



Monterey County Board of Supervisors

Board Order

168 West Alisal Street,
1st Floor
Salinas, CA 93901
831.755.5066
www.co.monterey.ca.us

A motion was made by Supervisor Luis A. Alejo, seconded by Supervisor Chris Lopez to:

Agreement No.: A-13426; Amendment No.: 3

Authorize the Deputy Purchasing Agent for Natividad Medical Center (NMC) or his designee to execute amendment No.3 to the agreement (A-13426) with UpToDate Inc. for Anywhere electronic clinical resource subscription services, extending the agreement an additional one (1) year period (March 1, 2021 through February 28, 2022) for a revised full agreement term of December 1, 2016 through February 28, 2022, and adding \$90,488 for a revised total agreement amount not to exceed \$426,326.

PASSED AND ADOPTED on this 26th day of January 2021, by roll call vote:

AYES: Supervisors Alejo, Phillips, Lopez, Askew and Adams
NOES: None
ABSENT: None
(Government Code 54953)

I, Valerie Ralph, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 82 for the meeting January 26, 2021.

Dated: January 27, 2021
File ID: A 21-024
Agenda Item No.: 32

Valerie Ralph, Clerk of the Board of Supervisors
County of Monterey, State of California


Julian Lorenzana, Deputy

Contract No.: 00018876

AMENDMENT No. 3 TO AGREEMENT

This Amendment to Agreement (this "Amendment") is made as of the date last set forth on the signature page hereto ("Amendment Effective Date") by and between UpToDate, Inc., with its principle business location at 230 3rd Avenue, Waltham, MA 02451 ("UpToDate"), and County of Monterey, on behalf of Natividad Medical Center, with its principle business location at 1441 Constitution Blvd, Salinas, California 93906, United States, (the "Customer", and together with UpToDate, the "Parties").

RECITALS

- A. UpToDate and Customer are parties to that certain Agreement dated December 14, 2016, Contract No. 001-00-42879464, as modified by Contract Nos. 00007524 and 00008342 ("Agreement"), pursuant to which Customer has subscribed for the *UpToDate Anywhere* license.
- B. UpToDate and Customer wish to amend the Agreement to extend the term of the Agreement in exchange for Customer's payment of the Subscription Fees (as defined below) as set forth in this Amendment.
- C. Capitalized terms used but not defined in this Amendment shall have the meaning given to them in the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Subscription Fees.** Customer shall pay to UpToDate the additional Subscription Fee of \$90,488.00 USD (plus tax where applicable) for the extension of the term of the Agreement (the "Term") by one year, in accordance with the terms applicable to fees set forth in the Agreement. The price quote reflects a 20% educational discount for those facilities denoted below by an asterisk as they are accredited teaching facilities. The payment of the additional subscription Fee shall be paid within thirty (30) days from the County Auditor-Controller receives the certified invoice.
2. **Term.** The Term is hereby extended for one year, beginning March 1, 2021 and ending February 28, 2022.
3. **Confirmation of Your Information.** Your operating statistics are:

Institution	Inpatient Admissions	Clinicians	Residents
Natividad Medical Center*	11,421	236	30
Total	11,421	236	30

Customer represents and warrants that these statistics (the "Operating Statistics") are accurate and complete figures as of the execution date of this amendment.

The *Designated Sites* are deleted in their entirety and replaced as follows:

Natividad Medical Center
1441 Constitution Blvd
Salinas, California 93906
United States

The *IP Addresses* are deleted in their entirety and replaced as follows:

12.177.137.4 - 12.177.137.4

- 4. Except as explicitly amended or modified hereby, the terms of the Agreement shall remain in full force and effect.

- 5. This Amendment may be executed and delivered by fax or PDF file and in counterparts, each of which shall be deemed to be an original but both of which together shall constitute one and the same instrument.

In Witness Whereof, the Parties hereto have executed this Amendment as of the Amendment Effective Date.

UpToDate, Inc.

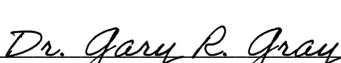
By: 

Printed Name: John Phelan

Title: Contract Manager

Date: 12-21-20

Natividad Medical Center

By: 

Printed Name: Gary R. Gray, D.O.

Title: Chief Executive Officer

Date: 1/28/21

Reviewed for Fiscal Provisions



1-13-2021

Reviewed and approved as to form.



Deputy County Counsel 1 13 2021