



Monterey County Board of Supervisors

Board Order

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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-15698; Amendment No.: 1

- a. Authorize the Interim Chief Executive Officer for Natividad Medical Center (NMC) or his designee to execute amendment No. 1 to the agreement with AE & Associates, LLC for coding, audits, onsite training and remote coding support services, extending the agreement an additional two (2) year period (August 1, 2022 through July 31, 2024) for a revised full agreement term of August 1, 2019 through July 31, 2024, and adding \$179,616 for a revised total agreement amount not to exceed \$279,616.
- b. Authorize the Interim Chief Executive Officer for NMC or his designee to execute up to three (3) future amendments to the agreement which do not significantly alter the scope of work and do not cause an increase of more than ten percent (10%) (\$10,000) of the original cost of the agreement.

PASSED AND ADOPTED on this 8th day of February 2022, 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 February 8, 2022.

Dated: February 14, 2022
File ID: A 22-036
Agenda Item No.: 20

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

Julian Lorenzana, Deputy

**AMENDMENT NO. 1
TO SERVICES AGREEMENT
BETWEEN AE & ASSOCIATES, LLC AND
THE COUNTY OF MONTEREY ON BEHALF OF NATIVIDAD MEDICAL CENTER
FOR
CODING, AUDITS, ON SITE TRAINING AND REMOTE CODING SUPPORT SERVICES**

This Amendment No. 1 to the Services Agreement (“Agreement”) which was effective on August 1, 2019 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (“NMC”), and AE & Associates, LLC (“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 Agreement was executed with AE & Associates, LLC for Coding, Audits, On Site Training and Remote Coding Support Services with a term August 1, 2019 through July 31, 2022 and a total Agreement amount not to exceed \$100,000; and

WHEREAS, COUNTY and CONTRACTOR currently wish to amend the Agreement via Amendment No. 1 to extend it for an additional two (2) year period through July 31, 2024 for a revised Agreement term of August 1, 2019 through July 31, 2024 with no change to the scope of services or billing rates, and to include Addendum No. 1 due to change in indemnity with a \$179,616 increase for a total Agreement amount of \$279,616.

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 incorporated herein by this reference, except as specifically set forth below.

1. Paragraph titled, “PAYMENTS BY COUNTY” shall be amended to the following:
“COUNTY shall pay the CONTRACTOR in accordance with the payment provisions set forth in EXHIBIT A, subject to the limitations set forth in this Agreement. The total amount payable by COUNTY to CONTRACTOR under this Agreement shall not exceed the sum of \$279,616.”
2. The first sentence of Paragraph titled, “TERM OF AGREEMENT” shall be amended to the following:
“The term of this Agreement is from August 1, 2019 through July 31, 2024 unless sooner terminated pursuant to the terms of this Agreement.”
3. Paragraph titled, “SCOPE OF SERVICES AND ADDITIONAL PROVISIONS/EXHIBITS” shall be amended to the following:
“The following attached exhibits are incorporated herein by reference and constitute a part of this Agreement:

**Addendum No. 1 as per Amendment No. 1
Exhibit A: Scope of Services/Payment Provisions
Exhibit B: Business Associate Agreement.”**

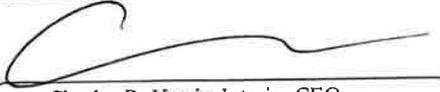
4. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Amendment No. 1 and shall continue in full force and effect as set forth in the Agreement.
5. A copy of this Amendment No. 1 shall be attached to the Agreement.
6. This Amendment No. 1 shall be effective when signed by both Parties.

The remainder of this page was intentionally left blank.

~ Signature page to follow ~

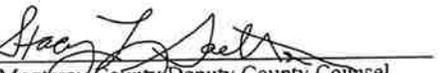
IN WITNESS WHEREOF, the Parties hereto are in agreement with this Amendment No. 1 on the basis set forth in this document and have executed this Amendment No. 1 on the day and year set forth herein.

**COUNTY OF MONTEREY on behalf of
NATIVIDAD MEDICAL CENTER**

By: 
Charles R. Harris, Interim CEO

Date: 2/9/22

APPROVED AS TO LEGAL PROVISIONS

By: 
Monterey County Deputy County Counsel

Date: 12/29/2021

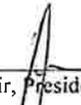
APPROVED AS TO FISCAL PROVISIONS

By: 
Monterey County Deputy Auditor/Controller

Date: 1/3/2021

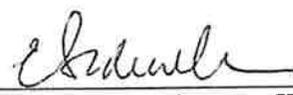
CONTRACTOR

AE & Associates, LLC
CONTRACTOR's Business Name
See instructions below

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

ARNALDO T. ARDEVELA, CEO
Name and Title

Date: 11/16/21

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

ESTER C. ARDEVELA, CFO
Name and Title

Date: 11/16/21

*****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).

ADDENDUM NO. 1

TO AGREEMENT BY AND BETWEEN AE & ASSOCIATES, LLC, AND THE COUNTY OF MONTEREY ON BEHALF OF NATIVIDAD MEDICAL CENTER FOR CODING, AUDITS, ON SITE TRAINING AND REMOTE CODING SUPPORT SERVICES

This Addendum No. 1 amends, modifies, and supplements the County of Monterey Agreement for Services (hereinafter "Agreement") by and between AE & ASSOCIATES, LLC (hereinafter "CONTRACTOR") and the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"). This Addendum #1 has the full force and effect as if set forth within the Terms. To the extent that any of the terms or conditions contained in this Addendum #1 may contradict or conflict with any of the terms and conditions of the Agreement, it is expressly understood and agreed that the terms and conditions of this Addendum #1 shall take precedence and supersede the attached Agreement.

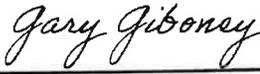
NOW, THEREFORE, NMC and CONTRACTOR agree that the Agreement terms and conditions shall be amended, modified, and supplemented as follows:

I. Paragraph 8.1, "INDEMNIFICATION", shall be amended to:

8.1 CONTRACTOR shall indemnify, defend, and hold harmless the County of Monterey (hereinafter "County"), its officers, agents and employees from any and all claims, liability and losses whatsoever (including damages to property and injuries to or death of persons, court costs, and reasonable attorneys' fees) occurring or resulting to any and all persons, firms or corporations furnishing or supplying work, services, materials, or supplies in connection with the performance of this Agreement, and from any and all claims, liabilities, and losses occurring or resulting to any person, firm, or corporation for damage, injury, or death arising out of or connected with the CONTRACTOR's performance of this Agreement, unless such claims, liabilities, or losses arise out of the sole negligence or willful misconduct of County. "CONTRACTOR's performance" includes CONTRACTOR's action or inaction and the action or inaction of CONTRACTOR's officers, employees, agents and subcontractors.

Signature page to follow.

IN WITNESS WHEREOF, the Parties hereto are in agreement with this Addendum No.1 on the basis set forth in this document and have executed this Addendum No. 1 the day and year set forth herein.

COUNTY OF MONTEREY, on behalf of NATIVIDAD MEDICAL CENTER	AE & ASSOCIATES, LLC
	
Charles R. Harris, Interim CEO	Signature of Chair, President or Vice-President
<u>2/9/22</u>	<u>ARNALDO T. ARDEVELA, CEO</u>
Date	Printed Name and Title
	<u>11/16/21</u>
	Date
Approved as to Legal Provisions:	
	Signature of Secretary, Asst. Secretary, CFO, Treasurer or Asst. Treasurer
Monterey County Deputy County Counsel	<u>ESTER C. ARDEVELA, CFO</u>
<u>12/30/2021</u>	Printed Name and Title
Date	
Approved as to Fiscal provisions:	Date <u>11/16/21</u>
	Signature Instructions
Monterey County Chief-Deputy Auditor-Controller	For 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).
<u>1/3/2021</u>	
Date	