

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



ITEM
3.27
(ID # 8278)

MEETING DATE:

Tuesday, December 11, 2018

FROM : OFFICE ON AGING:

SUBJECT: OFFICE ON AGING: Ratification and Approval of the Fifth Amendment to the Agreement with Rescue Alert of California, Inc., Consenting to Assignment of the Agreement to Connect America.com, LLC, Districts: All. [Total Cost: \$0]

RECOMMENDED MOTION: That the Board of Supervisors:

1. Ratify, approve and authorize the Board Chairman to execute the fifth amendment to the professional services agreement with Rescue Alert of California, Inc., consenting to assignment of the agreement to Connect America.com, LLC, effective October 1, 2018;
2. Authorize the Purchasing Agent to sign amendments, approved as to form by County Counsel, that do not change the substantive terms of the agreement with Connect America.com, LLC; and
3. Direct the Clerk of the Board to return three (3) signed amendments to the Office on Aging for distribution.

ACTION: Policy

Jewel Lee, Director of Office on Aging

11/28/2018

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Tavaglione, seconded by Supervisor Jeffries and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Tavaglione, Washington, Perez and Ashley
Nays: None
Absent: None
Date: December 11, 2018
xc: Office on Aging, Purchasing

Kecia Harper-Ihem
Clerk of the Board

By:
Deputy

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

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost
COST	\$ 0	\$ 0	\$ 0	\$ 0
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0
SOURCE OF FUNDS: N/A			Budget Adjustment:	No
			For Fiscal Year:	18/19

C.E.O. RECOMMENDATION: Approve.

BACKGROUND:

Summary

On December 9, 2014 (agenda item 3-20), the Board of Supervisors approved an agreement with Rescue Alert of California, Inc., to provide medical alert services for Multipurpose Senior Services Program (MSSP). Services, beginning July 1, 2014, for one year and included an option to renew annually for up to four (4) years. The professional services agreement with Rescue Alert of California, Inc., has been renewed annually through the county's amendment process and no additional amendments have been necessary, until now.

Rescue Alert of California, Inc., notified the Office on Aging of their merger with Connect America.com, LLC, and requests consent to assign the services provided through the professional services agreement. The fifth amendment to the professional services agreement with Rescue Alert of California, Inc., is necessary for the county to consent to the assignment and assumption of the agreement between Rescue Alert of California, Inc. and Connect America.com, LLC., effective October 1, 2018. The new company is registered with the State of California and payment information has been received and verified by the county.

Impact on Residents and Businesses

The MSSP assists Riverside County's frail and older adult population (65 years of age and older), receiving Medi-Cal benefits, to avoid premature placement in nursing facilities and to foster independent living in their own communities. Approval of this assignment and assumption allows continued and uninterrupted medical alert services for the MSSP participants, giving them the freedom to live at home.

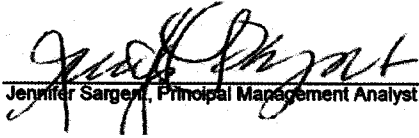
Additional Fiscal Information

No costs are associated with this amendment.

ATTACHMENTS:

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

ATTACHMENT A. Fifth Amendment to the Professional Services Agreement with
Rescue of Alert California, Inc.



Jennifer Sargent, Principal Management Analyst

12/4/2018



Gregory V. Priamos, Director County Counsel

11/29/2018



The Riverside County Office on Aging serves to promote and support a life of dignity, well-being and independence for older adults and persons with disabilities.

Jewel M. Lee, Director

**FIFTH AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT
RIVERSIDE COUNTY OFFICE ON AGING
COORDINATED CARE PROGRAMS
WITH RESCUE ALERT OF CALIFORNIA, INC.**

This Fifth Amendment to the Professional Services Agreement for Riverside County Office on Aging Coordinated Care Programs (herein referred to as "Fifth Amendment") is made and entered into by and between **Rescue Alert of California, Inc.**, a California corporation, (herein referred to as "CONTRACTOR"), **Connect America.Com LLC**, a Delaware limited liability company, dba Connect America West, (herein referred to as "CONNECT AMERICA") and the **County of Riverside**, a political subdivision of the state of California, on behalf of its Office on Aging (herein referred to as "COUNTY").

WHEREAS, COUNTY and CONTRACTOR have entered into that certain Professional Services Agreement for Riverside County Office on Aging Coordinated Care Programs, effective July 1, 2014, approved by the Riverside County Board of Supervisors on December 9, 2014, Agenda Item 3-20, (herein referred to as "Agreement") pursuant to which CONTRACTOR agreed to provide COUNTY with medical alert services for its Multipurpose Senior Services Program, as more particularly described in the Agreement, through June 30, 2015 with four (4) one-year options to renew; and

WHEREAS, the Agreement has been amended by that certain First Amendment to the Agreement, executed June 30, 2015, (herein referred to as "First Amendment"), whereby COUNTY and CONTRACTOR agreed to exercise the first one-year option to renew and amended the Agreement to extend the period of performance for one (1) year commencing on July 1, 2015 and continuing through June 30, 2016; and,

WHEREAS, the Agreement has been amended by that certain Second Amendment to the Agreement, executed October 6, 2016, (herein referred to as "Second Amendment"), whereby COUNTY and CONTRACTOR agreed to exercise the second one-year option to renew and amended the Agreement to extend the period of performance for one (1) year commencing on July 1, 2016 and continuing through June 30, 2017; and,

WHEREAS, the Agreement has been amended by that certain Third Amendment to the Agreement, executed May 18, 2017, (herein referred to as "Third Amendment"), whereby COUNTY and CONTRACTOR agreed to exercise the third one-year option to renew and amended the Agreement to extend the period of performance for one (1) year commencing on July 1, 2017 and continuing through June 30, 2018; and,

WHEREAS, the Agreement has been amended by that certain Fourth Amendment to the Agreement, executed August 2, 2018, (herein referred to as "Fourth Amendment"), whereby

COUNTY and CONTRACTOR agreed to exercise the fourth and final one-year option to renew and amended the Agreement to extend the period of performance for one (1) year commencing on July 1, 2018 and continuing through June 30, 2019; and,

WHEREAS, CONTRACTOR desires to assign its rights and obligations under the Agreement to CONNECT AMERICA, effective October 1, 2018; and,

WHEREAS, Subsection 23.1 of Section 23. General of the Agreement provides that CONTRACTOR shall not delegate or assign any interest in the Agreement, whether by operation of law or otherwise, without the prior written consent of COUNTY; and,

WHEREAS, COUNTY desires to consent to CONTRACTOR's assignment of the Agreement to CONNECT AMERICA, effective October 1, 2018; and,

WHEREAS, CONNTECT AMERICA desires to assume all of CONTRACTOR's rights and obligations under the Agreement, effective October 1, 2018;

NOW THEREFORE, in consideration of the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, COUNTY, CONTRACTOR, and CONNECT AMERICA agree as follows:

1. **Incorporation of Recitals.** The above recitals are hereby made part of this Fifth Amendment, and COUNTY, CONTRACTOR, and CONNECT AMERICA acknowledge and agree that each of the recitals is true and correct.
2. **Change of Contractor's Name.** On the first page and every page thereafter, all references to "Rescue Alert of California, Inc." shall be deleted and replaced with "Connect America.Com LLC, a Delaware limited liability company, dba Connect America West."
3. **Miscellaneous.** All other terms and conditions of the Agreement shall remain unchanged and in full force and effect.
4. **Effective Date.** This Fifth Amendment shall be effective as of October 1, 2018.

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IN WITNESS WHEREOF, the parties have caused their duly authorized representatives to execute this Fifth Amendment.

RESCUE ALERT OF CALIFORNIA, INC., a California corporation

Signature: 

Print: Lindsey Brewster

Title: Sales and Marketing Director

Date: 10/2/18

CONNECT AMERICA.COM, LLC, a Delaware limited liability company

Signature: 

Print: Jonathan Hendricks

Title: General Manager

Date: 10/2/18

COUNTY OF RIVERSIDE, a political subdivision of the state of California

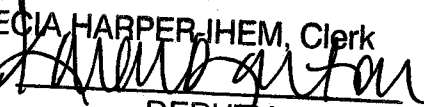
Signature: 

Print: Chuck Washington, Supervisor 3rd District

Title: Chairman of the Board

Date: DEC 11 2018

FORM APPROVED COUNTY COUNSEL
BY:  11/28/18
DANIELLE D. MALAND DATE

ATTEST:
KECIA HARPER-JHEM, Clerk
By: 
DEPUTY