

**AMENDMENT NO. 1  
TO THE  
SERVICES AGREEMENT  
BETWEEN  
NATIVIDAD MEDICAL CENTER  
AND  
DATABANK IMX**

This Amendment No. 1, **retroactive to January 1, 2016**, to the Services Agreement ("Agreement"), dated January 1, 2015 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"), and DataBank IMX, (hereinafter "CONTRACTOR"), with respect to the following:

**RECITALS**

**WHEREAS**, the Agreement was executed on January 1, 2015 for Hardware, Software, Hardware and Software Maintenance and Professional Services for the OnBase Document Production System Upgrade for NMC in an amount not to exceed \$153,079.10; and

**WHEREAS**, NMC and CONTRACTOR currently wish to amend the Agreement for: OnBase scanning equipment and software, including maintenance, retroactive to January 1, 2016, to extend the Agreement term an additional one (1) year for a revised full term of January 1, 2015 through December 31, 2016, and add funding in the amount of \$60,622.79, for a revised total Agreement amount not to exceed \$213,701.89.

**AGREEMENT**

**NOW, THEREFORE**, the parties agree to amend the Agreement as follows:

The Agreement is hereby amended on the terms and conditions as set forth in the Original Agreement and incorporated herein by this reference except as specifically set forth below.

1. **Section 2. "PAYMENTS BY NMC"** shall be amended to the following: "NMC shall pay the CONTRACTOR in accordance with the payment provisions set forth in EXHIBIT A and EXHIBIT A-1 attached hereto to this Amendment No.1. The total amount payable by NMC to CONTRACTOR under this Agreement **shall not exceed the sum of \$213,701.89.**"
2. **Section 3, 3.1 "TERM OF AGREEMENT, first sentence"** shall be amended to the following: The term of this Agreement is from January 1, 2015 through December 31, 2016 unless sooner terminated pursuant to the terms of this Agreement.
3. **Section 4. "ADDITIONAL PROVISIONS/EXHIBITS"** shall be amended to include Exhibit A.1, incorporated herein by reference and constitute a part of this Agreement:  
Exhibit A: Scope of Services/Payment Provisions attached to the original Agreement  
Exhibit A.1: Contractor's pricing detail of OnBase Software Maintenance, Production Document Scanner Maintenance and Professional Services.
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 Original Agreement.
5. A copy of this Amendment No. 1 shall be attached to the Original Agreement.

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 on the day and year set forth herein.

Natividad Medical Center

By: \_\_\_\_\_  
Gary R. Gray, DO, CEO

Date: \_\_\_\_\_

APPROVED AS TO LEGAL PROVISIONS

By: \_\_\_\_\_  
Monterey County Deputy County Counsel

Date: 6/7, 2016

APPROVED AS TO FISCAL PROVISIONS

By: \_\_\_\_\_  
Monterey County Deputy Auditor/Controller

Date: 6/8/16

DataBank IMX

CONTRACTOR's Business Name\*\*\* (see instructions)

\_\_\_\_\_  
Signature of Chair, President, or Vice-President

Ron Thompson - SUP Western US  
Name and Title

Date: 5-20-16

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

SANDRA BENDER, CFO  
Name and Title

Date: 5/25/16

\*\*\*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 and individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required)



**OnBase Software Maintenance,  
Production Document Scanner Maintenance  
& Professional Services  
Exhibit A.1**



**Provided by:**

**DataBank IMX, LLC.**

**Laurel E. McAdams  
Senior Solutions Consultant  
(415) 760-7075  
[lmcadams@databankimx.com](mailto:lmcadams@databankimx.com)**

**April 18, 2016**

## Confidentiality Statement

This document of DataBank IMX, LLC., contains confidential information that is provided for the sole purpose of allowing the recipient to evaluate the solution profiles, product/service offerings and statement of work submitted herein. In consideration of receipt of this document the recipient agrees to maintain the information in confidence and to not reproduce or otherwise disclose this information to any person outside the people directly responsible for evaluation of its contents. The proposed approaches presented in this document are proprietary information and may not be disclosed to individuals outside Natividad Medical Center (NMC) without written approval from DataBank IMX, LLC., except when required by law.



## NMC's OnBase System Description & Maintenance Pricing Detail

The OnBase system designed, programmed and installed for NMC allows all appropriate NMC departments the ability to scan, archive and store electronic documents. The Records & Retention Department manages the scanning and archival process. The OnBase system is set up for different functionality based on departmental needs. For example, some documents may be text searchable. The OnBase system has the following functionality (listed in alphabetical order):

MODULES	PRODUCT DESCRIPTION
Batch OCR (Processing)	allows for text searchability of documents – makes finding a document faster
Client License – Log in access (Concurrent, Named or Workstation) (Document Management)	User licenses – allows protected and monitored access to the system for all users.
Document Import Processor (Processing)	Imports documents (scanned or other) and their respective index information into OnBase.
Document Retention (Document Management)	Tracks document storage requirements by date and document type.
Multi-User Server (Document Management)	Core OnBase software.
Physical Records Management (Document Management)	Tracks location physical records.
Production Document Imaging (Scanning)	Scanning software
Web Server (Access)	Enables secure access over the internet for only those users granted web access.
Workflow Licenses (Named & Workstation) (Processing)	Allows electronic document routing through a configurable work process.

### OnBase Software Maintenance - Term January 1, 2016 – December 31, 2016

Document Management Core Software Maintenance:	\$17,760.00
Processing Software Maintenance:	\$ 2,140.00
Scanning Software Maintenance:	\$11,200.00
Web Server Software Maintenance:	\$ 2,000.00
Extended Maintenance Fee*:	\$ 2,979.00
<b>Total Due:</b>	<b><u>\$36,079.00**</u></b>

\*Not applicable when upgrades are performed regularly.

\*\*Maintenance prices are driven off the list price of the software module at the time of maintenance renewals. Hyland Software Inc., the creators of OnBase, periodically increases the list price of modules due to product development and enhancements. Should a module list price increase during this agreement term DataBank is required to bill NMC for the increase.

<b>Scanner Inventory &amp; Hardware Maintenance Detail</b>
--

Scanner Maintenance	Qty.	Serial #(s)	Department(s)
Kodak Truper 3610 Scanner	1	B7513RE1258*	Business Office
Kodak i1440 Scanner	2	45676498, 45676501	Records & Retention

**\*Includes: Preventive Maintenance (PM) On - Site Visits (V-CARE®):**

A managed on-site technician will be scheduled to arrive at the equipment location to perform a thorough preventive maintenance visit to clean, inspect, and re-calibrate the unit.

Scanner Maintenance is provided through Versitec. Consumables are not included and would need to be purchased separately.

**Service:**

Model #	Qty Support Level	Total PM's	Serial#	Service Coverage
Kodak I1440	1 Same Business Day On-site	0	45676498	01/01/16 - 12/31/16
Kodak I1440	1 Same Business Day On-site	0	45676501	01/01/16 - 12/31/16
Kodak TRUPER3610	1 Next Business Day On-site	1	B7513RE1258	01/01/16 - 12/31/16

<b>Production Document Scanner Maintenance Pricing Detail</b>
<b>Term January 1, 2016 – December 31, 2016</b>

Hardware Maintenance – Ongoing	Qty.
Kodak Truper 3610 Scanner (Serial Number B7513RE1258)	1
Kodak i1440 Scanner (Serial Numbers, 45676498, 45676501 )	2
<b>Total Due:</b>	<b>\$4,043.79</b>

**Professional Services**

Professional Services performed by DataBank OnBase engineers and/or project managers.  
Professional Services include:

- OnBase configuration
  - Set up new functionality
  - Review NMC configuration(s)
  - System modifications
- Troubleshooting (outside of Technical Support)
- Testing
- Training
  - OnBase
  - Scanning
- Project Management
- Consulting

**Professional Services Pricing Detail**

**2016:**

<u>Services</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Cost</u>
Professional Services – Offsite	100 hours	\$205.00 / hour	\$20,500.00
<b>Total:</b>			<b><u>\$20,500.00</u></b>

Should NMC require professional services to be performed onsite DataBank will bill for all Travel & Expenses according to NMC T&E Policy.

**2016 Pricing Summary**

<u>Description</u>	<u>Amount</u>
Software Maintenance	\$36,079.00
Hardware Maintenance	\$ 4,043.79
Professional Services	\$20,500.00
<b>Total:</b>	<b><u>\$60,622.79</u></b>