



Contract Number

SAP Number
4100319529

ARROWHEAD REGIONAL MEDICAL CENTER

Department Contract Representative Telephone Number Andrew Goldfrach
(909) 580-6150

Contractor Ancile Solutions Inc.
Contractor Representative Cameron Gentry
Telephone Number (801) 462-6962
Contract Term 06/30/2023 – 06/29/2028
Original Contract Amount \$198,875
Amendment Amount \$1,126,317
Total Contract Amount \$1,325,192
Cost Center 8483

IT IS HEREBY AGREED AS FOLLOWS:

AMENDMENT NO. 1

This Amendment No. 1 (Amendment) dated May 7, 2024 is made by and between ANCILE Solutions, Inc. ("ANCILE"), and San Bernardino County ("Customer") and modifies the terms to agreement executed between the parties as of June 28, 2023 (Contract).

1. Delete the section, **ORDER DETAILS** on the first page of the Service Order, in its entirety, and replace with the following:

| Professional Services | | | | | |
|-------------------------------------|--------------------------|------------|------------|--------------|----------|
| uPerform Implementation Services | | | | | |
| Application Services | Known Target Application | Start Date | End Date | Quantity | Duration |
| uPerform Cloud Subscription | Epic only | 2023-06-30 | 2028-06-29 | 11,500 Users | 5 Years |
| uPerform Add-ons Epic API and Polly | Epic only | 2023-06-30 | 2028-06-29 | 11,500 Users | 5 Years |

| Fees* | | | | | | |
|-------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-----------------------|
| Item | 06/30/2023 - 06/29/2024 | 06/30/2024 - 06/29/2025 | 06/30/2025 - 60/29/2026 | 06/30/2026 - 06/29/2027 | 06/30/2027 - 06/29/2028 | TOTAL |
| uPerform Implementation Services | | | | | | INCLUDED |
| uPerform Cloud Subscription | \$248,875.00 | \$261,318.75 | \$274,384.69 | \$288,103.92 | \$302,509.12 | \$1,375,191.48 |
| uPerform Add-ons Epic API and Polly | \$0.00 | \$0.00 | \$0.00 | \$0.00 | \$0.00 | INCLUDED |
| *Discount of signed by 6/29 | -\$50,000.00* | | | | | -\$50,000.00 |
| | | | | | | \$1,325,191.48 |

All fees herein inclusive of an Annual Subscription Increase of **5%**

- Campaign Contribution Disclosure (SB1439).** Contractor has disclosed to the County using Attachment A - Campaign Contribution Disclosure Senate Bill 1439, whether it has made any campaign contributions of more than \$250 to any member of the Board of Supervisors or other County elected officer [Sheriff, Assessor-Recorder-Clerk, Auditor-Controller/Treasurer/Tax Collector and the District Attorney] within the earlier of: (1) the date of the submission of Contractor’s proposal to the County, or (2) 12 months before the date this Amendment is approved by the Board of Supervisors. Contractor acknowledges that under Government Code section 84308, Contractor is prohibited from making campaign contributions of more than \$250 to any member of the County Board of Supervisors or other County elected officer for 12 months after the County’s consideration of the Amendment. Campaign contributions include those made by any agent/person/entity on behalf of the Contractor or by a parent, subsidiary or otherwise related business entity of Contractor.
- Full Force and Effect.** The Contract, as amended by this Amendment, remains in full force and effect.
- Capitalized Terms.** Any capitalized term used but not defined in this Amendment shall have the meaning given to it in the Contract or the Addendum, as applicable.
- Counterparts.** This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same Amendment. The parties shall be entitled to sign and transmit an electronic signature of this Amendment (whether by facsimile, PDF or other email transmission), which signature shall be binding on the party whose name is contained therein. Each party providing an electronic signature agrees to promptly execute and deliver to the other party an original signed Amendment upon request.

SAN BERNARDINO COUNTY

ANCILE SOLUTIONS, INC.

(Print or type name of corporation, company, contractor, etc.)



Dawn Rowe, Chair, Board of Supervisors

By

(Authorized signature - sign in blue ink)

Dated: _____
SIGNED AND CERTIFIED THAT A COPY OF THIS
DOCUMENT HAS BEEN DELIVERED TO THE
CHAIRMAN OF THE BOARD

Name _____
(Print or type name of person signing contract)

Title _____
(Print or Type)

Lynna Monell
Clerk of the Board of Supervisors
San Bernardino County

By _____

Dated: _____

Deputy

Address 6085 Marshalee Drive
Suite 300
Elkridge, MD 21075

FOR COUNTY USE ONLY

Approved as to Legal Form

▶
Bonnie Uphold, Supervising Deputy County
Counsel

Date _____

Reviewed for Contract Compliance

▶

Date _____

Reviewed/Approved by Department

▶
Andrew Goldfrach, ARMC Chief Executive Officer

Date _____



ATTACHMENT A

Campaign Contribution Disclosure (SB 1439)

DEFINITIONS

Actively supporting the matter: (a) Communicate directly, either in person or in writing, with a member of the Board of Supervisors or other County elected officer [Sheriff, Assessor-Recorder-Clerk, District Attorney, Auditor-Controller/Treasurer/Tax Collector] with the purpose of influencing the decision on the matter; or (b) testifies or makes an oral statement before the County in a proceeding on the matter; or (c) communicates with County employees, for the purpose of influencing the County's decision on the matter; or (d) when the person/company's agent lobbies in person, testifies in person or otherwise communicates with the Board or County employees for purposes of influencing the County's decision in a matter.

Agent: A third-party individual or firm who is representing a party or a participant in the matter submitted to the Board of Supervisors. If an agent is an employee or member of a third-party law, architectural, engineering or consulting firm, or a similar entity, both the entity and the individual are considered agents.

Otherwise related entity: An otherwise related entity is any for-profit organization/company which does not have a parent-subsidary relationship but meets one of the following criteria:

- (1) One business entity has a controlling ownership interest in the other business entity;
- (2) there is shared management and control between the entities; or
- (3) a controlling owner (50% or greater interest as a shareholder or as a general partner) in one entity also is a controlling owner in the other entity.

For purposes of (2), "shared management and control" can be found when the same person or substantially the same persons own and manage the two entities; there are common or commingled funds or assets; the business entities share the use of the same offices or employees, or otherwise share activities, resources or personnel on a regular basis; or there is otherwise a regular and close working relationship between the entities.

Parent-Subsidiary Relationship: A parent-subsidiary relationship exists when one corporation has more than 50 percent of the voting power of another corporation.

Contractors must respond to the questions on the following page. If a question does not apply respond N/A or Not Applicable.

1. Name of Contractor: ANCILE Solutions, Inc.

2. Name of Principal (i.e., CEO/President) of Contractor, if the individual actively supports the matter and has a financial interest in the decision:
N/A

3. Name of agent of Contractor:

| Company Name | Agent(s) |
|--------------|----------|
| N/A | |
| | |

4. Name of any known lobbyist(s) who actively supports or opposes this matter:

| Company Name | Contact |
|--------------|---------|
| N/A | |
| | |

5. Name of Subcontractor(s) (including Principal and Agent(s)) that will be providing services/work under the awarded contract if the subcontractor (1) actively supports the matter and (2) has a financial interest in the decision and (3) will be possibly identified in the contract with the County or board governed special district.

| Company Name | Subcontractor(s): | Principal and/or Agent(s): |
|--------------|-------------------|----------------------------|
| N/A | | |
| | | |

6. Is the entity listed in Question No.1 a nonprofit organization under Internal Revenue Code section 501(c)(3)?

Yes

No

7. Name of any known individuals/companies who are not listed in Questions 1-5, but who may (1) actively support or oppose the matter submitted to the Board and (2) have a financial interest in the outcome of the decision:

| Company Name | Individual(s) Name |
|--------------|--------------------|
| N/A | |
| | |

8. Was a campaign contribution, of more than \$250, made to any member of the San Bernardino County Board of Supervisors or other County elected officer on or after January 1, 2023, by any of the individuals or entities listed in Question Nos. 1-7?

No If no, please skip Question No. 9.

Yes If yes, please continue to complete this form.

9. Name of Board of Supervisor Member or other County elected officer: _____

Name of Contributor: _____

Date(s) of Contribution(s): _____

Amount(s): _____

Please add an additional sheet(s) to identify additional Board Members/County elected officer to whom anyone listed made campaign contributions.

By signing the Contract, Contractor certifies that the statements made herein are true and correct. Contractor understands that the individuals and entities listed in Question Nos. 1-7 are prohibited from making campaign contributions of more than \$250 to any member of the Board of Supervisors or other County elected officer while award of this Contract is being considered and for 12 months after a final decision by the County.