



CORES of a Good Contract: Negotiation and Staying Compliant

Vincent Nguyen, Systemwide Procurement Sr. Life Science Category Manager
vincent.nguyen@ucop.edu



Negotiate. Manage. Protect.

Practical guidance for CORE Sustainability

1

Understand the UCOP Approach

How the Life Science team negotiates and manages systemwide contracts for long-term value and alignment.

2

Strengthen Vendor Accountability

Protect institutional interests while building productive relationships through performance monitoring, clear documentation, and early issue resolution.

3

Enter Service Contracts Prepared

Know the key terms to review, the questions to ask, and the common pitfalls to avoid before signing.



One of the largest research university systems in the world

299,407

Students: 236,070 undergrad | 63,337 graduate

266,000

Researchers, Fellows, Faculty & Staff

2.5M+

Alumni across the globe

\$16B

Annual campus spend on goods and services

UNIVERSITY OF CALIFORNIA

A public research university system of 10 campuses, 6 medical centers and 3 national laboratories.





Understand **how** UC buys



- Manage purchasing to the UC scale
- Negotiate and manage systemwide contracts on behalf of all UC campuses
- 50-60% of Goods are purchased through e-commerce technology
- Most buying decisions are decentralized and are done via individual departments
- Connect with Campus Procurement teams
- Bid opportunities are posted publicly to earn System Wide contracts based on “Best-Value” criteria
- Manage risk and policy compliance



Total Cost of Ownership (TCO)

An analysis of cost that considers not only purchase price, but also any costs associated with the acquisition, use, and disposal of the product.

E-commerce technology, freight, taxes and fees, installation, operation/energy use, maintenance, warranty, collection, end-of-life disposal or recycling, as well as social or environmental costs.



**UC spends
billions annually**
on everything from
French fries to fruit
flies



**Enhance economic
activity** within
our communities



**Speed up and
simplify** the
procurement
process



**Open doors
to more
opportunities**



Negotiating to Protect UC's Interests

Approaches the Life Science team uses to secure value and manage risk before a contract is signed.

1

Negotiate on Total Value

Weigh price against Total Cost of Ownership, value-adds, and service levels using "Best-Value" criteria — not list price alone.

2

Structure Terms to Protect UC

Build in price review caps, renewal terms, and clear termination language so risk sits where UC wants it.

3

Build the Relationship

Treat vendors as long-term partners — a strong working relationship gives UC leverage in every future negotiation.



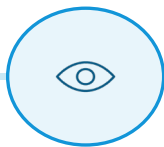
SUPPLIER PARTNERSHIP OVERVIEW

Why Partner with the University of California?

A UC partnership offers suppliers more than a contract — it's a platform to expand your business, strengthen your brand, and engage with one of the world's leading research institutions.

Systemwide Opportunity

UC Procurement expands supplier visibility, purchasing reach, research access, and speed to market.



Greater visibility

- Get in front of UC's research community — ten campuses, six academic health centers, three national labs — and raise awareness among researchers, faculty, and procurement staff.
- Approved UC supplier status signals credibility to hundreds of thousands of students, faculty, and staff—and beyond.



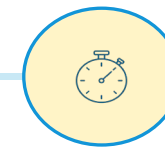
Expanded reach

- Being listed in UC's e-commerce and purchasing systems makes your products easier to find and buy — boosting accessibility and driving new sales.
- A standing presence with faculty, lab managers, and department buyers reduces friction and encourages repeat business.



Research partnerships

- Partnering with UC researchers means helping advance groundbreaking research, piloting new technologies, gathering product feedback, and building relationships with world-class scientists.
- These relationships often extend beyond a standard vendor role — suppliers may collaborate with UC for product testing and gaining early feedback that informs improvements ahead of a broader market launch.



Faster time-to-market

- Significantly shortened quote-to-PO turnaround accelerates deal closure
- Result: Researchers receive their product up to 1–2 months sooner

Result: credible systemwide supplier growth with less friction for UC buyers.

Value-Add Evaluation

Innovative, value-added programs that support California's research community amid ongoing funding constraints.



Research funding is under real pressure

Across the UC system, researchers and institutions are navigating tightening federal and state budgets, rising costs, and growing competition for grant dollars. UC is looking beyond price for suppliers and partners who bring measurable value back to the research community — not just goods and services.

WHAT THIS MEANS FOR PARTNERS

- Programs that return real value, not just transactional savings
- Solutions that reduce cost and environmental impact together
- Investment in students, talent, and the research pipeline

The value-add priority areas
UC is asking partners to address

*Patronage & Rebate Programs · Preferred
Payments · Student Investment · Sustainable
Procurement · Community Impact*

Value Add from Strategic Supplier Partners



Patronage & Rebate Programs

Accurate, timely rebates, patronage, and incentive payments.



Preferred Payments

Participation in the UC Bank Card Program.



Student Investment

Funding internships, learning programs, and scholarships.



Sustainable Procurement

ePro product catalogs that identify environmentally preferred or certified products



Community Impact

Support sustainability and community impact goals.

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Managing Vendor Performance

1 TRACK

ONGOING OVERSIGHT

Monitor Performance

Track delivery against SOW commitments and pricing terms. Use scheduled Annual Business Reviews to check performance formally, not just informally.

2 RECORD

GET IT IN WRITING

Document Expectations

Put service levels, pricing, and patronage terms in writing in the SOW and its attachments — not in verbal understandings.

3 FLAG

DON'T WAIT

Address Issues Early

Flag missed commitments or deviations as soon as they appear, and loop in campus procurement before problems grow.



Key Documents and Terms to Watch

DOCUMENT	WHAT IT COVERS	WHAT TO WATCH
 Purchasing Agreement	Initial term, renewal options, and designated contacts for questions and notices	Renewals are UC-controlled: track renewal and notice dates
 Statement of Work	Pricing caps, patronage, and product and service pricing	Confirm the price cap and that patronage is being applied
 UC Terms & Conditions	UC's standard terms for risk, liability, and compliance across every contract	Supplier redlines or deviations from the standard terms

Key takeaway: the Agreement sets the term, the SOW sets the price, the T&Cs set the protections.

Purchasing Agreement

Term of Agreement & Contacts

Initial term with UC-controlled renewals, and who to reach for questions and notices

Initial Term

Jan. 1, 20XX – Dec 31, 20XX

Renewal 1

1 year

Renewal 2

1 year

Renewal 3

1 year

Renewal

UC may renew the Agreement for three (3) successive one (1)-year periods (each, a Renewal Term).

Termination

The Initial Term is subject to earlier termination as provided in the Agreement.



UC contact

Name

Title

Email

Phone



Supplier contact

Name

Title

Email

Phone



Statement of Work: Key Terms

1 **X%**

PRICE REVIEW TARGET

Pricing

If the price increase of Catalog Products exceeds the Price Review Target of X% based on a UC's aggregated spend, Supplier shall specifically identify it to UC as part of the annual price review report.

2 **X%**

QUARTERLY INCENTIVE

Patronage and Earned Incentives

During the term of this Agreement and any extension(s), Supplier agrees to provide UC a quarterly Patronage Incentive equal to X% of the total sales of all Products.

3 **All**

UC CAMPUSES

Attachment B: Pricing

The pricing tables are applicable to the products noted therein ("Pricing Table") and apply to each UC campus.

UC T&Cs Watchlist for CORE Directors

1 Indemnification & Liability

Confirm liability caps are reasonable and mutual — avoid uncapped exposure or one-sided indemnification favoring the vendor.

2 IP & Data Ownership

Clarify who owns research data, samples, and any resulting IP — especially with instrument or service providers touching core data.

3 Service Levels & Warranty

Get specific, measurable SLAs (response/repair times) and warranty terms in writing, not just verbal assurances.

4 Payment & Pricing Terms

Watch for auto-escalation clauses, minimum purchase commitments, and change-order pricing that isn't pre-negotiated.

5 Termination & Renewal

Check notice periods, auto-renewal traps, and exit costs — make sure termination-for-convenience is realistic.

6 Insurance & Compliance

Verify required insurance coverage and export control/compliance clauses align with UC policy before signature.

Purchasing Agreement Summary Document



Purchasing Agreement Summary:
< Supplier Name> & the University of California

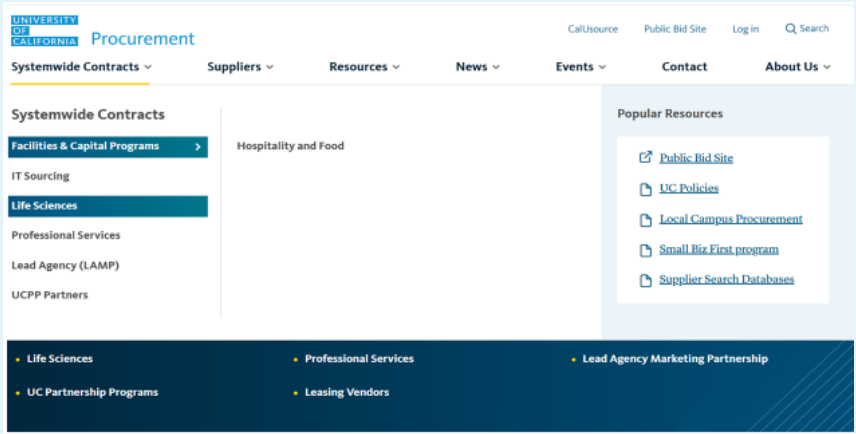
Agreement	<Agreement Number> <Agreement Name/Product Types (Category: Life Sciences, MRO, Food, IT, Prof. Services)>	
Agreement Term	Current Term Expires: <MM/DD/YYYY>	Initial Term: <MM-DD-YYYY to MM-DD-YYYY> Renewal Options: <insert terms>
Purpose	Provide systemwide, standardized pricing and service for <Agreement overview/description> to provide the best value for money.	
Contact Information	<Name> Commodity Manager <Email> <(XXX) XXX-XXXX> University of California Office of the President 1111 Franklin Street Oakland, CA 94607	<Supplier Contact> <Contact Title> <Contact Email> <(XXX) XXX-XXXX> <Supplier Name> <Street Address> <City, State Zip>
Statement of Work	<Description> <List Products & Services under Agreement> Specific Categories under Agreement: <Category Inclusions & Exclusions>	
eCommerce Capabilities	☐ Hosted ☐ Punch-out ☐ Both ☐ N/A	
Small/Diverse Business	Is Supplier a certified Small/DVBE Business? ☐ Yes ☐ No If NO, does Supplier have formal Small Business program? ☐ Yes ☐ No	
Agreement Details	☐ Market Basket: <Details> ☐ Freight: <Type: FOB Destination, freight prepaid, FOB Shipping Point, etc.> ☐ Patronage Incentive: <Percentage or Flat Fee> ☐ Growth Incentive: <Percentage or Flat Fee> ☐ E-Commerce Incentive: <Percentage or Flat Fee> ☐ Sustainability Incentive: <Percentage or Flat Fee> ☐ STEM Incentive: <Percentage or Flat Fee> ☐ Payment Terms: 2% Net 10 ☐ Pricing Terms ☐ Other:	
Sourcing Strategy	☐ Competitive Bid – RFP #: <XXXXXXXXXX> ☐ Pricing Agreement	

Agreement Purchasing Summary: cont.

Termination Rights	The University may, upon 30 day written notice, cancel this Agreement in whole or in part at any time.
Basis of Award	<State the reason(s) this supplier was awarded>
Incorporated Documents	☐ BAA ☐ Data Security ☐ GDPR
Related Parties	The parties checked below may use this pricing by executing a separate Agreement with Seller: ☐ CSU ☐ CCC ☐ National Agreements through OMNIA
Category Strategy & Related Supplier Agreements	<Describe the category strategy associated with this agreement> <Insert references to other related Agreements: e.g., distributor & manufacturer arrangements that correspond to this Agreement.>

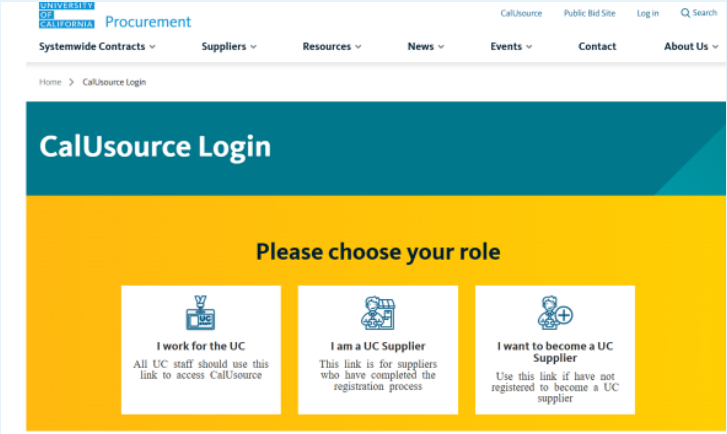
University of California Resources

Where to find systemwide contracts, CalUsource, and the Life Science team



Systemwide Contract Listings

<https://procurement.ucop.edu/systemwide-contracts>



CalUsource Login

<https://procurement.ucop.edu/calusource/login>

SWP Life Science Team

Valerie Vergara

SWP Director – Life Science

Valerie.Vergara@ucop.edu

Vincent Nguyen

SWP Senior Category Manager – Life Science

Vincent.Nguyen@ucop.edu

Depen Sisodia

SWP Category Analysis – Life Science

Depen.Sisodia@ucop.edu

System-wide Procurement Equipment Maintenance Agreements

Project	Action	Summary & Next Steps
UC-Wide Lab Equipment Preventive Maintenance and Repair Services_RFP_003487	Contracting for UC-Wide Lab Equipment Preventive Maintenance and Repair Services_RFP_003487	(1) Flagship Lab Services contract is live (#2025004593). UC partnered with OMNIA Partners as the lead agency for this purchasing agreement to offer these services to public agencies nationwide. Flagship provides discounted lab equipment PM, reactive repair, calibration services, a full-service option, as well as comprehensive asset management and OEM managed services. (2) Remi contract is live (#2025004536). Remi's service vendor network includes OEMs and qualified independent service organizations for over 22,000 types of equipment. Remi's dispatch service center is staffed 24 hours/day, 7 days/week for continuous coverage. Users will have access to Remi's online platform (ROL) to initiate and track service requests and view service history. The agreement includes a 25% discount off OEM list prices for these services, along with a 2% rebate. (3) Scientific Services Plus (SSP) contract is live (#2025004590). SSP is a certified small business offering discounted pricing for PM and repair and a wide range of equipment related services, including calibration and certification of instruments, equipment validation services, equipment rental and relocation, equipment upgrades, and more. (4) Full Spectrum contract is live (# 2025004740). Delivers maintenance and repair services for research and laboratory equipment, including ad-hoc repairs, preventive maintenance and asset management. Equipment includes but is not limited to metrology scales and balances, thermal autoclaves, freezers, sterilizers, refrigerators, analytical gas and liquid chromatography equipment, and mass spectrometers. (5) Neta Scientific contract is live (2021002881). The Asset Management System covers a broad range of lab equipment—metrology scales, autoclaves, freezers, sterilization and refrigeration units, analytical instruments, and clean rooms. The associated Agreement provides full lifecycle support, including service contract management, preventive and corrective (break-fix) maintenance, calibration, warranty management and renewals, spare parts procurement and inventory support, asset recovery and relocation, installation coordination, decommissioning, laboratory testing services, and commissioning/qualification/validation (IQ/OQ/PQ).



In Closing

1

Look beyond price

A good contract is about more than the lowest price — read terms closely and ask for value beyond the transaction.

2

Read the terms closely

The Agreement sets the term, the SOW sets the price, and the T&Cs set the protections — read all three together.

3

You are not alone

Loop in your campus procurement office early, and lean on systemwide contracts and the UC Life Science team.



Questions?

Thank you

Vincent Nguyen

Senior Category Manager, Life Science | UC Office of the President

