

State of California

MULTIPLE AWARD SCHEDULE

Pro시오 Communications, Inc.

CMAS NUMBER:	4-22-06-1005
SUPPLEMENT NUMBER:	1
CMAS TERM DATES:	6/02/2022 through 7/14/2026
CMAS CATEGORY:	Non-Information Technology Services
APPLICABLE TERMS & CONDITIONS:	February 18, 2022
MAXIMUM ORDER LIMIT:	State Agencies: See Purchasing Authority Dollar Threshold provision Local Government Agencies: Unlimited
FOR USE BY:	State & Local Government Agencies
BASE SCHEDULE #:	47QRAA21D007Z
BASE SCHEDULE HOLDER:	Runyon Saltzman

This California Multiple Award Schedule (CMAS) provides for the purchase and warranty of marketing and public relations (non-Information Technology) consulting services. (See page 3 and 4 for the labor categories and restrictions applicable to this CMAS.)

The purpose of this supplement is to incorporate the following changes:

- 1) Add the job titles "Art Director", "Copywriter", "Creative Director", "Digital Strategist", "Media Buyer", "Media Supervisor", "Producer/Writer", "Senior Art Director", "Senior Media Buyer/Planner", "Videographer/Editor" to the "Available Products and/or Services" provision.
- 2) CMAS Product and Service Codes "Video Tape/Film Production Srv", "Writing Srv", and "Graphic Design Srv" have been added to the "CMAS Product & Service Codes" provision.

The most current Ordering Instructions and Special Provisions, CMAS Terms and Conditions, products and/or services are included herein. All purchase orders issued by State agencies shall incorporate these Ordering Instructions and Special Provisions and CMAS Terms and Conditions. Review these provisions carefully as they have changed.

Supplement 1 replaces the original agreement in its entirety.

Original Signature on File

Effective Date: **6/15/2022**

Bryan Dugger, Program Analyst, California Multiple Award Schedules Unit

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The information technology services offered can only be provided where they are incidental to and in support of the business solutions developed.

Agency non-compliance with the requirements may result in the loss of delegated authority to use the CMAS program.

CMAS contractor non-compliance with the requirements may result in termination.

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CMAS PRODUCT & SERVICE CODES

Product & Service Codes listed below are for marketing purposes only. Review the base schedule for the products and/or services available.

- Bus Consult-Business Planning
- Bus Consult-Program Develop
- Bus Consult-Program Implement
- Bus Consult-Project Mgmt
- Bus Consult-Strategic Planning
- Bus Srvc-Survey
- Graphic Design Srvc
- Marketing Consult
- Multimedia Consult
- Public Relations Consult
- Public Srvc Announcements Srvc
- Social Media Publicity Srvc
- Video Tape/Film Production Srv
- Writing Srvc

AVAILABLE PRODUCTS AND/OR SERVICES

Only the following job titles are available within the scope of this CMAS:

- Account Coordinator
- Account Manager
- Account Supervisor
- Art Director
- Copywriter
- Creative Director
- Digital Strategist
- Managing Supervisor
- Media Buyer
- Media Supervisor
- Principal in Charge
- Producer/Writer
- Production Manager
- Senior Account Coordinator
- Senior Art Director
- Senior Designer
- Senior Media Buyer/Planner
- Traffic Manager
- Videographer/Editor

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You may verify the following current information about the job titles available in the base schedule at the General Services Administration (GSA) eLibrary (www.gsaelibrary.gsa.gov):

- Description of the functional requirements
- Minimum education and experience requirements
- Maximum pricing allowed (lower pricing acceptable)

EXCLUDED PRODUCTS AND/OR SERVICES

Media buying services, media placement services, and order-level materials are not available under this CMAS.

ISSUE PURCHASE ORDER TO

Agency purchase orders must be sent to the following:

**Prosio Communications, Inc.
1217 Pleasant Grove Street, Suite 100
Roseville, CA 95678
Attn: Lori M. Prosio**

E-mail: lprosio@prosiopr.com

Agencies with questions regarding products and/or services may contact the CMAS contractor as follows:

**Contact: Lori M. Prosio
Phone: (916) 251-1281
E-mail: lprosio@prosiopr.com**

TOP 500 DELINQUENT TAXPAYERS

In accordance with Public Contract Code (PCC) 10295.4, and prior to placing an order for non-IT goods and/or services, **agencies must verify** with the Franchise Tax Board and the California Department of Tax and Fee Administration that this CMAS contractor's name does not appear on either list of the 500 largest tax delinquencies pursuant to Revenue and Taxation Code 7063 or 19195. **See next paragraph for information.**

The Franchise Tax Board's list of Top 500 Delinquent Taxpayers is available at www.ftb.ca.gov/about-ftb/newsroom/top-500-past-due-balances/index.html.

The California Department of Tax and Fee Administration's list of Top 500 Sales & Use Tax Delinquencies in California is available at www.cdtfa.ca.gov/taxes-and-fees/top500.htm.

MINIMUM ORDER LIMITATION

There is no minimum dollar value limitation on orders placed under this CMAS.

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CMAS PRICES

The maximum prices allowed for the products and/or services available are those set forth in the base schedule.

The ordering agency is encouraged to seek prices lower than those in the base schedule. When responding to an agency's Request for Offer (RFO), the CMAS contractor can offer lower prices to be competitive.

PRICE DISCOUNTS

This CMAS contains dollar volume discounts. See the base schedule for the specific percentage of discount.

APPROVAL OF ORDERS FOR NON-IT SERVICES

1. State agencies entering into CMAS contracts for non-Information Technology services exceeding \$50,000 must forward their purchase order package to the CMAS Unit for review and approval prior to issuing the purchase order.
2. State agencies entering into more than one CMAS contract for non-Information Technology consulting services with the same CMAS contractor within a 12-month period for an aggregate amount of \$12,500 or more must have each contract approved by the CMAS Unit in compliance with PCC 10371.

For either of these situations, see the provision in this CMAS entitled "Consulting or Personal Services" for a listing of the documents needed and the e-mail address where they must be sent.

DARFUR CONTRACTING ACT

This CMAS contractor has certified compliance to the Darfur Contracting Act, per PCC 10475. It is the agency's responsibility to verify that the contractor has a Darfur Contracting Act Certification on file.

CALIFORNIA CIVIL RIGHTS LAW CERTIFICATION

Pursuant to PCC 2010, effective January 1, 2017, applicants must certify their compliance with the California Civil Rights laws and Employer Discriminatory Policies (Civil Code 51, GC 12960). It is the agency's responsibility to verify that the contractor has a California Civil Rights Law Certification on file.

WARRANTY

For warranties, see the base schedule, the CMAS Terms and Conditions, General Provisions, and CMAS Warranty.

CMAS contractor personnel shall have the experience, education, and expertise as defined in the base schedule.

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DELIVERY

As negotiated between agency and CMAS contractor and included in the purchase order.

SHIPPING INSTRUCTIONS

F.O.B. (Free On Board) Destination. Seller pays the freight charges.

PURCHASING AUTHORITY DOLLAR THRESHOLD

Order limits for the purchase of goods and/or services is determined by the individual agency purchasing authority threshold.

No CMAS order may be executed by a State agency that exceeds that agency's purchasing authority threshold. State agencies with approved purchasing authority, along with their dollar thresholds can be obtained at the List of State Departments with Approved Purchasing Authority website (www.dgs.ca.gov/PD/Resources/Page-Content/Procurement-Division-Resources-List-Folder/List-of-State-Departments-with-Approved-Purchasing-Authority).

HOW TO USE CMAS

Agencies must adhere to the detailed requirements in the State Contracting Manual (SCM) when using CMAS. The requirements for the following bullets are in SCM, Volume 2, Chapter 6 (for non-IT), SCM, Volume 3, Chapter 6 (for IT), and SCM, Volume FISCal, Chapter 5 (FISCal):

- Develop an RFO, which includes a Scope of Work (SOW) and Bidder Declaration form. For information on the Bidder Declaration requirements, see SCM, Volume 2, Chapter 3, 3.5.7 and Volume 3, Chapter 3, 3.4.7.
- Search for potential CMAS contractors on the CMAS website (www.dgs.ca.gov/PD/About/Page-Content/PD-Branch-Intro-Accordion-List/Acquisitions/California-Multiple-Award-Schedules) and select "Find a CMAS Contractor."
- Request offers from a minimum of 3 CMAS contractors including one small business (SB) and/or Disabled Veteran Business Enterprise (DVBE), if available, who are authorized to sell the products and/or services needed.
- If requesting offers from a certified DVBE, include the Disabled Veteran Business Enterprise Declarations form (Standard 843) in the RFO. This declaration must be completed and returned by the DVBE prime contractor and/or any DVBE subcontractors. (See SCM Volumes 2, 3, and FISCal, Chapter 3).
- This is not a bid transaction, so the small business preference, DVBE incentives, protest language, intent to award, evaluation criteria, advertising, etc., are not applicable.
- If less than 3 offers are received, State agencies must document their file with the reasons why the other suppliers did not respond with an offer.
- Assess the offers received using best value methodology, with cost as one of the criteria.
- Issue a Purchase Order to the selected CMAS contractor.

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- For CMAS transactions under \$10,000, only one offer is required if the State agency can establish and document that the price is fair and reasonable. The fair and reasonable method can only be used for non-customizable purchases.

SPLITTING ORDERS

Splitting orders to avoid any monetary limitations is prohibited.

Do not circumvent normal procurement methods by splitting purchases into a series of delegated purchase orders, per PCC 10329.

Splitting a project into small projects to avoid either fiscal or procedural controls is prohibited, per State Administrative Manual (SAM) 4819.34.

ORDERING PROCEDURES

1. Purchase Orders

All Ordering Agency purchase order documents executed under this CMAS must contain the applicable CMAS number as show on page 1.

a. State Departments:

Standard 65 Purchase Documents – State departments not transacting in FISCal must use the Purchasing Authority Purchase Order (Standard 65) for purchase execution. An electronic version of the Standard 65 is available at the Department of General Services (DGS), Procurement Division (PD) website (www.dgsapps.dgs.ca.gov/osp/StatewideFormsWeb/Forms.aspx), select Standard (STD) Forms.

FISCAL Purchase Documents – State departments transacting in FISCal will follow the FISCal procurement and contracting procedures.

b. Local Government Agencies:

Local government agencies may use their own purchase order document for purchase execution.

The agency is required to complete and distribute the purchase order. For services, the agency shall modify the information contained on the order to include the service period (start and end date), and the monthly cost (or other intermittent cost), and any other information pertinent to the services. The cost for each line item must be included in the order, not just system totals.

The contractor must immediately reject purchase orders that are not accurate. Discrepancies are to be negotiated and incorporated into the purchase order prior to product delivery and service implementation.

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2. Service and Delivery after CMAS Expiration

The purchase order must be issued before the CMAS expires. However, delivery of the products or completion of the services may be after the CMAS expires (unless otherwise specifically stated in the purchase order). Amending the purchase order to add quantity, time, or money is not possible if the CMAS expired.

3. Multiple CMAS Agreements on a Single Purchase Order

Agencies wishing to include multiple CMAS agreements on a single FISCal purchase order must adhere to the following guidelines:

- All CMAS must be for the same CMAS contractor.
- The purchase order must go to one contractor location.
- Enter the word "CMAS" in the space reserved for the Leveraged Procurement Agreement (LPA) number. The word "CMAS" signifies that the purchase order contains items from multiple CMAS agreements. The purchasing agency may only use one bill code.
- For each individual CMAS, the agency must identify and group together the CMAS number with the line items and subtotal per CMAS number (do not include tax in the subtotal), and sequentially identify each individual CMAS as Sub #1, Sub #2, Sub #3, etc. This facilitates accurate billing of administrative fees by the Procurement Division.
- The total of all items on the purchase order must not exceed the purchase order limit identified in the CMAS.
- Do not combine items from IT and non-IT CMAS agreements. An Information Technology CMAS begins with the number "3" and a non-IT CMAS begins with the number "4." The purchase order limits are different for these CMAS agreements.

4. Amendments to State Agency's Purchase Orders

Agency purchase orders cannot be amended if the CMAS has expired.

SCM, Volumes 2 & 3, Chapter 6, 6.A5.0 and SCM, Volume FISCal, Chapter 5, 5.A4.0 provides the following direction regarding amendments to all types of LPA purchase orders:

Original orders, which include options for changes (e.g., quantity or time), that were evaluated and considered in the selection for award during the RFO process, may be amended consistent with the terms of the original order, provided that the original order allowed for amendments. If the original order did not evaluate options, then amendments are not allowed unless an NCB is approved for those amendments.

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Amendments unique to non-IT services are covered in SCM, Volume 2, Chapter 6, 6.B2.9 and SCM, Volume FISCal, Chapter 5, 5.A4.1 as follows:

If the original contract permitted amendments, but did not specify the changes (e.g., quantity or time), it may be amended, per Public Contract Code (PCC) § 10335 (d)(1). Only a contract may be amended once under this exemption. The time shall not exceed one year, or add not more than 30% of the original order value and may not exceed \$250,000. If the original contract did not have language permitting amendments, the NCB process must be followed.

CMAS CONTRACTOR OWNERSHIP INFORMATION

The CMAS contractor is a certified SB enterprise. Their Office of Small Business and DVBE Services (OSDS) certification number 1756268 expires on 5/17/2025.

If this certification has expired, the current expiration date should be verified at [Cal eProcure](http://caleprocure.ca.gov/pages/PublicSearch/supplier-search.aspx) (caleprocure.ca.gov/pages/PublicSearch/supplier-search.aspx). The OSDS contact information can be found on the [OSDS website](http://www.dgs.ca.gov/PD/About/Page-Content/PD-Branch-Intro-Accordion-List/Office-of-Small-Business-and-Disabled-Veteran-Business-Enterprise/Certification-Program) (www.dgs.ca.gov/PD/About/Page-Content/PD-Branch-Intro-Accordion-List/Office-of-Small-Business-and-Disabled-Veteran-Business-Enterprise/Certification-Program). Note that some companies have been assigned a new certification number, so use the company name and/or certification number when checking status on-line.

SMALL BUSINESS MUST BE CONSIDERED

Prior to placing orders under the CMAS program, State agencies shall whenever practicable first consider offers from small businesses that have established CMAS (GC 14846(b)). NOTE: DGS auditors will request substantiation of compliance with this requirement when agency files are reviewed.

[CMAS Small Business and Disabled Veteran Partners lists](http://www.dgs.ca.gov/PD/About/Page-Content/PD-Branch-Intro-Accordion-List/Acquisitions/California-Multiple-Award-Schedules) (www.dgs.ca.gov/PD/About/Page-Content/PD-Branch-Intro-Accordion-List/Acquisitions/California-Multiple-Award-Schedules) can be found on the CMAS website by selecting "Find a CMAS Contractor".

In response to our commitment to increase participation by small businesses, the Department of General Services waives the administrative fee (a fee charged to customer agencies to support the CMAS program) for orders to California certified small business enterprises.

SMALL BUSINESS/DVBE - TRACKING

State agencies are able to claim subcontracting dollars towards their SB or DVBE goals whenever the CMAS contractor subcontracts a commercially useful function to a certified SB or DVBE. The CMAS contractor will provide the ordering agency with the name of the SB or DVBE used and the dollar amount the ordering agency can apply towards its SB or DVBE goal.

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SMALL BUSINESS/DVBE - SUBCONTRACTING

1. The amount an ordering agency can claim towards achieving its SB or DVBE goals is the dollar amount of the subcontract award made by the CMAS contractor to each SB or DVBE.
2. The CMAS contractor will provide an ordering agency with the following information at the time the order is quoted:
 - a. The CMAS contractor will state that, as the prime contractor, it shall be responsible for the overall execution of the fulfillment of the order.
 - b. The CMAS contractor will indicate to the ordering agency how the order meets the SB or DVBE goal, as follows:
 - i. List the name of each company that is certified by the Office of Small Business and DVBE Services that it intends to subcontract a commercially useful function to; and
 - ii. Include the SB or DVBE certification number of each company listed, and attach a copy of each certification; and
 - iii. Indicate the dollar amount of each subcontract with a SB or DVBE that may be claimed by the ordering agency towards the SB or DVBE goal; and
 - iv. Indicate what commercially useful function the SB or DVBE subcontractor will be providing towards fulfillment of the order.
3. The ordering agency's purchase order must be addressed to the prime contractor, and the purchase order must reference the information provided by the prime contractor as outlined above.

WITHHOLD LANGUAGE (SB588)

Option 1 – Withhold Language

Upon delivery or completion of ordered goods or services for which the Contractor committed to DVBE subcontractor participation, state departments must require the Contractor to certify all the following:

1. The amount and percentage of work the Contractor committed to provide to one or more DVBEs under the requirements of the contract and the amount each DVBE received from the Contractor.
2. That all payments under the contract have been made to the DVBE. Upon request, the Contractor must provide proof of payment for the work.

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In accordance with the Military and Veterans Code 999.7, state departments shall withhold \$10,000 from the final payment, or the full final payment if less than \$10,000, if the Contractor fails to meet the certification requirements identified above. State departments shall notify the Contractor of their failure to meet the certification requirements and give the Contractor an opportunity to comply with the certification requirements. If after 30 calendar days from the date of notice, the Contractor refuses to comply with the certification requirements, the state department shall permanently deduct \$10,000 from the final payment, or the full payment if less than \$10,000.

Option 2 – No Withhold Language

During the contract term and upon completion of the contract for which a DVBE subcontractor commitment was made, DGS-PD will require the Contractor to certify all participation commitments and payments under the contract have been made to the DVBE. Upon request by DGS-PD, the Contractor shall provide proof of payment for the work.

CONSULTING OR PERSONAL SERVICES

To ensure sufficient expertise for all consulting or personal services, prior to issuing an order, the agency is required to review the resumes of all personnel the CMAS contractor intends to use to fulfill the order. Each agency is responsible for verifying that contractor personnel meet any education or experience requirements listed in the base schedule.

Each order should contain, as a minimum, a description of the task, a statement of the contractor's responsibilities, completion criteria, a list of deliverable items (if any), the estimated start date, the scheduled completion date, and a fixed cost for each task.

The aggregate of the fixed costs for all tasks constitutes the fixed price ceiling for all tasks described.

1. Progress Payments

For a Non-IT service CMAS, see the CMAS Non-IT Services Terms and Conditions, Provision #41, Progress Payments.

2. Outsourcing Services

Careful analysis must be given by State agencies to using contracted personnel rather than using civil service positions within State government.

GC 19130(c) requires that all persons who provide services to the State under conditions that constitute an employment relationship shall, unless exempted by Article VII (Section 4) of the California Constitution, be retained under an appropriate civil service appointment.

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Issuing a CMAS purchase order for services to an independent contractor is permissible when any of the following conditions set forth in GC 19130(b) can be met:

- Exempt under Constitution
- New State function and legislative authority
- Service not available; highly specialized or
- Technical
- Incidental to the purchase or lease
- Conflict of interest; need unbiased findings
- Emergency appointment
- Private counsel, with Attorney General approval and Governor's Office, if applicable
- Contractor will provide deliverables that are not feasible for the State to provide
- Training when civil service is not available
- Urgent, temporary, or occasional services when civil service delay would frustrate the purpose (see Option 2)

When justified as outlined above, personal services must fall under one of the two following options:

Option 1. CMAS orders for personal services such as project management, independent verification and validation, systems analysis and design, and miscellaneous services are not limited to the number of hours or months per year that a consultant can work if the services contracted for are not available within civil service, cannot be performed satisfactorily by civil service employees, or are of such a highly specialized or technical nature that the necessary expert knowledge, experience, and ability are not available through the civil service system (GC 19130.b (3)).

Option 2. CMAS personal services orders for programmers, systems analysts, and technical specialists which are of an urgent, temporary, or occasional nature, such that hiring additional civil service positions is not feasible, are limited to 9 months (1,548 hours) per consultant within a twelve consecutive month period (GC 19130.b (10)/California State Constitution, Article VII, Section 5).

This provision is per agency and is inclusive of orders issued on your behalf by another agency. Contractors must wait three months from CMAS order termination/expiration before submitting the candidate's resume for work at the same agency/department.

For both options above, the contractor may conduct training courses for which appropriately qualified civil service instructors are not available, provided that permanent instructor positions in academies or similar settings shall be filled through civil service appointment (GC 19130.b (9)).

For each order, the agency must prepare and retain in their file a written justification that includes specific and detailed factual information that demonstrates that the contract meets one or more of the conditions set forth in (GC 19130(b)).

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3. State Personnel Board Requirements

State Personnel Board approval is required for a purchase order based on cost savings to the State as justification for not using civil service personnel.

4. Statement of Work

A Statement of Work (SOW) must be prepared as applicable for each purchase order. Information regarding the preparation of a SOW is available at the CMAS website (www.dgs.ca.gov/PD/About/Page-Content/PD-Branch-Intro-Accordion-List/Acquisitions/California-Multiple-Award-Schedules), select "Statement of Work Information", Agencies are strongly encouraged to use this information when developing SOW requirements that will accompany the RFO and the resulting purchase order.

5. Follow-on Contracts Are Prohibited

No person, firm, or subsidiary thereof who has been awarded a purchase order for consulting services, or a purchase order that includes a consulting component, may be awarded a purchase order for the provision of services, delivery of goods or supplies, or any other related action which is required, suggested, or otherwise deemed appropriate as an end product of the purchase order (PCC 10365.5).

Therefore, any consultant who develops a program study or provides formal recommendations is precluded from providing any work recommended in the program study or the formal recommendation.

6. Approval of CMAS Orders for Non-IT Services

State agencies must send all CMAS orders for non-Information Technology services exceeding \$50,000 to the CMAS unit for approval.

Also, State agencies entering into more than one CMAS contract for non-Information Technology consulting services with the same CMAS contractor within a 12-month period for an aggregate amount of \$12,500 or more must have each contract approved by the CMAS unit.

For either of these situations, the following documents must be sent to the CMAS unit for review and approval prior to sending the order to the CMAS contractor:

- Signed purchase order document
- Signed Summary Agreement (Standard 215)
- Complete Copy of RFO
- Listing of all CMAS contractors sent RFO
- Copies of all supplier's responses to RFO
- Complete copy of awarded supplier's CMAS
- Copy of assessment and selection documents
- Certification for public relations services valued at \$100,000 or more (SAM MM 12-07)

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Send the purchase order documents to cmas@dgs.ca.gov, Attn: CMAS Unit - PO Approval

Contractors must not accept purchase orders for non-IT services that exceed \$50,000 unless they include the required approval stamp from DGS.

This requirement does not apply to local government agencies.

CONTRACTOR EVALUATIONS

Pursuant to PCC 10367 and 10369, each contractor providing consultant services of \$5,000 or more shall be advised in writing on the standard contract that the performance will be evaluated.

- One Contract/Contractor Evaluation, form STD 4, must be prepared within 60 days of the completion of the contract. The form shall be kept as part of the procurement file.
- The agency shall document the performance of the contractor in doing the work or in delivering the services for which the contract was awarded.
- The evaluations shall remain on file by the agency for a period of 36 months. If the contractor did not satisfactorily perform the work or service specified in the contract, the agency conducting the evaluation shall place one copy of the evaluation form in a separate agency contract file and send one copy of the form to DGS/OLS within five working days of the completion of the evaluation. (SCM Volume 1, Chapter 3, 3.02.5).
- On filing an unsatisfactory evaluation with DGS Office of Legal Services (OLS), email to DGSOLSContact@dgs.ca.gov, the state agency shall notify and send a copy of the evaluation to the contractor within 15 days. The contractor shall have 30 days to prepare a statement defending his or her performance under the contract and to send it to the agency and the department. The contractor's statement shall be filed with the evaluation in the agency's separate contract file and in DGS/OLS' files.

The evaluations and contractor responses on file with the agencies and DGS/OLS are not public records; they should be maintained in a separate file.

STATE AND LOCAL GOVERNMENTS CAN USE CMAS

State and local government agency use of CMAS is optional. A local government is any city, county, city and county, district, or other local governmental body or corporation, including Universities of California, California State Universities, K-12 schools, and community colleges empowered to expend public funds. While the State makes this CMAS available, each local government agency should make its own determination whether the CMAS program is consistent with its procurement policies and regulations.

PCC 10298 allows any city, county, city and county, district, or other local governmental body or corporation empowered to expend public funds to contract with suppliers awarded CMAS without further competitive bidding.

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See complete [PCC 10298](http://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?lawCode=PCC§ionNum=10298) language at (leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?lawCode=PCC§ionNum=10298).

PCC 10299 allows any school district empowered to expend public funds to utilize CMAS without further competitive bidding.

See complete [PCC 10299](http://leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?lawCode=PCC§ionNum=10299) language at (leginfo.legislature.ca.gov/faces/codes_displaySection.xhtml?lawCode=PCC§ionNum=10299).

UPDATES AND/OR CHANGES

A CMAS supplement is not required for updates and/or changes once the update and/or change becomes effective for the base schedule, except as follows:

- A CMAS supplement is required when the CMAS is based on specific products and/or services from another contractor's multiple award contract and the contractor wants to add a new manufacturer's products and/or services.
- A CMAS supplement is required for new federal contract terms and conditions that constitute a material difference from existing contract terms and conditions. A material change has a potentially significant effect on the delivery, quantity or quality of items provided, the amount paid to the contractor or on the cost to the State.

SELF-DELETING BASE SCHEDULE TERMS AND CONDITIONS

Instructions, or terms and conditions that appear in the Special Items or other provisions of the base schedule and apply to the purchase, license, or rental (as applicable) of products or services by the US Government in the United States, and/or to any overseas location shall be self-deleting. (Example: "Examinations of Records" provision).

Federal regulations and standards, such as Federal Acquisition Regulation, Federal Information Resources Management Regulation, Federal Information Processing Standards, General Services Administration Regulation, or Federal Installment Payment Agreement shall be self-deleting. Federal blanket orders and small order procedures are not applicable.

ORDER OF PRECEDENCE

The CMAS Terms and Conditions takes precedence if there is a conflict between the terms and conditions of the contractor's base schedule, packaging, invoices, catalogs, brochures, technical data sheets or other documents (see CMAS Terms and Conditions, CONFLICT OF TERMS).

APPLICABLE CODES, POLICIES AND GUIDELINES

All California codes, policies, and guidelines are applicable. The use of CMAS does not reduce or relieve state agencies of their responsibility to meet statewide requirements regarding contracting or the procurement of goods or services. Most procurement and contract codes, policies, and guidelines are incorporated into CMAS agreements. Nonetheless, there is no guarantee that every possible requirement that pertains to all the different and unique State processes has been included.

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PAYMENTS AND INVOICES

1. Payment Terms

Payment terms for this CMAS are net 45 days.

Payment will be made in accordance with the provisions of the California Prompt Payment Act, GC 927. Unless expressly exempted by statute, the Act requires State agencies to pay properly submitted, undisputed invoices not more than 45 days after (1) the date of acceptance of goods or performance of services; or (2) receipt of an undisputed invoice, whichever is later.

2. Payee Data Record (Standard 204)

State Agencies not transacting in FISCal, must obtain a copy of the Payee Data Record (Standard 204) in order to process payments. State Ordering Agencies must forward a copy of the Standard 204 to their accounting offices. Without the Standard 204, payment may be unnecessarily delayed. State Agencies should contact the CMAS contractor for copies of the Payee Data Record.

3. DGS Administrative and Incentive Fees

Orders from State Agencies:

DGS will bill each State agency directly an administrative fee for use of CMAS. The administrative fee should NOT be included in the order total or remitted before an invoice is received from DGS. This administrative fee is waived for CMAS purchase orders issued to California certified small businesses.

Orders from Local Government Agencies:

CMAS contractors, who are not California certified small businesses, are required to remit to DGS an incentive fee equal to a percentage of the total of all local government agency orders (excluding sales tax and shipping) placed against their CMAS.

The incentive fee is waived for CMAS purchase orders issued to California certified small businesses.

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4. Contractor Invoices

Unless otherwise stipulated, the CMAS contractor must send their invoices to the agency address set forth in the purchase order. Invoices shall be submitted in triplicate and shall include the following:

- CMAS number
- Agency purchase order number
- Agency Bill Code (State Only)
- Line item number
- Unit price
- Extended line item price
- Invoice total

State sales tax and/or use tax shall be itemized separately and added to each invoice as applicable.

The company name on the CMAS, purchase order and invoice must match or the State Controller's Office will not approve payment.

5. Advance Payments

Advance payment is allowed for services only under limited, narrowly defined circumstances, i.e., between specific departments and certain types of non-profit organizations, or when paying another government agency (GC 11256 through 11263 and 11019).

It is NOT acceptable to pay in advance, except software maintenance and license fees, which are considered a subscription and may be paid in advance if a provision addressing payment in advance is included in the purchase order.

Software warranty upgrades and extensions may also be paid for in advance, one time.

6. Credit Card

The CMAS contractor does not accept the State of California credit card (CAL-Card).

7. Leasing/Financing

California State Agencies are required to utilize the Golden State Financial Marketplace (GS SMart) program for all financing and leasing needs. California Local Government Agencies (counties, cities, K-12 school districts, community colleges, California State Universities, Universities of California, etc.) may utilize the GS SMart program for financing and leasing according to PCC 14937. The minimum dollar amount for Local Government Agency financing and leasing is \$100,000.

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8. Leasing

The State reserves the right to select the form of payment for all procurements, be it either an outright purchase with payment rendered directly by the State, or a financing/lease-purchase or operating lease via the State Financial Marketplace (GS Smart and/or Lease Smart). If payment is via the financial marketplace, the Supplier will invoice the State and the State will approve the invoice and the selected Lender/Lessor for all product listed on the State's procurement document will pay the supplier on behalf of the State.

Buyers may contact the GS Smart Administrator, Kris Bianchini via e-mail at kristopher.bianchini@dgs.ca.gov for further information.

OBTAINING COPY OF ORIGINAL CMAS AND SUPPLEMENTS

A copy of a CMAS and supplements, if any, can be obtained at [Cal eProcure \(caleprocure.ca.gov\)](http://Cal eProcure (caleprocure.ca.gov)). A complete CMAS consists of the following:

- CMAS cover pages (which includes the signature page, ordering instructions and special provisions, and any attachments or exhibits as prepared by the CMAS Unit)
- CMAS Terms and Conditions.
- Base schedule terms and conditions
- Product/service listing and prices
- Supplements, if applicable.

It is important for the agency to confirm that the required products, services, and prices are included in the CMAS and are at or below base schedule rates. To streamline substantiation that the needed items are in the base schedule, the agencies should ask the CMAS contractor to identify the specific pages from the base schedule that include the required products, services, and prices. Agencies should save these pages for their file documentation.

CONTRACTORS ACTING AS FISCAL AGENTS ARE PROHIBITED

When a subcontractor ultimately provides all of the products or performs all of the services that a CMAS contractor has agreed to provide, and the prime contractor only handles the invoicing of expenditures, then the prime contractor's role becomes that of a fiscal agent because it is merely administrative in nature and does not provide a Commercially Useful Function. It is unacceptable to use fiscal agents in this manner because the agency is paying unnecessary administrative costs.

AGENCY RESPONSIBILITY

Each agency is responsible for its own contracting program and purchasing decisions, including use of the CMAS program and associated outcomes.

This responsibility includes, but is not necessarily limited to, ensuring the necessity of the services, securing appropriate funding, complying with laws and policies, preparing the purchase order in a manner that safeguards the State's interests, obtaining required approvals, and documenting compliance with GC 19130.b (3) for outsourcing services.

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It is the responsibility of each agency to consult as applicable with their legal staff and contracting offices for advice depending upon the scope or complexity of the purchase order.

If you do not have legal services available to you within your agency, DGS Office of Legal Services is available to provide services.

CONFLICT OF INTEREST

Agencies must evaluate the proposed purchase order to determine if there are any potential conflict of interest issues. See the CMAS Terms and Conditions, Conflict of Interest, for more information.

FEDERAL DEBARMENT

When federal funds are being expended, the agency is required to obtain (retain in file) a signed "Federal Debarment" certification from the CMAS contractor before the purchase order is issued.

This certification is required by the regulations implementing Executive Order 12549, Debarment and Suspension, 29 CFR Part 98, Section 98.510, Participants; responsibilities. The regulations were published as Part VII of the May 26, 1988 Federal Register (pages 19160-19211).

CONTRACTOR TRAVEL

Travel costs are not included in the contractor's awarded hourly rates. If a subsequent user agency purchase allows for travel costs, reimbursement for contractor's personnel for travel, per diem, lodging, meals and incidentals shall not exceed State rates current at the time of purchase as defined in the California Department of Human Resources Rules 599.615 to 599.635 (www.calhr.ca.gov/employees/Pages/travel-reimbursements.aspx). Travel costs allowed by the user agency shall be itemized separately on the user agency purchase contract.

LIQUIDATED DAMAGES FOR LATE DELIVERY

The value of the liquidated damages cannot be a penalty, must be mutually agreed upon by agency and contractor and included in the purchase order to be applicable.

ACCEPTANCE TESTING CRITERIA

If the agency wants to include acceptance testing for all newly installed technology systems, and individual equipment, and machines which are added or field modified (modification of a machine from one model to another) after a successful performance period, the test criteria must be included in the purchase order to be applicable.

AMERICANS WITH DISABILITY ACT

To view the [DGS Accessibility Policy](http://www.dgs.ca.gov/Configuration/Footer-Utility-Links/Accessibility/Accessibility), please visit www.dgs.ca.gov/Configuration/Footer-Utility-Links/Accessibility/Accessibility.