

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



**ITEM: 15.2
(ID # 16750)**

MEETING DATE:
Tuesday, July 27, 2021

FROM: (RUHS) RIVERSIDE UNIVERSITY HEALTH SYSTEM:

SUBJECT: RIVERSIDE UNIVERSITY HEALTH SYSTEM - MEDICAL CENTER: Ratification and Approval of the Amendments to the Master Service Agreement and Software Maintenance Agreement with Conduent Care Management, Inc. for Case Management Software Without Seeking Competitive Bids, Effective July 1, 2020 through June 30, 2025, All Districts. [Annual Cost \$30,616, Total Cost \$153,079, Up to \$3,061 in Additional Compensation Annually] 100% Hospital Enterprise Fund – 40050

RECOMMENDED MOTION: That the Board of Supervisors:

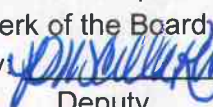
1. Ratify and approve Amendment No. 1 to the Master Service Agreement with Conduent Care Management, Inc. to provide Case Management Software without seeking competitive bids, to extend the term for five (5) years beginning July 1, 2020 in the amount of \$30,616 annually for a total cost of \$153,079 through June 30, 2025, and authorize the Chairperson of the Board to sign the Amendment on behalf of the County; and
2. Ratify and approve Amendment No. 1 to the Software Maintenance Agreement with Conduent Care Management, Inc. to provide Case Management Software without seeking competitive bids, to extend the term for five (5) years beginning July 1, 2020 in through June 30, 2025, and authorize the Chairperson of the Board to sign the Amendment on behalf of the County; and
3. Authorize the Purchasing Agent, in accordance with Ordinance No. 459, based on the availability of fiscal funding and as approved by County Counsel to: sign amendments that exercise the options of the Agreement including modifications of the statement of work that stay within the intent of the Agreement; and sign amendments to the compensation provisions that do not exceed the annual sum total of ten percent (10%) of the total annual cost of the contract.

ACTION: Policy

MINUTES OF THE BOARD OF SUPERVISORS

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

Ayes: Jeffries, Spiegel, Washington, Perez, and Hewitt
Nays: None
Absent: None
Date: July 27, 2021
xc: RUHS-MC

Kecia R. Harper
Clerk of the Board
By: 
Deputy

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STATE OF CALIFORNIA**

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost
COST	\$30,615	\$30,615	\$153,079	\$0
NET COUNTY COST	\$0	\$0	\$0	\$0
SOURCE OF FUNDS: 100% Hospital Enterprise Fund 40050			Budget Adjustment: No	
			For Fiscal Year: 20/21 – 24/25	

C.E.O. RECOMMENDATION: Approve

BACKGROUND:

Summary

Riverside University Health System – Medical Center (RUHS-MC) requires a comprehensive Case Management Software that can integrate all Case Management solutions into one product.

The request to approve Amendment No. 1 will extend the original Master Agreement for five (5) additional years beginning July 1, 2020 and ending June 30, 2025 ensuring RUHS will remain compliant with state mandated Medi-Cal reporting.

The Case Management software provided by Conduent Care Management, Inc allows the Case Management (CM) and Quality Management (QM) departments access to a system that provides customized reporting to evaluate for payers, physicians, facility, and case management team, access to standard reporting based on custom data fields and has the ability to generate graphs for custom indicators, improve disease management, generate patient documents for compliance measures to link patient documents to any function, define action plans, create bench-marking and targets for defined periods by process improvement, and value-based purchasing.

The data collected is used to report on quality measures such as sedation, National Patient Safety Goals (NPSG), blood audits, etc., on a patient encounter/visit level in an electronic format. Without this software the department may be non-compliant with state program regulations thus potentially jeopardizing reimbursement to RUHS.

Impact on Residents and Businesses

These services are a component of RUHS's system of care aimed at improving the health and safety of its patients and the community.

Additional Fiscal Information

There are sufficient appropriations in the department's FY20/21 budget. No additional County funds are required.

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Contract History and Price Reasonableness

On March 24, 2015 (Agenda No. 3-46), the Board of Supervisors approved the Professional Service Agreement with Xerox for Case Management Software for five years without seeking competitive bids. The software allowed RUHS to support the patient through-process by allowing RUHS to share and report data across the organization. The hospital could then incorporate the data from existing information system with Midas+ data.

A Consent to Assignment was entered in by the County and new Contractor Conduent Care Management, Inc. on September 20, 2017. All terms of the Agreement, including all obligation and liabilities, remained in place and fully applicable by the new contractor.

The hospital had conducted extensive research amongst local California Hospitals and found Midas+ used within Alameda County Medical Center, Harbor UCLA Medical Center, Loma Linda University Medical Center, Pomona Valley Hospital Medical Cater and San Joaquin General Hospital. The hospital also reached out to a non-biased rating system which recommended this product available (KLAS) Customer Satisfaction and results show approximately 87.72% over prospective competitors.

ATTACHMENTS: AMENDMENT NO. 1 TO MASTER SERVICE AGREEMENT WITH CONDUENT CARE MANAGEMENT, INC., AMENDMENT NO. 1 TO SOFTWARE MAINTENANCE AREEMENT WITH CONDUENT CARE MANAGEMNET, INC., SOLE SOURCE JUSTIFICATION FORM



Jim Smith, Chief Information Officer 7/16/2021

AMENDMENT No. 1 TO THE SOFTWARE MAINTENANCE AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND CONDUENT CARE MANAGEMENT, INC.

THIS AMENDMENT I ("this Amendment") is by and between the **County of Riverside on behalf of Riverside University Health System ("Client")**, located at 26520 Cactus Avenue, Moreno Valley, California 92555 and **CONDUENT CARE MANAGEMENT, INC. f/k/a MIDASPLUS, INC.** by a legal name change ("**Conduent**"), located at 4801 East Broadway Boulevard, Suite 200, Tucson, Arizona 85711.

WHEREAS, MidasPlus, Inc. and the Riverside County Regional Medical Center entered into Attachment 2 to the Master Agreement effective March 24, 2015 ("**the Software Maintenance Agreement**") whereby Conduent agreed to provide Software Maintenance; and

WHEREAS, Conduent and Client desire to amend the terms of the Software Maintenance Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the parties hereby covenant and agree as follows:

1. Section 8 of the Software Maintenance Agreement is deleted in its entirety and replaced with the following: "The Initial Term or any Renewal Term shall renew in accordance with Section 9.1 of the Master Agreement."
2. This Amendment may be executed in any number of counterparts, each of which will be an original, but all of which together will constitute one instrument. Each party to this Amendment agrees to the use of electronic signatures, such as digital signatures that meet the requirements of the California Uniform Electronic Transactions Act ("CUETA") Cal. Civ. Code §§ 1633.1 to 1633.17), for executing this Amendment. The parties further agree that the electronic signatures of the parties included in this Amendment are intended to authenticate this writing and to have the same force and effect as manual signatures. Electronic signature means an electronic sound, symbol, or process attached to or logically associated with an electronic record and executed or adopted by a person with the intent to sign the electronic record pursuant to the CUETA as amended from time to time. The CUETA authorizes use of an electronic signature for transactions and contracts among parties in California, including a government agency. Digital signature means an electronic identifier, created by computer, intended by the party using it to have the same force and effect as the use of a manual signature, and shall be reasonably relied upon by the parties. For purposes of this section, a digital signature is a type of "electronic signature" as defined in subdivision (i) of Section 1633.2 of the Civil Code.
3. This Amendment shall be deemed incorporated into the Software Maintenance Agreement, and unless otherwise amended herein, all other terms of the Software Maintenance Agreement shall remain in full force and effect.
4. The Effective Date of this Amendment is July 1, 2020.

FORM APPROVED COUNTY COUNSEL
BY ESEN E. SAINZ DATE 4-21-21

IN WITNESS WHEREOF, and intending to be legally bound, the parties hereto, having been duly authorized, execute this Amendment on the dates indicated:

The County of Riverside on behalf of Riverside University Health System:

Karen S. Spiegel
Karen Spiegel, Chairman of the Board of Supervisors

JUL 27 2021
Date

ATTEST:
KECIA R. HARPER, Clerk
By [Signature]
DEPUTY

CONDUENT CARE MANAGEMENT, INC.:

DocuSigned by:
David Williams
David Williams, Executive Vice President

3/17/2021
Date

AMENDMENT No. I TO THE MASTER AGREEMENT BETWEEN THE COUNTY OF RIVERSIDE AND CONDUENT CARE MANAGEMENT, INC.

THIS AMENDMENT I (“this Amendment”) is by and between the County of Riverside on behalf of Riverside University Health System (“Client”), located at 26520 Cactus Avenue, Moreno Valley, California 92555 and CONDUENT CARE MANAGEMENT, INC. f/k/a MIDASPLUS, INC. by a legal name change (“Conduent”), located at 4801 East Broadway Boulevard, Suite 200, Tucson, Arizona 85711.

WHEREAS, MidasPlus, Inc. and the Riverside County Regional Medical Center entered into a certain Master Agreement effective March 24, 2015 (“the Master Agreement”) whereby Client licensed the use of certain software, products, and services from MidasPlus, Inc.; and

WHEREAS, the legal name change of MidasPlus, Inc. was recognized by the parties by a formal assignment of the Master Agreement to Conduent; and

WHEREAS, the parties acknowledge and agree that the Master Agreement had incorrectly identified the Riverside County Regional Medical Center as the contracting party; and

WHEREAS, the Term of the Master Agreement ends June 30, 2020, and Client desires to extend the Term of the Master Agreement and correct the name of the contracting party.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the parties hereby covenant and agree as follows:

1. Retroactive to July 1, 2020, the parties agree to extend the Term of the Master Agreement for five (5) years beginning July 1, 2020 and ending June 30, 2025.
2. Section 9.1 of the Agreement is hereby amended to replace the second sentence as follows: “During the Term of the Master Agreement, the Initial Term or any Renewal Term (collectively “Term”) of the MidasPlus software, as such Terms are defined in a respective Attachment, shall renew upon mutual written agreement by the parties.”
3. This Amendment may be executed in any number of counterparts, each of which will be an original, but all of which together will constitute one instrument. Each party to this Amendment agrees to the use of electronic signatures, such as digital signatures that meet the requirements of the California Uniform Electronic Transactions Act (“CUETA”) Cal. Civ. Code §§ 1633.1 to 1633.17), for executing this Amendment. The parties further agree that the electronic signatures of the parties included in this Amendment are intended to authenticate this writing and to have the same force and effect as manual signatures. Electronic signature means an electronic sound, symbol, or process attached to or logically associated with an electronic record and executed or adopted by a person with the intent to sign the electronic record pursuant to the CUETA as amended from time to time. The CUETA authorizes use of an electronic signature for transactions and contracts among parties in California, including a government agency. Digital signature means an electronic identifier, created by computer, intended by the party using it to have the same force and effect as the use of a manual signature, and shall be reasonably relied upon by the parties. For purposes of this section, a digital signature is a type of “electronic signature” as defined in subdivision (i) of Section 1633.2 of the Civil Code.
4. This Amendment shall be deemed incorporated into the Master Agreement, and unless otherwise amended herein, all other terms of the Master Agreement shall remain in full force and effect.

Riverside University Health System
Moreno Valley, CA

Conduent Confidential

November 7, 2019
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- 5. The parties acknowledge and agree that any and all references to "Client" and/or "Riverside County Regional Medical Center" in the Agreement and any other related Order Form(s) shall mean "the County of Riverside."
- 6. The Effective Date of this Amendment is July 1, 2020.

FORM APPROVED COUNTY COUNSEL
 BY Esena Sainz 4-21-21
 DATE
 ESENE E. SAINZ

IN WITNESS WHEREOF, and intending to be legally bound, the parties hereto, having been duly authorized, execute this Amendment on the dates indicated:

The County of Riverside on behalf of Riverside University Health System:

Karen S. Spiegel
 Karen Spiegel, Chairman of the Board of Supervisors

ATTEST:
 KECIA R. HARPER, Clerk
 By Maria Rasso
 DEPUTY

JUL 27 2021
 Date

CONDUENT CARE MANAGEMENT, INC.:

DocuSigned by:
David Williams
 David Williams, Executive Vice President

3/17/2021
 Date