



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 Mary L. Adams to:

Agreement No.: A-13298 ; Amendment No.: 9

Authorize the Chief Executive Officer for Natividad Medical Center (NMC) or his designee to execute amendment No. 9 to the agreement (A-13298) with Net Health Systems, Inc. for physical therapy outpatient, scheduling, home exercise, analytics (ReDoc xFit) and Agility packages,, extending the agreement an additional one (1) year period (December 1, 2024 through November 30, 2025) for a revised full agreement term of August 31, 2016 through November 30, 2025, and adding \$81,788 for a revised total agreement amount not to exceed \$680,617.

PASSED AND ADOPTED on this 12th day of November 2024, by roll call vote:

AYES: Supervisors Alejo, Church, Lopez, Askew 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 November 12, 2024.

Dated: November 18, 2024

File ID: A 24-495

Agenda Item No.: 31

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

Vicente Ramirez, Deputy

**AMENDMENT NO. 9
TO MASTER AGREEMENT
BETWEEN NET HEALTH SYSTEMS, INC., AND
THE COUNTY OF MONTEREY, ON BEHALF OF NATIVIDAD MEDICAL CENTER**

THIS AMENDMENT NO. 9 TO MASTER AGREEMENT (this "Amendment No. 9") is made by and between Net Health Systems, Inc., a Pennsylvania corporation with an address at 40 24th Street, Pittsburgh, PA 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 \$43,685.00 thereby increasing the total Agreement amount to \$99,635.00; and

WHEREAS, the Agreement expired on January 29, 2019; and

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 \$173,130.00 for a revised total Agreement amount of \$272,765.00; and

WHEREAS, the Parties amended the Agreement effective December 10, 2019 via Amendment No. 3 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, adding an additional \$44,180.00 for a revised total agreement amount of \$316,945.00; and

WHEREAS, the Parties amended the Agreement effective December 28, 2020 via Amendment No. 4 to cover potential future travel expenses, adding an additional \$4,335.00 for a revised total agreement amount of \$321,280.00; and

WHEREAS, the Parties amended the Agreement effective February 15, 2021 via Amendment No. 5 to add the Agility Iron Bridge Immunization Registry Interface by virtue of Exhibit A-5, to be coterminous with Exhibit A-2, adding an additional \$2,140 for a revised total agreement amount of \$323,420.00; and

WHEREAS, the Parties amended the Agreement effective June 8, 2021 via Amendment No. 6 to add the ReDoc Physical Therapy Home Exercise Program module and Outcomes Management System module to be coterminous with Exhibit A-2, and Physical Therapy Acute module, extending the Purchase Schedule Term through June 30, 2024 by virtue of Exhibit A-6, adding an additional \$24,009.00 for a revised total agreement of \$347,429.00; and

WHEREAS, the Parties amended the Agreement effective January 30, 2022 via Amendment No. 7 to extend the Purchase Schedule Term for ReDoc xfit Software, ReDoc Physical Therapy Home Exercise Program module, Outcomes Management System module, and AgilityEH by virtue of Exhibit A-7 and Exhibit A-8, to be coterminous with Purchase Schedule #7, adding an additional \$235,184.00 for a revised total agreement of \$582,613.00; and

AMENDMENT NO. 9 TO MASTER AGREEMENT

(ORIGINAL AGREEMENT NO. A-13298)

WHEREAS, the Parties amended the Agreement via this Amendment No. 8 to add an additional \$16,216.00 for a revised total Agreement amount of \$598,829.00 with no changes to the scope of work or term of Agreement; and

WHEREAS, the Parties now desire to amend the Agreement via this Amendment No. 9 to extend the Purchase Schedule Term for ReDoc xfit Software and modules of Exhibit A-9 through November 31, 2025, and Agility EH by virtue of Exhibit A-9.1 through November 31, 2025, adding an additional \$81,788 for a revised total Agreement amount of \$680,617.

AGREEMENT

NOW, THEREFORE, for and in consideration of the mutual covenants, agreements, and representations set forth in this Amendment No. 9, and for good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Parties hereto intending to be legally bound agree as follow:

1. Recitals. The above Recitals are incorporated herein by reference.
2. Section 1 (a) shall be amended to the following:
"License Grant. Subject to the terms and condition and limitations set forth in this Agreement, Net Health hereby grants to CUSTOMER, and CUSTOMER accepts and receives the non-exclusive, non-transferable licenses more fully described in the Purchase Schedules (the "Licensed Software") titled as Exhibit A as attached to the Master Agreement, Exhibit A-1 as attached to Amendment No. 1, Exhibit A-2 as attached to Renewal & Amendment No. 2, Exhibit A-3 as attached to Amendment No. 3, Exhibit A-5 as attached to Amendment No. 5, and Exhibit A-6 as attached to Amendment No. 6, Exhibit A-7 and A-8 attached hereto this Amendment No. 7, plus Exhibit A-9 and Exhibit A-9.1 attached hereto this Amendment No. 9 and all related materials and services supplied by Net Health hereunder in accordance with the documentation provided by Net Health for the number of designated sites and healthcare providers/users (each an "Authorized Site/Provider") as set forth in the Purchasing Schedules.
3. Effect on Agreement. In the event of a conflict between the terms and conditions of this Amendment No. 9 and the terms and conditions of the Agreement, the terms and conditions of this Amendment No. 9 shall control. Except as set forth in this Amendment No. 9, all other terms and conditions of the Agreement are incorporated herein by reference and shall remain in full force and effect.

Signature page to follow

AMENDMENT NO. 9 TO MASTER AGREEMENT

(ORIGINAL AGREEMENT NO. A-13298)

IN WITNESS WHEREOF, the Parties have caused this Amendment No. 9 to be executed effective as of the date of last signature below.

NET HEALTH SYSTEMS, INC.

Signed by:
By: Josh Moyer
B72CF1C0B2054D2

Name: Joshua M. Moyer

Title: Chief Risk Officer & General Counsel

Date: 9/25/2024 | 11:51 AM PDT

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

DocuSigned by:
By: Charles R. Harris
4E1F837D204E481...

Name: Charles R. Harris

Title: CEO

Date: 11/21/2024 | 8:38 AM PST

APPROVED AS TO LEGAL PROVISIONS

Signed by:
By: Stacy Saetta
696221D44C4341F
Monterey County Deputy County Counsel

Date: 10/14/2024 | 3:45 PM PDT

APPROVED AS TO FISCAL PROVISIONS

DocuSigned by:
By: Patricia Ruiz
5F10E3E941256
Monterey County Deputy Auditor Controller

Date: 10/16/2024 | 7:11 AM PDT

Exhibit A-9 TO Master Agreement PURCHASE SCHEDULE

This PURCHASE SCHEDULE ("Purchase Schedule") is entered into and made effective by and between Net Health Systems, Inc. ("Net Health") and 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").

Annual SUBSCRIPTION					
INITIAL TERM (NO. OF YEARS/YEARLY PAYMENTS)		1	BILLING START DATE:		December 1, 2024
SKU Code	Description - Authorized Site/Providers	Qty	Total One-Time Fees	Annual Fees/Unit	Total Annual Fees
1 Location					
REx-HOSP-ADT REx-HOSP-BILL REx-HOSP-CLI REx-SCH REx-NHU-FT REx-NHU-PT REx-HCANNUAL-PS-R REx-EFAXIBOB-SR REx-EFAX-IBOB REx-OPERATIONALANALYTICS	Net Health Therapy for Hospital Outpatient Includes the following features: <ul style="list-style-type: none"> • ADT Interface Hospital • Billing Interface Hospital • Clinical Interface Hospital • Scheduling Interface • NetHealth University - FT • NetHealth University - PT/PRN • Annual Health Checks (billed monthly) • E-Fax Module IB/OB Setup Fee billed monthly • E-Fax Module IB/OB • Missed Visit Predictor 	1	\$0.00		\$68,411.88
REx-HOSP-NC	Net Health Therapy for Hospital Outpatient - Non-Clinical User	2			Included Above
REx-HOSP-PT	Net Health Therapy for Hospital Outpatient - Part Time/PRN	5			Included Above
REx-HOSP-FT	Net Health Therapy for Hospital Outpatient - Full Time	11			Included Above
REx-EFAXUSE-IBOB	E-Fax Module IB/OB (per page)	1		\$0.07	Variable
REx-PEM-S REx-PEM-DI REx-PEM-EM REx-PEM-RM REx-PEM-SSR REx-INPHONE500 REx-INPHONE-DEV	Patient Engagement Suite for Therapy Includes the following features: <ul style="list-style-type: none"> • Patient Engagement Marketing Setup • Net Health Digital Intake • Net Health Email Marketing and Patient Messaging • Net Health Reputation Management • Net Health Self Scheduling Requests • Inphonite Call Reminder Credits (500 credits) (1) • Inphonite Interface Development 	1	\$0.00		Included Above
FO-OUTMCLINIC FO-OUTM FO-FOTOOM-T REx-BIOEX REx-BIOEX-S	<ul style="list-style-type: none"> • FOTO Patient Outcomes Manager System - Clinic Fees • FOTO Patient Outcomes Manager System - Clinician Fees (3) • FOTO Outcomes Manager Setup and Training Fee • BioEx (Home Exercise Program) (3) • BioEx (Home Exercise Program) Setup Fee 				

REx-PEM	Patient Engagement Suite (1st Site)	1			Included Above
REx-FOTOOM	FOTO Patient Outcomes Manager	13			Included Above
REx-BIOEX	BioEx (Home Exercise Program)	13			Included Above

TOTAL FEES ON SALES PROPOSAL (Applicable Taxes and Expenses Billed Separately)			\$0.00		\$68,411.88
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Pricing: Pricing is based on purchases made directly from Net Health Systems for specific licenses, quantities, license duration and purchase date.
Alteration to any of these factors is subject to pricing change accordingly.

Exhibit A-9.1
TO
Master Agreement
PURCHASE SCHEDULE

This PURCHASE SCHEDULE ("Purchase Schedule") is entered into and made effective by and between Net Health Systems, Inc. ("Net Health") and 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").

Annual SUBSCRIPTION					
INITIAL TERM (NO. OF YEARS/YEARLY PAYMENTS)		1	BILLING START DATE:		December 1, 2024
SKU Code	Description - Authorized Site/Providers	Qty	Total One-Time Fees	Annual Fees/Unit	Total Annual Fees
1 Location					
AG-EH-HOSP-H	EH 1st Hospital Site (includes 5 concurrent users per hospital)	1	\$0.00	\$13,015.20	\$13,015.20
AG-ADOBE-H	Adobe Standard Monthly Subscription License	1	\$0.00	\$360.00	\$360.00
AG-EH-ADDHOSPSUP-H	Additional EH Hospital Site - Perpetual Maintenance/Support	1	\$0.00	\$0.00	\$0.00
TOTAL FEES ON SALES PROPOSAL (Applicable Taxes and Expenses Billed Separately)			\$0.00		\$13,375.21

Pricing: Pricing is based on purchases made directly from Net Health Systems for specific licenses, quantities, license duration and purchase date. Alteration to any of these factors is subject to pricing change accordingly.