

RENEWAL AND AMENDMENT NO. 1
TO THE PROFESSIONAL SERVICES AGREEMENT
BETWEEN NATIVIDAD MEDICAL CENTER (COUNTY OF MONTEREY) AND
eCARE MANAGE INC.

THIS RENEWAL AND AMENDMENT NO. 1 to the County of Monterey Agreement for Professional Services (hereinafter, "RENEWAL") is made and entered into, by and between the County of Monterey, a political subdivision of the State of California, on behalf of Natividad Medical Center, an acute care hospital (hereinafter, "County"), and eCare Manage Inc. (hereinafter, "CONTRACTOR") (collectively, the County and CONTRACTOR are referred to as the "Parties.").

WHEREAS, the Parties had previously entered into an Agreement for Professional Services (hereinafter, "Agreement"), on January 1, 2012; and

WHEREAS, the Agreement is attached hereto as Attachment 1; and

WHEREAS, that Agreement expires on December 31, 2012, and the Monterey County Board of Supervisors will not have approved an amendment to the Agreement until after expiration of the Agreement; and

WHEREAS, the Parties wish to renew the Agreement on the same or similar terms, beginning January 1, 2013, and to increase the amount payable by \$1,140,000 to continue to provide services associated with eCare Manage Inc services within the County of Monterey.

NOW THEREFORE, the Parties agree as follows:

1. The Agreement is hereby renewed on its prior terms and conditions as set forth in Attachment 1, incorporated herein by this reference, except as specifically set forth below.
2. Exhibit B to the Agreement is replaced with Amendment-1 to Exhibit B, attached to this Amendment. All references in the Agreement to Exhibit A shall be construed to refer to Amendment No. 1 to Exhibit B.
3. Section 2. "PAYMENTS BY NMC" shall be amended by removing, "*The total amount payable by NMC to CONTRACTOR under this Agreement shall not exceed the sum of \$1,350,000*" and replacing it with "*The total amount payable by County to CONTRACTOR under Agreement No. (A-12169) shall not exceed the total sum of \$2,490,000 for the full term of the Agreement.*"
4. Section 3. "TERM OF AGREEMENT" shall be amended by removing, "*The term of this Agreement is from January 1, 2012 to December 31, 2012 unless sooner terminated pursuant to this Agreement*" and replacing it with "*The term of this Agreement is from January 1, 2012 to December 31, 2013 unless sooner terminated pursuant to this Agreement.*"

5. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Amendment and shall continue in full force and effect as set forth in the Agreement.
6. A copy of this Amendment shall be attached to the original Agreement (No. A-12169).
7. The effective date of this Amendment is January 1, 2013.

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IN WITNESS WHEREOF, the parties hereby execute this RENEWAL as follows:

**NATIVIDAD
MEDICAL CENTER**

By: [Signature]
NMC Contracts/Purchasing Agent

Date: 12-21-12

By: Andrea Rosenbom for Harry Weiss
Department Head (if applicable)

Date: 12/21/12

By: _____
Stacy Saetta, Deputy County Counsel

Date: _____

By: _____
Auditor/Controller

Date: _____

CONTRACTOR

eCare Manage, inc
Contractor's Business Name***

[Signature]
Signature of Chair, President, or Vice-President

Jim Fenstermaker CEO/President
Name and Title

Date: 12/21/12

By: [Signature]
Signature of Secretary, Asst. Secretary,
CFO, Treasurer or Asst. Treasurer

Name and Title

Date: _____

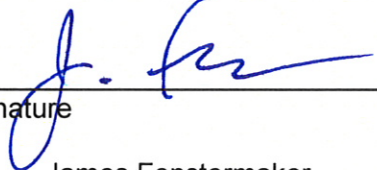
***INSTRUCTIONS: If CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership. If CONTRACTOR is contracting in and individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement.

APPENDIX A

Customer Acceptance

The customer, by signing below, indicates that the Statement of Work has been read and the terms outlined within have been accepted. Upon acceptance of this Statement of Work (SOW), the Customer shall issue a written Purchase Order to eCare Manage, Inc., for the total amount of \$1,140,000.

eCare Manage Inc.,



Signature

James Fenstermaker

Name

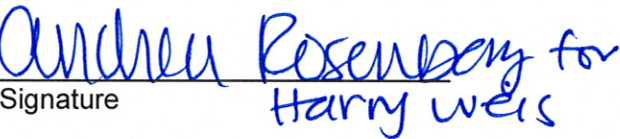
President

Title

12/21/12

Date

Customer



Signature

Andrew Rosenberg

Name

Assistant Administrator

Title

12-21-12

Date

Amendment to Exhibit B



Statement of Work for
Professional Services

Provided by:

eCare Manage, Inc.

November 21, 2012

PROPOSED STATEMENT OF WORK FOR PROFESSIONAL SERVICES

1. Executive Summary

eCare Manage, Inc. (“eCare Manage”) is pleased to deliver this Proposed Statement of Work (SOW) which defines the services and deliverables that eCare Manage shall provide to Natividad Medical Center (referred to as “NMC” for the remainder of this document) under the terms of the Professional Services Agreement (referred to as the “Agreement” for the remainder of this document) made between Natividad Medical Center and eCare Manage.

2. Customer Information

Customer Information			
Site Name	Address	Phone	Site Contact
Natividad Medical Center	1441 Constitution Blvd Building 300 Salinas, CA 93912	831-755-4111 Office	Harry Weis - Chief Executive Officer (CEO)

Natividad Medical Center (NMC) is a 172-bed, full service teaching hospital affiliated with the University of California at San Francisco School of Medicine. In addition to providing acute care, NMC also services an outpatient population, provides mental health treatment, and offers acute rehabilitative care. A Monterey County owned facility with a 110+ year heritage of delivering family oriented care; NMC is fully accredited by JCAHO.

3. Scope of Work

Section 3.1 provides a scope of work for Professional Services to support the role of Senior IT Strategist. eCare Manage will provide a Senior level consultant to assume the role of Senior IT Strategist.

Section 3.2 provides a scope of work for Professional Services to support the role of a Senior IT HL7 Interface & Systems Architect.

Section 3.3 provides a scope of work for Professional Services to support the role of a Senior IT Clinical Project Manager.

Section 3.4 provides a scope of work for Professional Services to support the role of a Senior IT Project Manager.

3.1 Senior IT Strategist

Duties

- Provide sr. strategic leadership for Information Technology, Telecommunications, and Health Information Management (HIM) services at Natividad Medical Center (NMC)
- Participate in county-wide Information and Telecommunication technology strategic planning activities
- Develop and recommend organization-wide information technology strategies and HIM, goals, objectives, policies and priorities
- Develop forecasts for funds needed for equipment, materials, supplies and resources as it pertains to capital expenses for technology projects
- Analyze and assess current and proposed information and telecommunication technology plans and provide recommendations in the development, design, implementation and maintenance of automated information systems to ensure strategic alignment with NMC's technology roadmap
- Analyze major technology purchases to determine their effect on the existing environment and their compatibility with identified strategic direction
- Review capital equipment and information technology services contracts and make recommendations to ensure hospital-wide consistency with adopted standards
- Serve as an Information Technology representative on a variety of information technology-related committees and coordinate and communicate with management regarding technology related development and its' potential impact on existing activities and strategies
- Collaborate with NMC Administration, County Information Technology management, the County Administrative Office and other County, State and Federal offices regarding the implementation of information systems necessary to meet mandated data information reporting requirements

- Monitor and evaluate the efficiency and effectiveness of NMC's information technology methods and procedures. Develop and recommend new processes and procedures to ensure all information technologies comply with departmental and or government mandated standards
- Analyze and recommend consulting and/or vendor services as needed. Coordinate, monitor and evaluate contractor and vendor performance
- Provide direction to consulting project managers to conduct NMC feasibility studies pertaining to the development, upgrading and/or replacement of medical, clinical and business systems applications, evaluate user requirements and consult with key stakeholders regarding the evaluation and selection of new technologies for current and future business needs
- Provide sr. thought leadership regarding the development and maintenance of NMC's information technology strategies, policies and procedures for network availability, security, and data integrity issues to ensure overall compliance with mandated standards such as those required by the Joint Commission, HIPAA and other health care regulatory agencies
- Prepare management reports and deliver presentations to individuals and or groups as needed or requested
- Physically be present on-site (NMC Campus) 5 days a week or as schedule allows due to illness, vacation, conferences and or off-campus meetings
- Complete all other duties as assigned by CEO
- Estimated hours = 1700 hrs.

3.2 Senior IT HL7 Interface & Systems Architect

Projects:

- HL7 Interfaces (Obix, HIE, Meditech Materials Mgmt.)
- Kronos to Advantage integration & interfaces
- Corepoint Interface Engine (Upgrades & DR Redundancy)
- Health Information Exchange (HIE) Architecture
- Colocation datacenter architecture & systems design
- Telemedicine systems design (Cardio & Echo)
- Obix Fetal Monitoring system interface to Meditech
- Video Teleconferencing design & implementation
- Meditech Data Repository reporting automation
- LIHP (Low Income Health Plan) reporting automation
- Estimated hours = 1600 hrs.

Duties

- Provide leadership for information technology architecture at Natividad Medical Center (NMC)
- Develop and recommend organization-wide information technology systems architecture including: goals and objectives
- Work closely with hospital administration in defining short and long-range automated system requirements
- Help develop forecasts for staffing, equipment, materials and supplies for new projects
- Analyze major technology trends to determine their effect on the existing environment and their compatibility with identified strategic direction
- Serve as NMC's information technology systems architect on a variety of information technology-related committees and coordinate and communicate with management regarding technology related development and its' potential impact on existing infrastructure and strategies

- Collaborate with hospital administration, County Information Technology department and other County, State and Federal offices regarding the implementation of information systems and infrastructure necessary to meet any mandated requirements
- Analyze and assess current and proposed information technology plans and provide architectural leadership in the development, design, implementation and maintenance of automated information systems to ensure strategic alignment with NMC's technology roadmap

3.3 Senior IT Clinical Project Manager

Projects:

- ARRA "Meaningful Use" Compliance & Roadmap
- Clinical Quality Measures (CQMs) for Meaningful Use
- Problem List (house-wide rollout)
- Medication Reconciliation (house-wide rollout)
- ePrescribe (eRx house-wide rollout)
- Quality Reporting (CMS Core Measures & Compliance Reporting)
- Health Information Exchange for Natividad
- Continuity of Care Document (CCD)
- Estimated hours = 1600 hrs.

Duties

- Work closely with the project sponsor to ensure appropriate resources are available for the project
- Establish close working relationships with physicians, their research staff, outside consultants through exceptional communication on a regular basis
- Collaborate with service line managers and department directors to discover, design and implement clinical information technology process improvements that will help streamline department functionality
- Participate in meetings pertaining to the development, upgrading and/or replacement of medical, clinical and business systems applications, collect user requirements and consult with key stakeholders regarding the

evaluation and selection of new technologies for current and future business needs

- Help develop forecasts for funds needed for staffing, equipment, materials and supplies, monitor expenditures and implement and authorize budget adjustments
- Manage project objectives by working with team members to set project priorities and milestones and resolve project conflicts
- Prepare management reports, deliver presentations to individuals and groups and direct and oversee task activities within assigned departments
- Ensure overall compliance with mandated standards such as those required by the Joint Commission, HIPAA and other health care regulatory agencies

3.4 Senior IT Project Manager

Projects:

- Kronos to Advantage integration
- Single Sign-on Identity Management
- Unified Printing Solution
- Colocation datacenter implementation
- Telemedicine systems implementation
- Bridehead tape backup implementation
- MS Sharepoint Implementation
- Security – Systems & Network Hardening
- Video Teleconferencing implementation
- PACS Disaster Recovery
- Campus Datacenter power upgrade
- Windows 7 Enterprise-wide desktop rollout
- Estimated hours = 1600 hrs.

Duties

- Work closely with the project sponsor to ensure appropriate resources are available for the project
- Provide assistance to individuals and project team members by helping resolve current difficult and complex reporting issues to ensure compliance
- Participate in meetings pertaining to strategy, development, upgrading and/or replacement of medical, clinical and business systems applications
- Collaborate with service line managers and department directors to review and understand data workflow
- Help collect user requirements and consult with key stakeholders regarding the evaluation and selection of new technologies for current and future business needs
- Strategize project objectives by working with team members to help define project priorities and milestones
- Help develop forecasts for funds needed for staffing, equipment, materials and supplies.
- Respond promptly and appropriately to issues raised by stakeholders, team members and consultants
- Prepare management reports, deliver presentations to individuals and groups
- Ensure overall compliance with mandated standards such as those required by the Joint Commission, HIPAA and other health care regulatory agencies

4. Pricing Summary

Pricing is based on actual time and material. The hourly rate covers all applicable travel and expenses.

Title	Rate/hr.
Senior IT Strategist	\$200/hr.
Senior IT HL7 & System Architect	\$180/hr.
Senior IT Clinical Project Manager	\$170/hr.
Senior IT Project Manager	\$150/hr.