

Contract

Maintenance and Support Agreement

By and Between

Cuyahoga County, Ohio

and

DC Group Inc.

THIS AGREEMENT (the "Contract") is made and entered into this _____ day of _____, 2012, by and between Cuyahoga County, Ohio (the "County"), on behalf of the Cuyahoga County Alcohol, Drug Addiction, and Mental Health Services Board of Cuyahoga County and **DC Group Inc.**, ("DC Group"), a Minnesota corporation having principal place of business at, 1977 West River Road North, Minneapolis, MN 55411, (the "Provider").

WHEREAS, the County has a present need for maintenance of APC MGE 3500 30KVA Uninterruptible Power System (UPS) with 12 Batteries (SYBTU1-PLP, at the ADAMHSCC, 2012 West 25th Street, Suite 60, Cleveland, Ohio as listed on Quote Dated 10/17/12; and

WHEREAS, DC Group, is the supplier of factory trained and authorized support of APC MGE 3500 30KVA Uninterruptible Power System (UPS) with 12 Batteries (SYBTU1-PLP, at the ADAMHSCC, 2012 West 25th Street, Suite 60, Cleveland, Ohio; and

WHEREAS, DC Group is the awarded vendor (lowest price of three bids), for maintenance service of APC MGE 3500 30KVA Uninterruptible Power System (UPS) with 12 Batteries (SYBTU1-PLP, at the ADAMHSCC, 2012 West 25th Street, Suite 60, Cleveland, Ohio; and

WHEREAS, the County desires to avail itself of the support services of APC MGE 3500 30KVA Uninterruptible Power System (UPS) with 12 Batteries (SYBTU1-PLP, at the ADAMHSCC, 2012 West 25th Street, Suite 60, Cleveland, Ohio and DC Group is willing to provide such support to the County all upon the terms and conditions set forth herein.

NOW, THEREFORE, in the consideration of mutual promises contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, DC Group and the County agree as follows:

ARTICLE I- AGREEMENT AND TERM

1.1 Scope of Agreement. During the term of this Contract, DC Group shall provide

the County under this agreement with maintenance of APC MGE 3500 30KVA Uninterruptible Power System (UPS) with 12 Batteries (SYBTU1-PLP, at the ADAMHSCC, 2012 West 25th Street, Suite 60, Cleveland, Ohio, as listed on Schedule A – Quote # dated October 17, 2012. In the event that the terms and conditions of Schedule A and this Contract are not in agreement, the County and DC Group hereby expressly agree that the terms and conditions of this Contract will be controlling and will take precedence over Schedule A.

1.2 Term. The term of this Contract shall commence as of December 1, 2012; and, unless earlier terminated in accordance with the provisions of this Contract, shall continue in effect for one year from the date of commencement (12/1/12 – 11/30/13).

1.3 Cost. This contract shall be in an amount not to exceed Two Thousand Three Hundred Dollars and Zero Cents (\$2,300.00).

ARTICLE II – ADDITIONAL MAINTENANCE SERVICE

2.1 At the request of the County, and with the consent of DC Group, DC Group may also provide technical, operational or other assistance on a consulting basis to the County in excess of the scope of service included but such services would require an amendment to the annual Support Services Agreement between the County and DC Group under a separate and existing contract.

ARTICLE III – PAYMENT AND INVOICING

3.1 Payment. During the term of this contract, the County shall pay yearly, upon receipt of said yearly invoice from DC Group and approval of the County Executive.

3.2 Invoicing. DC Group shall invoice the County for the maintenance and support agreement upon execution of this agreement. DC Group shall submit original invoice(s) to the following address:

Cuyahoga County Information Services Center
Business Department
1255 Euclid Avenue, 4th floor
Cleveland, Ohio 44115

ARTICLE IV – INDEMNITIES AND LIABILITIES

4.1 Indemnification. ASG shall agree to release, indemnify and to hold harmless Cuyahoga County and any and all officers, agents, servants or employees thereof, from any and all responsibility or liability for its gross negligence or willful misconduct under this contract.

4.2 Subcontracting. This Contract was awarded to DC Group based upon DC Group's

unique license product, and no task required to be performed under this contract by DC Group shall be subcontracted to third parties without the express written consent of Cuyahoga County.

4.3 Indemnification for Infringement. DC Group warrants that the County will have full right to use the product delivered to County and that it will not infringe upon the rights of any third party.

ARTICLE V - ELECTRONIC SIGNATURE POLICY

5.1 Adherence to Electronic Signature Policy of County. By entering into the Signed contract of DC Group, its officers, employees, subcontractors, sub-grantees, agents or assigns, to conduct this transaction by electronic means by agreeing that all documents requiring county signatures may be executed by electronic means, and that the electronic signatures affixed by Cuyahoga County to said documents shall have the same legal effect as if that signature was manually affixed to a paper version of the document.

DC Group, further agrees to be bound by the provisions of Chapter 304 and 1306 of the Ohio Revised Code as they pertain to Electronic Transactions and to comply with the electronic signature policy of Cuyahoga County.

THIS AGREEMENT shall be subject to interpretation under the laws of the State of Ohio, and is subject to the review of the County Prosecutor's Office as to legal for and correctness.

IN WITNESS WHEREOF, THE County and DC Group have each caused this Contract to be signed and delivered by its duly authorized representative as of the date first written.

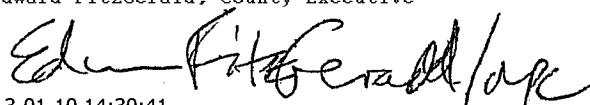
DC GROUP INC

CUYAHOGA COUNTY, OHIO

Edward FitzGerald, County Executive

BY: Mary Price
MARY PRICE
GOVERNMENT SALES

BY: 2013-01-10 14:30:41
Edward FitzGerald, County Executive





Schedule A

17 October 2012

Cuyahoga County
Information Services Center
ATTN: Tom Basco
1255 Euclid Avenue
Cleveland, Ohio 44115

REF: Pricing for UPS Maintenance

Company information:

DC Group
1977 West River Road North
Minneapolis, MN 55411
1-800-838-7927
www.dc-group.com

[REDACTED]
DUNS: 051439057
CAGE code: 1QCG3

Primary Contact: Mary Price
Sales Executive 612-884-7717
mary.price@dc-group.com

Dear Mr. Basco,

DC Group is pleased to provide this quote for maintenance of the APC MGE 3500 UPS and Batteries.

PRICING DETAILS

The price shown below is for Full Service Maintenance. Our Full Service Maintenance Agreement provides for certified technicians, labor, tools, materials, supervision and all items and services necessary to accomplish the Scope of Work provided with this proposal.

Included with the Full Service Contract:

- 1 Annual PM on the UPS
- 1 Annual PM on Batteries
- Visits scheduled at buyer's convenience except for Sundays and Holidays
- 24 x 7 Emergency Service, Parts and Labor
- 4 hour or less on-site emergency response time
- Web-based client portal with customizable management and historical service reports

- Dedicated site specific customer account managers
- 24 hour live service dispatch
- 100% service completion
- Inventory depots in every state/region
- SOW based on IEEE standards and customer requirements
- DC Group employed, trained and certified Field Service engineers - nationwide.

Not Included in the Full Service Contract:

- Battery replacement due to age (parts, labor and shipping)
- Proactive DC/AC Capacitor/Fan replacement

UPS Description: APC MGE 3500, 30 kVA, with 12 batteries

Annual Price: \$2300.00

Note: No tax included in pricing

Delivery: 30 days

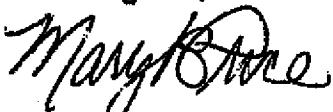
Additional Notes:

On first Major Performance Inspection, all parts and labor required to cause the unit under contract to meet manufacturer's specifications will be quoted to the customer. If a particular model of equipment has been discontinued or placed on end of life status by a manufacturer, DC Group will use its best effort to obtain parts but cannot guarantee the availability thereof.

Payment Terms: Payment in full to be sent to DC Group Inc., Attn: Accounts Payable, 1977 West River Road North, Minneapolis, MN 55411 or contact 1-800-838-7927 and pay via major credit card Discover/ Visa / Master Card within 30 days of the start date of the contract.

Thank you for your interest in DC Group and please feel free to contact me if you have any questions or require additional information.

Best Regards,



Mary Price

Government Sales Executive

mary.price@dc-group.com

PH: 612-884-7717

Attachment: Scopes of Work

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UPS Major (Annual) PM Service

A DC Group Field Service Engineer will check the following during an annual (major) preventive maintenance inspection on UPS Systems:

(Note: DC Group will place the UPS units on bypass during annual inspection unless the customer otherwise specifies.)

Review of alarms

Does any alarm occur at same time of day or week?

Are alarms related to utility power?

Are alarms related to load?

Are alarms related to generator?

Were any additional loads added after the UPS was installed?

Were any problems noted after adding additional loads?

Did the batteries perform well during last power outage?

Is there an Operator's Manual for each unit?

Is there a wiring diagram for each unit?

Check and maintain visible warning safety labels as provided by manufacturer

Record last 6 alarms of UPS unit

Maintenance Bypass Checks

Is there a wrap around maintenance bypass system?

Is the Wrap around maintenance system "make before break"?

Is the maintenance bypass switch labeled?

Was the unit put into maintenance bypass during the last PM?

Record label on Input Breaker

Record label on Output breaker

Record label on Bypass Breaker

Visual Checks

Record Ambient Air Temp

Verify panel lamps are operational

Verify panel meters/displays are operational

Verify cleanliness of air filter(s)

Verify condition of ventilating equipment

Verify that UPS EPO switch is covered

Verify that all other switches are covered

Record any broken switches

Record UPS date code

Record ages of fans

Record Air Filter size(s) and quantity

Verify cleanliness of UPS environment

Verify general UPS operation

Power Checks

Verify and Record Input Voltage - All Phases

Verify and Record Output Voltage - All Phases

Verify and Record Bypass Voltage - All Phases

Verify and Record Bypass Voltage Difference - All Phases
Verify and Record Input Current - All Phases
Verify and Record Output Current - All Phases
Verify and Record Bypass Current - All Phases
Verify and Record Percent % Load on UPS - All Phases
Verify and Record Input Total Harmonic Distortion (Voltage) - All Phases
Verify and Record Output Total Harmonic Distortion (Voltage) - All Phases
Verify and Record AC Ripple Voltage on DC
Verify and Record AC Ripple Current on DC
Verify and Record Total DC Float Voltage
Verify and Record Input Frequency (Hz)
Verify and Record Output Frequency (Hz)
Verify and Record Bypass Frequency (Hz)
Verify and Record UPS Synchronized to Bypass
Verify and Record Free Running Inverter Frequency in Hz
Observe Input/Inverter Output Voltage/Current waveforms and note any abnormalities.
Compare front panel meter readings and DMM measured readings with the UPS monitor display unit on site and verify 2% accuracy

Manual Checks

Check all fans for free and quiet operation
Check alarm/status indicators and note any deficiencies
Clean UPS exterior.
Replace Air Filter.

Place UPS on Bypass

Obtain permission from site contact to place UPS in bypass
Verify the UPS leads the bypass by 70-100 micro seconds
(for all Liebert 600T UPS units and when accessible for other make UPS units).
Transfer critical load to bypass (maintenance bypass if applicable)
Measure and record logic supply voltages (when accessible)

Thermal Scan Checks

Inspect printed circuit board connections for cleanliness and clean contacts if necessary
Inspect all assemblies, bridges and legs for signs of component defects, overheating or stress
Check all electrical terminations for proper tightness and signs of overheating
Measure control battery voltage, if applicable
Perform a thermal scan on all breakers, connections and all associated controls
Record any thermal unbalances or temperatures exceeding 150 °F above ambient temperature

Perform complete physical inspection of UPS and system cabinet interior
Turn the UPS off
Adjust doors and latches if necessary.
Fully clean UPS with vacuum cleaner

Capacitor and Current Check (When accessible)

Visually check AC filter capacitors for leakage or bulging.
Measure and record AC Input Filter Capacitor current, Part Number, Qty and Date Code
Measure and record AC Output Filter Capacitor current, Part Number, Qty and Date Code
Measure and record DC Filter Capacitor current, Part Number, Qty and Date Code
Measure and record Commutation Filter Capacitor current, Part Number, Qty and Date Code
Measure and record capacitance of all capacitors
Measure and record Inverter leg current average balance
Measure and record Rectifier bridge current average leg balance

Logic Protection Settings & Alarms

- Check DC Overvoltage
- Check Battery Discharge
- Check Impending Low Battery
- Check DC Undervoltage
- Check Battery Equalize
- Check Float Voltage
- Check DC Ground Detection

**These actions will be performed when applicable to the UPS make and model and company infrastructure.

UPS Tests

- Verify proper Rectifier walk in
- Verify proper Inverter walk in
- With permission of site contact, create an outage to verify proper operation of UPS and batteries.
- When power is restored verify the charging current
- With permission of site contact, operate Generator to verify proper operation of UPS and batteries for proper operation.
- Perform no-load transfers to UPS, to static bypass, and back to UPS when applicable
- Perform Static Switch leakage testing
- Reset all alarms. Transfer UPS to static bypass position
- Transfer critical load from maintenance bypass to static bypass if applicable
- Transfer critical load to UPS

**These actions will be performed only at the request of the site contact as the customer risks load loss.

Remote Alarm Monitor Checks

- Verify functionality of Load on UPS alarm
- Verify functionality of Load on Bypass alarm
- Verify functionality of Low Battery alarm
- Verify functionality of Summary alarm
- Verify functionality of Battery Discharge alarm
- Verify functionality of Control Failure alarm
- Verify functionality of Ambient Over Temp alarm
- Test local and remote alarm lamps
- Replace all failed monitor bulbs

Final Checks

Note any discrepancies/abnormalities; make any recommendations necessary for optimum level of operation.

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UPS Minor (Semi Annual) PM Service

A DC Group Field Service Engineer will check the following during a semiannual (minor) preventive maintenance inspection on UPS Systems:

Review of alarms

Does any alarm occur at same time of day or week?
Are alarms related to utility power?
Are alarms related to load?
Are alarms related to generator?
Were any additional loads added after the UPS was installed?
Were any problems noted after adding additional loads?
Did the batteries perform well during last power outage?
Is there an Operator's Manual for each unit?
Is there a wiring diagram for each unit?
Check and maintain visible warning safety labels as provided by manufacturer
Record last 6 alarms of UPS unit

Maintenance Bypass Checks

Is there a wrap around maintenance bypass system?
Is the Wrap around maintenance system "make before break"?
Is the maintenance bypass switch labeled?
Was the unit put into maintenance bypass during the last PM?
Record label on Input Breaker
Record label on Output breaker
Record label on Bypass Breaker

Visual Checks

Record Ambient Air Temp
Verify panel lamps are operational
Verify panel meters/displays are operational
Verify cleanliness of air filter(s)
Verify condition of ventilating equipment
Verify that UPS EPO switch is covered
Verify that all other switches are covered
Record any broken switches
Record UPS date code
Record ages of fans
Record Air Filter size(s) and quantity
Verify cleanliness of UPS environment
Verify general UPS operation

Power Checks (From display)

Verify and Record Input Voltage - All Phases
Verify and Record Output Voltage - All Phases
Verify and Record Bypass Voltage - All Phases
Verify and Record Bypass Voltage Difference - All Phases
Verify and Record Input Current - All Phases
Verify and Record Output Current - All Phases

Verify and Record Bypass Current - All Phases
Verify and Record Percent % Load on UPS - All Phases
Verify and Record AC Ripple Voltage on DC
Verify and Record AC Ripple Current on DC
Verify and Record Total DC Float Voltage
Verify and Record Input Frequency (Hz)
Verify and Record Output Frequency (Hz)
Verify and Record Bypass Frequency (Hz)
Verify and Record UPS Synchronized to Bypass

Manual Checks

Check all fans for free and quiet operation
Check alarm/status indicators and note any deficiencies
Clean UPS exterior.
Replace Air Filter.

Final Checks

Note any discrepancies/abnormalities; make any recommendations necessary for optimum level of operation.

- Internal Cell Resistance / Conductance for flag type terminal batteries when accessible
- Check 100% interconnections of batteries for Major (annual) Preventive Maintenance Inspection when accessible

Manual Checks

- Retorque any connection where the resistance is 20% above average for Major Preventive Maintenance Inspection when accessible. (Annual only)
- Perform Insulation Test (When batteries are leaking) (Annual only)
- Locate & verify clear access to external UPS feeder breakers.
- Locate & verify clear access to Battery feeder breakers.
- If applicable, verify access to Battery Safety Equipment.

Final Checks

Note any discrepancies/abnormalities; make any recommendations necessary for optimum level of operation.