


**City and County of San Francisco**  
London N. Breed, Mayor



**Office of the City Administrator**  
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Office of Contract Administration/Purchasing

**Date:** December 21, 2023  
**To:** All City Staff  
**From:** Sailaja Kurella, Director of the Office of Contract Administration   
**Subject:** Updated Citywide Contract Templates (Version 11-23 Release)

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The Office of Contract Administration (OCA) has completed its updates to the City's standard contract and grant agreement templates. The newest templates show "(11-23)" after their title, denoting the month and year of the updates. Departments may continue to use the "(1-22)" templates for those negotiations and solicitations currently in progress, but should use the newest templates whenever possible.

The updated templates, along with a description of when to use them, can be accessed through OCA's [website](#) or by using this direct link <https://www.sf.gov/resource/2022/standard-city-contracts-and-grant-agreement-templates>.

A summary of material changes to the templates is attached to this memo. However, the primary changes are as follows:

- 1) the contractor's COVID-19 vaccination requirements were removed;
- 2) requirements consistent with the City's Digital Accessibility and Inclusion Standard (DAIS) were added where applicable;
- 3) good standing requirements were added for all nonprofit contractors; and
- 4) the P-520 Equipment Lease template was discontinued and replaced with an appendix that can be added to any City template.

If you have any questions regarding these templates, please contact your Deputy City Attorney or email [Taraneh.Moayed@sfgov.org](mailto:Taraneh.Moayed@sfgov.org).

**Material Changes by Article from the P-6XX (1-22) to the P-6XX (11-23)****1) Instructions**

- (a) The template instructions have been revised to give more overall direction, and less technical drafting information. Many instructions from prior templates have been moved to topic-specific guidance documents posted on OCA's internal website.

**2) Recitals**

- (a) Recitals have been revised and expanded to allow a reader to see all required approvals have been made and procedural steps followed.

**3) Article 1 Definitions:**

- (a) Minor updates have been made to reduce confusion.

**4) Article 2 Term**

- (a) Notice to proceed language guidance has been removed.
- (b) Option language has been revised to improve clarity.

**5) Article 3 Financial Matters**

- (a) 3.1 Certification of Funds; Budget and Fiscal Provisions has been adjusted to emphasize the City's fiscal restrictions with respect to annual appropriations, and emphasize that the contract maximum cost may not exceed what has been certified by the Controller.
- (b) 3.2 Authorization to Commence Work is a new term designed to make clear that the contract itself is not sufficient to commence work, until other internal budgetary and fiscal controls are in place.
- (c) 3.3 Compensation has been revised to conform with current accounting practices and systems.
- (d) 3.4 Audit has been slightly changed to allow the City to make copies of books and records.
- (e) 3.5 False Claims has been revised to reduce text, but the prohibition and penalties are unchanged.
- (f) 3.6 Payment of Prevailing Wages has been substantially altered to give better guidance on the obligations imposed, and clarify in the instructions when and how they are imposed.

**6) Article 4 Services and Resources**

- (a) 4.1 Services Contractor Agrees to Perform has been revised to reduce redundancy.
- (b) 4.2 Qualified Personnel has been revised to remove vaccination requirements and detail contractor's assurances and warranties.
- (c) 4.3 Subcontracting has been revised to give guidance on when to name subcontractors.
- (d) 4.4 Independent Contractor has been revised to reduce repetition.
- (e) 4.5 Assignment has been revised to plainly state the absolute prohibition on assignment without City consent.
- (f) 4.6 Warranty has been removed, as it is duplicative with Qualified Personnel language.
- (g) 4.7 Liquidated damages guidance has been edited.
- (h) 4.8 and 4.9 are new clauses to be added in instances where bonds are needed.
- (i) 4.10 Emergency Services is a new clause to conform to other City templates.

**7) Article 5 Insurance and Indemnity**

- (a) 5.1 Insurance has been revised by the Risk Manager to provide clearer guidance to departments and manage risk.
- (b) 5.2 Indemnity has been revised to make it more straightforward and include preferred requirements. A section was added to emphasize the City's refusal to indemnify other parties and to counter potential opposing terms from the vendor.

**8) Article 6 Liability of the Parties**

- (a) Minor instructional text was changed for 6.3 Consequential Damages.

**9) Article 7 Taxes**

- (a) 7.2 Possessory Interest clause language has been truncated.

**10) Article 8 Termination and Default**

- (a) 8.1 and 8.2 sections relating to termination for convenience and default have both been revised with clearer language.
- (b) 8.4 Survival clause listing has been modified slightly.

**11) Article 9 Rights in Deliverables**

- (a) 9.1 and 9.2 clauses have been condensed in an immaterial way.

**12) Article 10 Additional Requirements Incorporated by Reference**

- (a) New guidance and links to more substantive descriptions of application and implementation for various Social and Economic policies have been added.
- (b) 10.15 Requirements for nonprofits to remain in good standing under the AG's Charity Registry have been added.
- (c) Various non-substantive changes have been made to 10.5.2, 10.7, 10.8, and 10.9.
- (d) 10.19 Preservative Treated Wood Products has been removed from the Professional Services template.

**13) Article 11 General Provisions**

- (a) 11.1 Notices has been revised.
- (b) 11.2 Compliance with Americans with Disabilities Act has been revised.
- (c) 11.6 Dispute Resolution has been shortened, and the reference to Section 21.36 has been removed.
- (d) 11.13 Order of Precedence has been updated and shortened.
- (e) Other non-substantive edits have been made to 11.4, 11.5, 11.9, and 11.14.

**14) Article 13 Data and Security**

- (a) Enhanced guidance has been given.
- (b) 13.1.2 was renamed to City Data; Confidential Information.
- (c) 13.4 Management of City Data has become more restrictive, especially with respect to offshoring.
- (d) 13.6 Loss or Unauthorized Access to City's Data; Security Breach Notification is a new section addressing data breach.

**15) Appendices**

- (a) Appendices A and B have been revised to give more guidance on the suggested structure.

### Summary of all Templates and their Purpose

**1) P-600 Professional Services.**

The P-600 is the most commonly used template for Professional Services. It is designed to fit most situations.

**2) P-601 Professional Services – Individual Contractors.**

The P-601 template is an abbreviated form of the P-600 with sections relating to employees and subcontracting removed. This template may only be used for Agreements with an individual who has NO employees and NO subcontractors.

**3) P-606 Professional Services – Chapter 6.**

The P-606 is to be used by Chapter 6 departments when procuring professional services related to public works and improvements under Administrative Code Section 6.40. OCA does not maintain this template, nor approve Chapter 6 Professional Services contracts. The template is hosted by OCA as a courtesy to Chapter 6 departments.

**4) P-607 Agreement with Public Entities.**

The P-607 is a variant of the P-600 with a primary purpose of serving as a starting point for agreements with public entities. Because many of the City's standard terms and policies do not apply to governmental entities, this template gives instructions and guidance on how to approach those types of agreements.

**5) P-615(c) Commodities Agreement.**

The P-615(c) may be used to purchase commodities. It is used primarily by OCA. If the commodity is being leased, include the newly created Equipment Lease Terms Appendix as an appendix.

**6) P-615(g) General Services Agreement.**

The P-615(g) may be used to purchase general services. It is used primarily by OCA. This template contains the same terms contained in the P-600, as well as additional terms specific to general services.

**7) P-615(cg) Commodities and General Services Agreement.**

The P-615(cg) may be used for purchases that involve both commodities and general services. It is used primarily by OCA. If the commodity is being leased, include the newly created Equipment Lease Terms Appendix as an appendix.

**8) P-629 Online Content Licensing Agreement.**

The P-629 may be used to purchase or subscribe to content in an electronic form, almost always via the internet. Usually this is a lower value transaction. This is commonly referred to as "Online Content." If the Licensed Content includes interactive services or personal involvement, this template may not be appropriate, and a P-600 should be used.

**9) P-640 Software Maintenance Agreement.**

The P-640 may be used for standalone software maintenance for previously purchased licenses.

**10) P-642 Software Development Agreement.**

The P-642 is used when hiring a contractor to develop software for the City.

**11) P-645 Software Licenses and Maintenance Agreement (without Professional Services).**

The P-645 is used when acquiring an on-premise software license and maintenance services.

**12) P-648 SaaS and Hosted Services.**

The P-648 is used when purchasing cloud-based software, software as a service (SaaS), and hosted data agreements. If technology or software will be a significant aspect of a service, this template should be a

starting point. This is a sophisticated template that offers the highest level of protection for the City and its data. This iteration offers improved security language, emphasis on data protection, streamlined clauses, and updated ADA language.

**13) P-649 Software Licenses and Maintenance Agreement (with Professional Services).**

The P-649 is used when purchasing on-premise software license, software maintenance and professional services. Because of the wide range of legal issues, it is comprehensive, and must be tailored to each specific scope of services.

**14) P-650 Contract Amendment.**

The P-650 should be used to amend all existing "P-6XX" series templates.

**15) G-100 Grant Agreement (City as Grantor).**

The exemplar G-100 is used for Chapter 21G Grants. OCA does not approve Grants agreements. This template is hosted by OCA as a courtesy to departments.

**16) G-150 Grant Amendment for G-100 Agreements.**

The G-150 is used for modifications of Chapter 21G Grant agreements. OCA does not approve Grants agreements. This template is hosted by OCA as a courtesy to departments.

**17) G-200 Grant Donations.**

The G-200 is used when the City is donating goods, including surplus COVID supplies. It must be signed by OCA.

**18) P-660 Assignment & Assumption Agreement.**

Updates were minimal to increase clarity. The P-660 is used when a contractor transfers some or all of its obligations under a contract with the City and the City consents to the transfer. The result of the transfer will likely be that three parties (including the City) have continuing obligations stemming from the original contract. An Assignment and Assumption Agreement is necessary to ensure that the party assuming obligations under the original contract agrees to all City contracting requirements. It will also be necessary for payment to a new contractor.

**19) P-665 Novation Agreement.**

Updates were minimal to increase clarity. The P-665 is used when a contractor changes its corporate identity by merging into another entity (or otherwise changes ownership such that a new entity owns and controls the contractor) and assumes all of the contractor's obligations under the City contract. The result of the transfer will likely be that two parties (including the City) have continuing obligations stemming from the original agreement. A Novation Agreement is necessary to ensure that the party assuming obligations under the original contract agrees to all City contracting requirements. It will also be necessary for payment to a new contractor.

**20) P-550 Contract Amendment for P-5XX Agreements.**

No updates were made in November 2023. The P-550 should be used to amend all existing "P-5XX" series templates.

**21) Equipment Lease Terms Appendix.**

This P-520 Equipment Lease Agreement template has been discontinued effective November 2023. Instead, departments should attach the Equipment Lease Terms Appendix to the City template that is applicable to a particular transaction. For example, if leasing a commodity, it should be attached to the P-615C Commodities Agreement as an appendix.