

**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

448



FROM: Human Resource Department

SUBMITTAL DATE:
March 23, 2010

SUBJECT: Health Trio Express, Managed Care Information System Contract with Exclusive Care

RECOMMENDED MOTION: That the Board of Supervisors 1) ratify and approve the Addendum with Monument Systems, LLC as assignee of Health Trio LLC's rights under the terms of the existing License Agreement between the County of Riverside and Health Trio, effective October 1, 2009 (Attachment A); 2) approve the Addendum to the existing maintenance agreement with Health Trio to change the name and the cost of services (Attachment B); 3) authorize the Chairperson to sign four (4) copies of the attached Addenda and; 3) retain one (1) copy of the signed amendments and return three (3) copies to Human Resources for distribution.

BACKGROUND: On November 26, 2002, Item # 3.55, the Board of Supervisors approved an agreement with Health Trio to purchase and install the current health information system for the Exclusive Care health insurance programs administered by the Human Resource Department.

Barbara A. Olivier
Acting Asst. County Executive Officer/Human Resources Dir.

FINANCIAL DATA	Current F.Y. Total Cost:	\$ 84,150	In Current Year Budget:	Yes
	Current F.Y. Net County Cost:	\$ 0	Budget Adjustment:	No
	Annual Net County Cost:	\$ 0	For Fiscal Year:	2009/10

SOURCE OF FUNDS: Exclusive Care premiums paid by members	Positions To Be Deleted Per A-30	<input type="checkbox"/>
	Requires 4/5 Vote	<input type="checkbox"/>

C.E.O. RECOMMENDATION:

APPROVE

BY:
Karen L. Johnson

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Stone, seconded by Supervisor Benoit and duly carried, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Buster, Stone, Benoit and Ashley
Nays: None
Absent: Tavaglione
Date: April 6, 2010
xc: HR

Kecia Harper-Ihem
Clerk of the Board
By:
Deputy

Prev. Agn. Ref.: 11/4/08; 3.36 | District: | Agenda Number:

ATTACHMENTS FILED
WITH THE CLERK OF THE BOARD

3.47

FORM APPROVED COUNTY COUNSEL
BY: TAWNY LIEU
DATE: 4/12/2010
Departmental Comment

Dept's Recomm.: Consent Policy
Per Exec. Ofc.: Consent Policy

BACKGROUND continued:

The agreement has been amended and approved by the Board on October 19, 2004 (Agenda Item # 3.25), and November 4, 2008 (agenda Item # 3.36) to reflect purchases of additional software modules and on-going service agreements with Health Trio. These agreements renew the existing maintenance agreement for the Health Trio claims processing system and amend the legal name and existing terms. There are no other sources of support for this service other than the vendor that developed the system. The purchase approval is attached.

Health Trio reorganized its business activities and products in 2009. Monument Systems, LLC is the successor firm to Health Trio, organized and under the control of existing management and ownership. The existing Service Agreement and addenda have been effective since October 1, 2009 between the County of Riverside and Monument Systems.

The cost of the maintenance agreement was \$84,150 for FY 2009/10. A 3% increase to \$86,674 has been applied for FY 2010/11. This amount will also be payable for FY 2011/12 and 2012/13.

There is no direct cost to the County for the recommended action as the cost of this system maintenance is funded by Exclusive Care premiums.



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MONUMENT SYSTEMS, LLC

Addendum To the *xpress*™ License and Software System Support, Maintenance, and Business Associate Agreements Between County of Riverside on Behalf of the Exclusive Care Division of its Human Resources Department and HealthTrio, Inc.

This Addendum ("Addendum") is effective as of the latest date below (the "Effective Date") between Monument Systems, LLC, a Colorado Limited Liability Company ("Monument Systems"), and County of Riverside on Behalf of the Exclusive Care Division of its Human Resources Department ("Licensee") to amend the License ("License Agreement"), Software System Support and Maintenance, Business Associate Agreement(s) and Addendums thereto between HealthTrio, Inc., HealthTrio, LLC and Licensee, dated December 31, 2002, October 19, 2004, and November 4, 2008 (collectively the "Agreements"). In the event of a conflict between the Agreements and this Addendum, the provisions of this Addendum will be deemed controlling.

The parties acknowledge the need to modify the Agreements and agree as follows:

1. The Agreement shall be modified as follows:
 - 1.1 Monument Systems, LLC. Monument Systems represents that it is the assignee of HealthTrio, LLC's rights under the Agreement as of October 1, 2009. As such, the Agreement is now and has been since October 1, 2009 between Licensee and Monument Systems.
 - 1.2 Licensee acknowledges as well that, as of October 1, 2007, HealthTrio, LLC was the assignee of HealthTrio, Inc's rights under the Agreement.
 - 1.3 Monument Systems Information. Monument System's current address is: 9137 East Mineral Circle, Suite 160, Centennial, Colorado 80112-3464.
 - 1.4 Escrow Agreement. Monument Systems hereby represents that it is the assignee of the rights and obligations of the Agreement No. 7020 (the "Escrow Agreement") between Lincoln-Parry SoftEscrow, Inc. ("Lincoln-Parry") and Monument Systems, Inc. (the predecessor company of HealthTrio, Inc.), as described in Section 2J of the License Agreement ("Escrow Agreement"). Further, Licensee acknowledges that until October 1, 2009, HealthTrio, LLC was the assignee of the rights and obligations of the Escrow Agreement. HealthTrio, LLC hereby agrees that it will not claim any rights or obligations under the Escrow Agreement as

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pertaining to Licensee. In addition, Monument Systems hereby agrees that it will make its best efforts to open a new account and new escrow agreement under its own name of Monument Systems, LLC with Lincoln-Parry under which it will name Licensee as a beneficiary and notify Licensee of such development. Monument Systems, LLC will provide Licensee with a copy of the new escrow agreement for its review. Monument Systems, LLC represents that any new escrow agreement will contain similar or equivalent terms as the Escrow Agreement. At some point after the addition of Licensee as a beneficiary under the new escrow agreement, Monument Systems, LLC may terminate Licensee as a beneficiary under the Escrow Agreement and will notify Licensee of such termination.

2. This Addendum supplements, amends and is incorporated, to the extent identified above, into the Agreements. This Addendum shall remain in effect until the Agreements, as amended herein, expires or is terminated in accordance with its terms or this Addendum. Except as modified by this Addendum, the Agreements shall remain in full force and effect, and its terms and provisions are hereby ratified and confirmed subject to the terms and conditions of this Addendum.

This Addendum is hereby executed as of the latest date below written.

Monument Systems, LLC

County of Riverside On Behalf of the Exclusive Care Division of its Human Resources Department

By: 
Asma Hasan

By: 
Marion Ashley

Title: EVP and Chief Legal Officer

Title: Chairman of the Board of Supervisors


Date: February 22, 2010

Date: April 6, 2010

ATTES I:

KECIA HARPER-IHEM, Clerk
By: 
DEPUTY

FORM APPROVED COUNTY COUNSEL

BY:  DATE: 4/20/2010



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Addendum To the *xpress*™ Software System Support, Maintenance Agreement Between County of Riverside on Behalf of the Exclusive Care Division of its Human Resources Department and HealthTrio, Inc.

This Addendum ("Addendum") is effective as of the latest date below (the "Effective Date") between Monument Systems, LLC, a Colorado Limited Liability Company ("Monument Systems"), and County of Riverside on Behalf of the Exclusive Care Division of its Human Resources Department ("Licensee") to amend the Software System Support and Maintenance Agreement between HealthTrio, Inc., and Licensee, dated December 31, 2002 (the "Agreement"). In the event of a conflict between the Agreement and this Addendum, the provisions of this Addendum will be deemed controlling.

The parties acknowledge the need to modify the Agreement and agree as follows:

1. The Agreement shall be modified as follows:
 - 1.1 Monument Systems, LLC. Monument Systems represents that it is the assignee of HealthTrio, LLC's rights under the Agreement as of October 1, 2009. As such, the Agreement is now and has been since October 1, 2009 between Licensee and Monument Systems.
 - 1.2 Licensee acknowledges as well that, as of October 1, 2007, HealthTrio, LLC was the assignee of HealthTrio, Inc's rights under the Agreement.
 - 1.3 Monument Systems Information. Monument Systems' current address is: 9137 East Mineral Circle, Suite 160, Centennial, Colorado 80112-3464.
 - 1.4 Renewal. The parties hereby renew the Agreement for a term to expire on June 30, 2012. Such renewal is effective as of July 1, 2009. The annual maintenance fee of \$86,674 shall be paid to Monument Systems on each of the three following dates: upon the Effective Date of this Addendum, July 1, 2010, and July 1, 2011.
 - 1.5 HIPAA-Based Modification or Enhancement. In the event that Licensee believes that the System needs to be modified or enhanced to meet Licensee's HIPPA requirements, Licensee shall submit a Statement of Work to develop such modification or enhancement.
2. This Addendum supplements, amends and is incorporated, to the extent identified above, into the Agreement. This Addendum shall remain in effect until the Agreements, as amended herein, expires or is terminated in accordance with its terms or



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this Addendum. Except as modified by this Addendum, the Agreement shall remain in full force and effect, and its terms and provisions are hereby ratified and confirmed subject to the terms and conditions of this Addendum.

This Addendum is hereby executed as of the latest date below written.

Monument Systems, LLC

County of Riverside On Behalf of the Exclusive Care Division of its Human Resources Department

By: 
Marty Chadwick

By: 
Marion Ashley

Title: President and Chief Operating Officer

Title: Chairman of the Board of Supervisors

Date: 12/29, 2009

Date: April 6, 2010

ATTEST:

KECIA HARPER-IHEM, Clerk

By: 
DEPUTY

FORM APPROVED COUNTY COUNSEL

BY: 
TAWNY V. LIEU DATE 12/30/2010