

**AMENDMENT NO. 11
TO SERVICES AGREEMENT
BETWEEN FOCUS ONE SOLUTIONS, LLC AND
NATIVIDAD MEDICAL CENTER
FOR
HEALTHCARE VENDOR MANAGEMENT SYSTEM**

This Amendment No. 11 to the Services Agreement (“Agreement”) which was effective on April 19, 2017 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter “NMC”), and Focus One Solutions, LLC (hereinafter “CONTRACTOR”); **From this point forward, the party referenced previously as “NMC” shall be referenced as “COUNTY” and collectively, COUNTY and CONTRACTOR are referred to as the “Parties” to this Agreement, with respect to the following:**

:

RECITALS

WHEREAS, the County of Monterey on behalf of Natividad Medical Center and Focus One Solutions, LLC entered into an Agreement for a Healthcare Vendor Management System pursuant to RFP # 9600-62 with a term of April 19, 2017 through April 18, 2018 with the option to extend for two (2) additional two (2) year periods and a total Agreement amount not to exceed \$5,000,000; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement on April 20, 2017 via Amendment No. 1 to modify the Agreement’s Exhibit A – Pricing and Payment Provisions of Professionals, to include a paragraph to acknowledge rates and requirements specially for “on-call” and “call-back” situations, with no change to the Agreement term or the total Agreement amount; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement on April 18, 2018 via Amendment No. 2 to amend the Agreement’s administration fee in Section 3.18 and to replace the fee in Section 18.2, and to extend the term for an additional one (2) year period through April 18, 2020, and to add an additional \$2,000,000 for a total Agreement amount not to exceed \$7,000,000; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement on January 16, 2019 via Amendment No. 3 to add an additional \$5,00,000, for a total Agreement amount not to exceed \$12,000,000, with no change to the Agreement term; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement on March 2, 2020 via Amendment No. 4 to extend the term for an additional two (2) year period to allow for services to continue, and to add an additional \$8,563,000, for a total Agreement amount not to exceed \$20,563,000; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement via Amendment No. 5 to add Exhibit A-5 Temporary Rate Schedule for Clinical Professionals, for revised temporary rates for RN: Medical/Surgical and RN: ICU and ER, with no changes to the Agreement term or total Agreement amount with no change to the Agreement term or the total Agreement amount; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement via Amendment No. 6 to add an additional \$10,000,000 due to the increased need for registry staff due to COVID-19, for a total Agreement amount not to exceed \$30,563,000, with no change to the Agreement term; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement via Amendment No. 7 to add an additional \$15,000,000 due to the increased need for registry staff due to COVID-19, for a total Agreement amount not to exceed \$45,563,000, with no change to the Agreement term; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement to add an additional \$10,000,000 in order to cover the increased service needs associated with COVID-19, for a total Agreement amount

not to exceed \$55,563,000, with no change to the Agreement term of April 19, 2017 through April 18, 2022; and

WHEREAS, the Parties renewed and amended the Agreement on the same or similar terms, beginning April 19, 2022 and to extend the term for an additional fourteen (14) month period through June 30, 2023 for a revised full Agreement term of April 19, 2015 through June 30, 2023 to allow for services to continue and to increase the amount payable by \$14,000,000 for a total Agreement amount of \$69,563,000; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement via Amendment No. 10 on May 26, 2023 to extend the term an additional two (2) month period (July 1, 2023 through August 31, 2023) for a revised full Agreement term of April 19, 2015 through August 31, 2023 to allow for services to continue with revisions to the original scope of work attached here to as “Exhibit A-10 per Amendment No. 10” with a \$8,000,000 increase due to the increased need for registry staff due to COVID-19, for a total Agreement amount not to exceed \$77,563,000; and

WHEREAS, COUNTY and CONTRACTOR currently wish to amend the Agreement to extend it for an additional four (4) month period (September 1, 2023 through December 31, 2023) for a revised full agreement term of April 19, 2015 through December 31, 2023 with no change to the original scope of work or total agreement amount.

AGREEMENT

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

The Agreement is hereby renewed on the terms and conditions as set forth in the Original Agreement and in Amendments No. 1 through Amendment No. 10, incorporated herein by this reference, except as specifically set forth below.

1. The first sentence of Section 4.1 /Paragraph titled: “TERM OF AGREEMENT” shall be amended to the following:
“The term of this Agreement is from April 19, 2015 through December 31, 2023 unless sooner terminated pursuant to the terms of this Agreement.”
2. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Amendment No. 11 and shall continue in full force and effect as set forth in the Agreement and in Amendment No. 1 through Amendment No. 10.
3. A copy of this Amendment No. 11 shall be attached to the Agreement.
4. This Amendment No. 11 shall be effective when signed by both parties.

IN WITNESS WHEREOF, the Parties hereto are in agreement with this Amendment No. 11 on the basis set forth in this document and have executed this Amendment No. 11 on the day and year set forth herein.

COUNTY OF MONTEREY on behalf of
NATIVIDAD MEDICAL CENTER

By: _____
Charles R. Harris, CEO

Date: _____

APPROVED AS TO LEGAL PROVISIONS

DocuSigned by:
By: Stacy Saetta
COECE1B99E444A9
Monterey County Deputy County Counsel
7/18/2023 | 9:38 AM PDT

Date: _____

APPROVED AS TO FISCAL PROVISIONS

DocuSigned by:
By: Jennifer Forsyth
4E7E657875454AE
Monterey County Deputy Auditor/Controller
7/18/2023 | 4:37 PM PDT

Date: _____

CONTRACTOR

Focus One Solutions LLC

CONTRACTOR's Business Name
See instructions below

By: Joel Tremblay
(Signature of: Chair, President, or Vice-President)

Joel Tremblay, President

Name and Title

Date: 7/13/2023

By: Stephen Pedersen
(Signature of: Secretary, Asst. Secretary, CFO, Treasurer, or Asst. Treasurer)

Stephen Pedersen, Secretary

Name and Title

Date: 7/13/23

*****Instructions*****

If CONTRACTOR is a corporation; including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If CONTRACTOR is a partnership; the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required).