

**AMENDMENT NO. 1
TO AGREEMENT BY AND BETWEEN
COUNTY OF MONTEREY AND
ACCOUNTABLE CARE TRANSACTIONS,
INC. DBA ACTIVATE CARE**

THIS AMENDMENT NO. 1 to AGREEMENT No. A-15672 is made by and between the County of Monterey, a political subdivision of the State of California (hereinafter referred to as "COUNTY"), and Accountable Care Transactions, Inc. dba Activate Care (hereinafter referred to as "CONTRACTOR") with respect to the following.

WHEREAS, on January 31, 2022, COUNTY and CONTRACTOR entered into AGREEMENT NO. A-15672 in the amount of \$260,000 for the term January 25, 2022 through January 24, 2025, for the provision of software license subscription, software maintenance/support in a vendor hosted data environment, and professional services for the implementation of a case management solution; and

WHEREAS, on June 7, 2022 COUNTY and CONTRACTOR executed a Change Order Form in the amount of zero dollars, to update the Scope of Work to build and enable a custom report within the County of Monterey reporting instance of Activate Care, with no changes to the existing term of January 25, 2022 through January 24, 2025; and

WHEREAS, COUNTY and CONTRACTOR wish to amend AGREEMENT to update the Scope of Work by adding Exhibits F-1 (Change Order Form from June 7, 2022) and G-1(new Change Order Form), and add \$26,000 for a New Total Agreement Amount of \$286,000, with no changes to the existing term of January 25, 2022 through January 24, 2025.

NOW THEREFORE, COUNTY and CONTRACTOR hereby agree as follows:

1. **Section 6.0, "SCHEDULE OF RATES/PAYMENT PROVISION", Section 6.7, shall be amended by removing** "The Total amount payable by COUNTY to CONTRACTOR under this AGREEMENT shall not exceed the total of \$260,000" **and replacing it with** "The Total amount payable by COUNTY to CONTRACTOR under this AGREEMENT shall not exceed the total of \$286,000."
2. **EXHIBITS F-1 and G-1, "Change Order Forms", shall be added** to this AGREEMENT.
3. 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 forces and effect as set forth in the AGREEMENT.
4. A copy of the Amendment No. 1 shall be attached to the original AGREEMENT executed by COUNTY on January 31, 2022.
5. This Amendment No. 1 is effective upon execution.

Accountable Care Transactions, Inc. DBA
Activate Care
Amendment No. 1
Term: 01/25/2022 – 01/24/2025
NTE: \$286,000

IN WITNESS WHEREOF, COUNTY and CONTRACTOR have executed this AMENDMENT NO. 1 as of the day and year written below.

DocuSigned by:
By: Debra Wilson Debra Wilson
7B741937AA004081
Contracts/Purchasing Officer
Contracts & Purchasing Officer

Date: 5/24/2024 | 9:47 AM PDT

DocuSigned by:
By: Elsa Jimenez Elsa Jimenez
C7A30BA59CA8523
Department Head (if applicable)
Director of Health Services

Date: 5/24/2024 | 10:14 AM PDT

By: _____
Board of Supervisors (if applicable)

Date: _____

CONTRACTOR

Accountable Care Transactions, Inc., DBA
Activate Care

Contractor's Business Name*

DocuSigned by:
By: Ted Quinn
F6001804A57491
(Signature of Chair, President, or Vice-President) *

Ted Quinn CEO
Name and Title

Date: 5/14/2024 | 10:52 AM PDT

Approved as to Form¹

DocuSigned by:
By: Stacy Saetta Stacy Saetta
696D21D44C4341D...
County Counsel
Deputy

Date: 5/22/2024 | 3:57 PM PDT

DocuSigned by:
By: Matthew Goudreau
5941F1E655B442A...
(Signature of Secretary, Asst. Secretary, CFO, Treasurer
or Assistant Treasurer)*

Matthew Goudreau COO
Name and Title

Date: 5/14/2024 | 12:59 PM PDT

Approved as to Fiscal Provisions²

DocuSigned by:
By: Jennifer Forsyth Jennifer Forsyth
4E7E657875454AE
Auditor/Controller
Auditor-Controller Analyst II

Date: 5/24/2024 | 9:24 AM PDT

Approved as to Liability Provisions³

By: _____
Risk Management

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 an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the AGREEMENT.

¹Approval by County Counsel is required ²Approval by Auditor-Controller is required

EXHIBIT F-1**Activate Care Change Order Form**

Activate Care Order ID: SP06012022-MC

Order Form Type: Existing Business
 Order Form Date: June 1, 2022
 Order Expiration: July 1, 2022
Order Total: \$0.00

Sales Representative

Scott Pelrine
 scott@activatecare.com
 617.997.6540

Customer

Monterey County Health
 Department
 1270 Natividad Road
 Salinas, CA 93906

Primary Contacts

Ella Harris, Director of Public
 Health Nursing
 harrise@co.monterey.ca.us
 Daniel Fauss, Business
 Technology Analyst IV
 FaussD@co.monterey.ca.us

1. SCOPE OF WORK SUMMARY

Activate Care will build and enable a custom report within the County of Monterey reporting instance of Activate Care. The report will capture data related to billing services in the County of Monterey instance of the CareHub with the ability for the Monterey administrators to view, download and deliver the data through various methods as a CSV delimited file.

2. FEES and PAYMENT DETAILS

Professional Services: One-Time Fees				
Service	Description	Qty	One-Time Fee	Total
Custom Report	Custom report to capture data related to billing services in the County of Monterey instance of the CareHub with the ability for the Monterey administrators to view, download and deliver the data through various methods as a CSV delimited file	1	(\$1,750.00) One-time fee waived	\$0.00
Annual Fees				
Service	Description	Qty	Annual Fee	Total
Annual Maintenance	Annual maintenance for custom report	1	(\$1,000.00) Annual fee waived	\$0.00
Total One-Time Fees				\$0.00
Total Annual Fees				\$0.00
Total Cost of Change Order (Due upon Signing)				\$0.00

Activate Care Change Order Form

3. PAYMENT AND BILLING DETAILS

Activate Care is waiving the one-time and annual fees for the custom report and its maintenance as described within Section 2: Fees and Deployment.

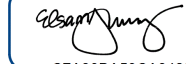
Payment Terms: Net 30 Days (No payment will be due)

Client Billing Contact Email: ap@ccah-alliance.org

The information contained in this Change Order was prepared expressly for the Alliance. Activate Care considers this information to be proprietary and confidential.

This Change Order is entered pursuant to and governed by the General Services Agreement dated November 29, 2021. By executing this Change Order, Customer agrees to the terms, effective as of the date signed below.

the Alliance

DocuSigned by:

C7A30BA59CA8423...

Signature

Elsa Jimenez

Print Name

Director of Health

Title

6/7/2022 | 10:40 AM PDT

Date

Activate Care

DocuSigned by:

1E2C038E42444F6...

Signature

Ted Quinn

Print Name

CEO

Title

6/9/2022

Date

EXHIBIT G-1**Activate Care Change Order Form**

Activate Care Order ID: BD02012024MC

Order Form Type: April 16, 2024
 Order Expiration: May 16, 2024
Order Total: \$26,000.00

Account Manager

Brandy Dennis
 brandy@activatecare.com

Customer

Monterey County Health
 Department
 1270 Natividad Road
 Salinas, CA 93906

Primary Contacts

Daniel Fauss, Business
 Technology Analyst IV
 FaussD@co.monterey.ca.us

1. SCOPE OF WORK SUMMARY

At the request of Monterey County, Activate Care will build a new Care Coordination program dedicated to the Community Reinvestment Grant (CRG). This will involve a full implementation according to the standard timeline (Estimated at 6-8 weeks).

The parties acknowledge and agree that the Professional Services (if applicable) ordered hereunder shall be performed in accordance within this Order.

2. FEES and PAYMENT DETAILS

One-Time Fees				
Service	Description	Qty	One-Time Fee	Total
Care Coordination	<ul style="list-style-type: none"> • Complex Implementation: 1 Instance with a single community care record that includes 15 Professional services hours. • Dedicated Account for CRG • Dedicated database for CRG • Unlimited users • Up to 50,000 Community Care Records • Full Care Coordination Advanced Reporting & Analytics <ul style="list-style-type: none"> ○ Reporting Database, Embedded Analytics ○ 20 Standard Reports ○ 5 Viewer Licenses (separate from existing Viewer Licenses for the County of Monterey program) 	1	\$18,000	\$18,000

Activate Care Change Order Form

Custom Report	Activate Care will develop and deliver a customized Quarterly Report, presenting comprehensive details regarding the progress of the CRG plans.	1	\$6,000.00	\$6,000.00
Annual Fees				
Service	Description	Qty	Annual Fee	Total
Annual maintenance	Annual Maintenance fee to maintain and monitor additional program	1	\$1,000	\$1,000
Annual Maintenance	Annual Maintenance fee to maintain and monitor custom report.	1	\$1,000	\$1,000
Total One-Time Fees			24,000.00	
Total Annual Fees			\$2,000	
Total Cost of Change Order - Due upon signing			26,000.00	

3. PAYMENT AND BILLING DETAILS

The parties agree to billing frequency as outlined below.

Payment Terms:

Credit terms are net 45 Days and any unpaid amount exceeding terms will incur interest of 18% per annum (1.5% per month). Any amount not paid when due for which an outside collection agency and/or an attorney is retained will result in the customer's liability for all collection fees, attorney fees, interest and all costs associated with the collection of any past due amount.

Payment Terms: Net 45 Days

Client Billing Contact Email: 412-PHFISCAL@co.monterey.ca.us

Cc: Jennifer Rivas: Rivasj@co.monterey.ca.us

The information contained in this Change Order was prepared expressly for the Alliance. Activate Care considers this information to be proprietary and confidential.


Signature Page Follows


Activate Care Change Order Form

This Change Order is entered pursuant to and governed by the General Services Agreement dated January 31, 2022. By executing this Change Order, Customer agrees to the terms, effective as of the date signed below.

County of Monterey

**Accountable care Transactions, Inc.
dba Activate Care**

DocuSigned by:

Signature ID: A30BA59CA8423...

DocuSigned by:

Signature ID: E1AB2254F9...

Elsa Jimenez
Print Name

Elise Tatosian
Print Name

Director of Health Services
Title

Dir. Revenue Operations
Title

5/24/2024 | 10:14 AM PDT
Date

5/14/2024 | 12:43 PM PDT
Date