(www.siemens.com/download?A6V10946842)

Attachment A

Riders (Click on rider below to download)

[SI Monitoring Rider](#)

(www.siemens.com/download?A6V10946171)

[SI Online Backup and Data Protection](#)

(www.siemens.com/download?A6V10946174)

[SI UBM or Utility Procurement](#)

(www.siemens.com/download?A6V10946178)

[SI Software License Warranty](#)

(www.siemens.com/download?A6V10946180)

[SI Consulting Rider](#)

(www.siemens.com/download?A6V10946838)

Signature Page

Proposed by:

Siemens Industry, Inc.

Company

Christopher M Saia

Name

4528586

Proposal #

\$246,868.00

Proposal Amount

February 21, 2020

Date

Accepted by:

COUNTY OF NAPA

Company

Name (Printed)

Signature

Title

Date

Purchase Order #