



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

Agreement No. A-13298, Amendment No. 3

a. Authorize the Deputy Purchasing Agent for Natividad Medical Center (NMC) or his designee to execute amendment No. 3 to the agreement (A-13298) with Net Health Systems, Inc. to add a scheduling interface to the ReDoc software and to further amend the Agreement to add the software "Agility" at NMC, with no change in the agreement term of August 31, 2016 through January 29, 2022, and adding \$44,180 for a revised total agreement amount not to exceed \$316,945.

PASSED AND ADOPTED on this 10th day of December 2019, by the following vote, to wit:

AYES: Supervisors Alejo, Lopez, Phillips, Parker and Adams

NOES: None

ABSENT: None

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 December 10, 2019.

Dated: December 17, 2019
File ID: A 19-426
Agenda Item No.: 43

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


Julian Lorenzana, Deputy

**AMENDMENT NO. 3
TO MASTER AGREEMENT
BETWEEN NET HEALTH SYSTEMS INC., AND
NATIVIDAD MEDICAL CENTER**

THIS AMENDMENT NO. 3 TO MASTER AGREEMENT (this "Amendment No. 3") is made this 10th day of December, 2019 by and between Net Health Systems, Inc., a Pennsylvania corporation with an address of 40 24th Street, Pittsburgh, Pennsylvania 15222 ("Net Health") and the County of Monterey on behalf of Natividad Medical Center, an entity organized under the laws of California with an address at 1441 Constitution Blvd., Salinas, CA 93912-1611 ("CUSTOMER"). Net Health and CUSTOMER may be collectively referred to as the "Parties" and each individually as a "Party." Capitalized terms used but not defined herein shall have the meaning given to them in the Agreement, as defined below.

RECITALS

WHEREAS, Net Health and CUSTOMER previously entered into that certain Master Agreement dated August 31, 2016, as amended (the "Agreement"); and

WHEREAS, Net Health and CUSTOMER amended the Agreement effective August 31, 2017 via Amendment No. 1 to extend the Purchase Schedule Term through January 29, 2019 and to add an additional \$43,685 thereby increasing the total Agreement amount to \$99,635;

WHEREAS, the Purchase Schedule Term expired on January 29, 2019;

WHEREAS, Net Health and CUSTOMER again amended the Agreement effective February 26, 2019 via Renewal and Amendment No. 2 to extend the Purchase Schedule Term for the ReDoc Software through January 29, 2022 and to upgrade the ReDoc Software to the "ReDoc powered by xfit" Software by virtue of adding Exhibit A-2, adding an additional \$173,130 for a revised total Agreement amount of \$272,765.00;

WHEREAS, the Parties now desire to once again amend the Agreement to add: (i) the ReDoc Scheduling Interface to CUSTOMER's instance of the ReDoc Software by virtue of Exhibit A-3; and (ii) a new install for CUSTOMER of Net Health's AgilityEH Software by virtue of Exhibit A-4, each to be coterminous with Exhibit A-2; and

WHEREAS, the Fees under Exhibit A-3 the Fees shall be a one-time Fee of \$5,000.00, and an Annual Fee of \$2,400.00 for the period of January 30, 2020 – January 29, 2021, and an Annual Fee of \$2,400.00 for the period of January 30, 2021 – January 29, 2022; and the Fees under Exhibit A-4 shall be a one-time fee of \$7,500.00, an Annual Fee of \$13,440.00 for the period of January 30, 2020 – January 29, 2021, and an Annual Fee of \$13,440 for the period of January 30, 2021 – January 29, 2022, for a revised total Agreement amount not to exceed \$316,945.00

AGREEMENT

NOW, THEREFORE, in consideration of the mutual covenants, agreements and representations set forth in this Amendment No. 3 and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereto intending to be legally bound agree as follows:

1. **Recitals.** The above Recitals are incorporated herein by reference.

2. **ReDoc xfit Scheduling Interface.** Exhibit A-3, adding the ReDoc xfit Scheduling Interface to CUSTOMER's existing instance of the ReDoc Software is hereby incorporated into the Agreement.

3. **AgilityEH Software.** Exhibit A-4, adding a new instance of the AgilityEH Software is hereby incorporated into the Agreement.

4. **Effect on Agreement.** In the event of a conflict between the terms and conditions of this Amendment and the terms and conditions of the Agreement, the terms and conditions of this Amendment No. 3 shall control. Except as set forth in this Amendment No. 3, all other terms and conditions of the Agreement are incorporated herein by reference and shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment No. 3. to be executed effective as the date signed by the last Party.

NET HEALTH SYSTEMS, INC.

**COUNTY OF MONTEREY ON BEHALF OF NATIVIDAD
MEDICAL CENTER**

By: Anthony Sanzo/JS

By: [Signature]

Name: Anthony Sanzo

Name: [Signature]

Title: Chairman & CEO

Title: CEO

Date: 11/14/19

Date: 12/5/19

Reviewed & approved
as to form
[Signature]
11/20/19

Reviewed as to fiscal provisions
[Signature]
Auditor-Controller
County of Monterey

11/21/19



Exhibit A-3

PURCHASE SCHEDULE

This PURCHASE SCHEDULE ("Purchase Schedule") is entered into and made effective the 10th day of December, 2019 ("Purchase Schedule Effective Date") by and between Net Health Systems, Inc. ("Net Health") and County of Monterey on behalf of Natividad Medical Center ("CUSTOMER") in connection with and subject to the Master Agreement with an effective date of August 31st, 2016 executed between the parties (the "Agreement").

| ANNUAL SUBSCRIPTION | | | | | | | |
|---------------------------------------------------------------------------------------------|-----------------------------------------|-----|----------------------|--------------------------|--------------------|-------------------|----------|
| TERM: | | | | Through January 29, 2022 | | | |
| Item Code | Description - Authorized Site/Providers | Qty | One-Time Fees / Unit | Total One-Time Fees | Annual Fees / Unit | Total Annual Fees | |
| ReDoc | ReDoc Xfit Scheduling Interface | 1 | \$5,000 | \$5,000 | \$2,400 | \$2,400 | |
| TOTAL FEES ON PURCHASE SCHEDULE (Applicable Taxes and Expenses Billed Separately) | | | | \$5,000 | | \$2,400 | |
| Type of Users | PT | PTA | OT | COTA | SLP | SLPA | Total |
| Clinical Users (Greater than or equal to 40 hrs/month) | | | | | | | 0 |
| Clinical Users (Less than 40 hrs/month) | | | | | | | 0 |
| Student Users | | | | | | | 0 |
| Total Clinical Subscription Users | | | | | | | 0 |
| Clerical/Administrative Users | | | | | | | 0 |
| Total Users | | | | | | | 0 |
| FOTO # of Locations for OM | | | | | | | n/a |
| Inphonite Credits per Month | | | | | | | 0 |

Purchase Schedule Initial Term. The Purchase Schedule Initial Term shall commence upon the Purchase Schedule Effective Date and shall continue for the duration set forth above.

Payment Terms. One time Fees shall be invoiced by Net Health upon CUSTOMER's execution, and CUSTOMER shall promptly submit such invoice to the office of the Auditor-Controller for the County of Monterey and payments shall be due no later than thirty days thereafter. Net Health shall invoice CUSTOMER for each annual period and CUSTOMER shall promptly submit such invoices to the office of the Auditor-Controller of the County of Monterey, and payments shall be due no later than thirty days thereafter. Expenses are billed separately and payable in accordance with the Agreement. Net Health accepts payments by check, credit card and ACH. Additional fees will apply to payments made by credit card.

CUSTOMER IS RESPONSIBLE FOR PAYMENT OF ALL FEES SET FORTH ON THIS PURCHASE SCHEDULE.

IN WITNESS WHEREOF, CUSTOMER and Net Health have executed this Purchase Schedule to be effective as of the Purchase Schedule Effective Date.

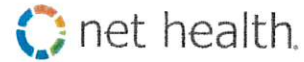
Net Health Systems, Inc.
 By: Anthony M. Sanzo
 Name: Anthony M. Sanzo
 Title: Chairman & CEO

County of Monterey on behalf of Natividad Medical Center
 By: [Signature]
 Name: [Signature]
 Title: [Signature]

EXHIBIT A-4

TO

Master Agreement



PURCHASE SCHEDULE

This PURCHASE SCHEDULE ("Purchase Schedule") is entered into and made effective the 10th day of December, 2019 ("Purchase Schedule Effective Date") by and between Net Health Systems, Inc. ("Net Health") and County of Monterey on behalf of Natividad Medical Center ("CUSTOMER") in connection with and subject to the Master Agreement with an effective date of August 31, 2016 executed between the parties (the "Agreement").

| Initial Term (Number of Years/Annual Payments) | | Through January 29, 2022 | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------------------------|-----------------------------------------|----------------------------------------|-------------------|
| Description - Authorized Site/Providers | Qty | One-Time Fees / Unit | Total One-Time Fees | Annual Fees / Unit | Total Annual Fees |
| Agility EH™ - 1st Hospital Site Includes Agility EH™ Software, Portals, Hosting, and Adobe Form Customization Includes up to 5 users per hospital | 1 | | | \$10,440 | \$10,440 |
| Agility Training & Implementation For Single Database Solution. This Includes: Single Database - Up to 5 Users File Build Setup 2 Days Live-Onsite for Implementation 1 Day Live-Onsite 60 Days Post-Go-Live Follow Up | 1 | \$7,500 | \$7,500 | | |
| Agility 360 Consulting Services Performance Health Checks to track, recommend, and evaluate KPIs as detailed in the Statement of Work attached hereto | 1 | | | \$3,000 | \$3,000 |
| On-Going Support Includes Software Updates Includes Regulatory Updates | | Included | Included | | |
| Agility EH™ Connectivity to Kronos File Bridge Format Included | | Included | Included | | |
| THIS PROPOSAL AND PRICING ABOVE EXPIRES 12/31/2019. | | | | | |
| Total Fees Based Upon This Configuration Taxes and Expenses Billed Separately | | | One-Time Fees: \$7,500 | Annual Fees: \$13,440 | |

Purchase Schedule Initial Term. The Purchase Schedule Initial Term shall commence upon the Purchase Schedule Effective Date and shall continue for the duration set forth above.

Payment Terms. One time Fees shall be invoiced by Net Health upon CUSTOMER's execution, and CUSTOMER shall promptly submit such invoice to the office of the Auditor-Controller for the County of Monterey and payments shall be due no later than thirty days thereafter. Net Health shall invoice CUSTOMER for each annual period and CUSTOMER shall promptly submit such invoices to the office of the Auditor-Controller of the County of Monterey, and payments shall be due no later than thirty days thereafter. Expenses are billed separately and payable in accordance with the Agreement. Net Health accepts payments by check, credit card and ACH. Additional fees will apply to payments made by credit card.

CUSTOMER IS RESPONSIBLE FOR PAYMENT OF ALL FEES SET FORTH ON THIS PURCHASE SCHEDULE.

IN WITNESS WHEREOF, CUSTOMER and Net Health have executed this Purchase Schedule to be effective as of the Purchase Schedule Effective Date.

By: Anthony Sanzo
Name: Anthony Sanzo
Title: Chairman & CEO

County of Monterey on behalf of Natividad Medical Center
By: [Signature]
Name: [Signature]
Title: [Signature]