City of San Rafael Contract Execution and Drafting Resources

Each template is different and may or may not include some of these items. These are items that should be verified when drafting contracts.

Pre-Routing Considerations

Solicitation:

1. If you are issuing a Request for Proposals (RFP) or Request for Qualifications (RFQ), please include a copy of the City's standard contract. There should be language in the RFQ/RFP that indicates submittal of a response to the request is acceptance of the City's standard terms and conditions.
2. There should be no negotiation of the City's standard terms and conditions except in rare instances after consultation with the City Attorney's Office**.** ***Only PDF versions of the contract should be sent outside of the City*****.**

Determine Contract Type:

1. Review the proposal/scope of work and determine what type of contract is appropriate.
   a. For City Standard Contracts:
      i. Form contracts are located on the City Attorney's employee page for reference: https://employees.cityofsanrafael.org/contract-templates
      ii. If you are not certain which form to use, please contact the City Attorney's Office for assistance.
      iii. If you have a complex scope of work or need help in drafting a scope of work, please email the City Attorney's Office.
   b. For Non-Standard Contracts: If you have a non-standard contract (e.g., software license agreement, agreement with another public entity, etc.), please email the contract to the City Attorney's Office for legal review *prior* to routing for signature.
   c. Make sure not to enter into separate contracts for the same scope of work – use amendments/change orders when applicable.
   d. If the cumulative amount of the contract (including amendments) is over $100,000 or the vendor has several contracts that together would exceed $100,000, it will need to go to City Council for approval.
   e. See Purchasing Policy for more details.

Contract Drafting:

1. COMPENSATION
   a. Determine whether the compensation under the Contract will be paid on a "Time & Materials" basis (hourly/time-based) or "Fixed Fee" basis (set amount regardless of number of hours used to complete a project)

        i. If it's Time & Materials, you will need to detail the cost per hour for the relevant positions/services (ex: Structural engineer - $100/hr., Project Manager - $100/hr.)

2. ADDRESS FOR (CITY) PROJECT MANAGER
    a. Under the NOTICES section on the Contract, make sure to use the correct address for your department. Most commonly used options include:
        i. 1400 Fifth Avenue
        ii. 111 Morphew Street
        iii. 1375 Fifth Avenue
        iv. 618 B Street

3. CONTRACTOR BUSINESS NAME & ENTITY
    a. Confirm that the vendor is authorized to do work in California
    b. The Contract must use the Contractor's legal business name and include what type of entity it is (corporation, limited liability company, etc.) and what State they were formed in. To determine the legal business name and entity, use the California Secretary of State Business Search site (CA Entity Search).
        i. Type in the Contractor's name in the search box and click on their name in the search results. Their business information, including their entity type, will populate on the right-hand side of the screen.
            1. *Tip* – to view more information click "view history" to see the latest Statement of Information. Click "download" and view the business name and type on the page that pops up.
        ii. Note: The California Business Search will only show Contractors registered as an LLC, corporation, or limited partnership. If your contractor is a sole proprietorship (individual), LLP or general partnership, their information may not be available on this page
            1. If your Contractor falls under one of these categories, please use the business name that is written under Box 1 on their W-9. For businesses that have a DBA use the following naming convention: "Legal Business Name dba Business Name"
        iii. The Contractor must be in good standing, i.e., their status cannot be suspended, dissolved, etc.

4. AUTHORIZED SIGNERS
    a. Just like we require our Department Directors or City Manager to sign our contracts to validate them, vendors usually have their own authorized signatories as well. Do not assume that your contact is the individual who is authorized to sign. Please request that they send you the email & name of the authorized signer(s).

        i. Note: If the contractor is a corporation, the contract will need to be signed by two (2) corporate officers.

5. DO NOT LET CONTRACTORS EDIT THE TEMPLATES.
    a. Contractors are welcome to inquire about contract requirements, but there should be no edits to the City's standard terms and conditions except in rare instances after consultation with the City Attorney's Office. Make sure that any contracts sent to the vendor are in PDF form to help avoid edits.

6. FOR CONTRACTS THAT REQUIRE A CONTRACTOR'S LICENSE
    a. Look up the Contractor on the California State License Board (California State License Board) website and confirm that their license number is current and valid and that their license type is related to the project. (you can Google what licenses might be related to your specific project tasks)
    b. Mainly applicable to Public Works and Vegetation Management contracts

7. NEW VENDORS – SETTING UP IN TYLER MUNIS/ERP SYSTEM
    a. If the vendor is not set up in the City's ERP system, request the vendor's current W-9 and follow the instructions to create a vendor in Tyler MUNIS

Department Obligations During Routing of Contract

Once Pre-Routing Considerations have been addressed, the Department is responsible for uploading the Contract and associated documents into DocuSign for signature. Documents to be included in the Contract envelope in the order listed below include:

I. Initial Contract:
    1. Contract (and attached exhibits),
    2. Contract Routing Form
II. Amendments:
    1. Amendment (and any attached exhibits),
    2. Contract Routing Form
    3. Original Contract
    4. Any prior amendments

Note: If your contract requires bonds, please email the City Attorney's Office before routing it.

INSURANCE:

1. The Department is responsible for emailing the contractor information about how to upload their insurance information to PINS.
2. If the contractor has any questions about PINS, the Department should try to resolve the contractor's questions. If the Department cannot resolve the

contractor’s questions, the Department should then contact the Risk Manager for assistance.

3. The Department is responsible for following up with the contractor to make sure that the contractor has submitted the insurance.
4. Questions about whether insurance meets the City’s contract requirements should be directed to the City’s Risk Manager.
5. **Note: The City Manager will not be able to sign the contract until the Risk Manager signs off that the contractor meets the City’s insurance requirements.**

DO NOT BEGIN WORK UNTIL THERE IS AN EXECUTED CONTRACT.

UPON EXECUTION:

The Department is responsible for saving a copy of the Contract for their files and transmitting the fully executed copy to the Contractor (which should be done automatically through DocuSign). The Department is also responsible for entering the Contract information into the City’s ERP System (Tyler Munis)

Tips for Getting Your Contract Executed as Quickly as Possible

1. Set expectations with the contractor that the City’s template is rarely modified. Modification requests to the City’s templates slows review.
2. Include all required documents in the order prescribed when routing for signature.
3. Departments should work with their contractors as soon as possible to submit insurance documents for review.