



**Contract Number**

20-360 A-1

**SAP Number**

4400014504

## Arrowhead Regional Medical Center

<b>Department Contract Representative</b>	Andrew Goldfrach
<b>Telephone Number</b>	(909) 580-6150
<b>Contractor</b>	R1 RCM Holdco Inc.
<b>Contractor Representative</b>	Mark Bockhold
<b>Telephone Number</b>	(312) 324-7820
<b>Contract Term</b>	June 9, 2020 through June 8, 2026
<b>Original Contract Amount</b>	\$750,000
<b>Amendment Amount</b>	\$100,000
<b>Total Contract Amount</b>	\$850,000
<b>Cost Center</b>	8750
<b>Grant Number (if applicable)</b>	N/A

### AMENDMENT NO. 1

**WHEREAS**, County of San Bernardino on behalf of Arrowhead Regional Medical Center and R1 RCM Holdco Inc. (f/k/a R1 RCM Inc.) ("Contractor") entered into a Contract ("Contract") with a term of June 9, 2020 through June 8, 2025 in an amount not to exceed \$750,000 to provide physician advisory services ("Services"); and

**WHEREAS**, as a result of the adoption of a new County Charter, the County of San Bernardino's legal name has been changed to "San Bernardino County";

**WHEREAS**, R1 RCM Inc. changed its name to R1 RCM Holdco Inc. effective June 21, 2022.

**WHEREAS**, the parties now desire to amend the Agreement to extend the term of the Agreement, increase the not-to-exceed contract amount, and update the county's name; and

**NOW THEREFORE**, effective as of the date this Amendment No. 1 is fully executed, the Contract is amended as follows:

1. Section D of the Contract is hereby deleted in its entirety and replaced with the following:

#### **D. TERM OF CONTRACT**

This Contract is effective as of June 9, 2020 and expires June 8, 2026, but may be terminated earlier in accordance with provisions of this Contract.

2. Section F.1 of the Contract is hereby deleted in its entirety and replaced with the following:

The maximum amount of payment under this Contract shall not exceed \$850,000. Fees and pricing of the services are as set forth on Attachment A "Pricing Terms". The consideration to be paid to Contractor, as provided herein, shall be in full payments for all Contractor's services and expenses incurred in the performance hereof, including travel and per diem.

3. All references in the Contract to "County of San Bernardino" are revised to read as "San Bernardino County" ("County").
4. All references in the Contract to "R1 RCM Inc." are revised to read as "R1 RCM Holdco Inc." ("Contractor").
5. Section K of the Contract is amended such that all notices to the Contractor should be addressed as follows:

To Contractor: R1 RCM Holdco Inc.  
Attn: General Counsel  
With copy to: [legal@r1rcm.com](mailto:legal@r1rcm.com)  
433 West Ascension Way, 2<sup>nd</sup> Floor  
Murray, UT 84123-2790

6. The following new section shall be added as Section D(9) Notices to Attachment B Business Associate Agreement and is hereby incorporated into the Contract:

**D.9. Notices.** Any notices to be given hereunder shall be in the manner set forth in the Contract except that notices for HIPAA Privacy, Security and other issues arising under the Agreement shall be directed to the following (or to such other person as either party may so designate from time to time):

To Covered Entity: San Bernardino County  
Arrowhead Regional Medical Center  
Attn: ARMC Chief Executive Officer  
400 North Pepper Avenue  
Colton, CA 92324

With a courtesy copy by email to the following:

Arrowhead Regional Medical Center  
Chief Compliance Officer  
[ShelbyK@armc.sbcounty.gov](mailto:ShelbyK@armc.sbcounty.gov)

To Business Associate: R1 RCM Holdco Inc.  
Attn: SVP, Data Protection and Chief Privacy Officer, Compliance and Risk Dept.  
433 W. Ascension Way, 2<sup>nd</sup> Floor  
Murray, Utah 84123  
Tel: 312 324 7820  
Email: [Privacy@r1rcm.com](mailto:Privacy@r1rcm.com)

7. Levine Act - Campaign Contribution Disclosure (formerly referred to as Senate Bill 1439) - Contractor has disclosed to the County using Schedule 1 – Levine Act - Campaign Contribution Disclosure (formerly referred to as Senate Bill 1439), attached hereto, whether it has made any campaign contributions of more than \$500 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 12 months before the date this Amendment was approved by the Board of Supervisors. Contractor acknowledges that under Government Code section 84308, Contractor is prohibited from making campaign contributions of more than

\$500 to any member of the Board of Supervisors or other County elected officer for 12 months after the County's consideration of the Amendment.

In the event of a further proposed amendment to the Contract, the Contractor will provide the County a written statement disclosing any campaign contribution(s) of more than \$500 to any member of the Board of Supervisors or other County elected officer within the preceding 12 months of the date of the proposed 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.

8. All other terms and conditions of the Contract remain in full force and effect.
9. 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 mail 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 on behalf of Arrowhead  
Regional Medical Center

►  
\_\_\_\_\_  
Dawn Rowe, Chair, Board of Supervisors

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

Lynna Monell  
Clerk of the Board of Supervisors  
San Bernardino County

By \_\_\_\_\_  
Deputy

R1 RCM HOLDCO INC.  
\_\_\_\_\_  
(Print or type name of corporation, company, contractor, etc.)

By ►  
\_\_\_\_\_  
(Authorized signature - sign in blue ink)

Name Kyle Hicok  
\_\_\_\_\_  
(Print or type name of person signing contract)

Title President RPS  
\_\_\_\_\_  
(Print or Type)

Dated: \_\_\_\_\_  
Address 433 W. Ascension Way, Ste 200,  
Murray, UT 84123  
\_\_\_\_\_

**FOR COUNTY USE ONLY**

Approved as to Legal Form	Reviewed for Contract Compliance	Reviewed/Approved by Department
► Charles Phan, Supervising Deputy County Counsel	► _____	► Andrew Goldfrach, ARMC Chief Executive Officer
Date _____	Date _____	Date _____



## SCHEDULE 1 Levine Act – Campaign Contribution Disclosure (formerly referred to as Senate Bill 1439)

The following is a list of items that are not covered by the Levine Act. A Campaign Contribution Disclosure Form will not be required for the following:

- Contracts that are competitively bid and awarded as required by law or County policy
- Contracts with labor unions regarding employee salaries and benefits
- Personal employment contracts
- Contracts under \$50,000
- Contracts where no party receives financial compensation
- Contracts between two or more public agencies
- The review or renewal of development agreements unless there is a material modification or amendment to the agreement
- The review or renewal of competitively bid contracts unless there is a material modification or amendment to the agreement that is worth more than 10% of the value of the contract or \$50,000, whichever is less
- Any modification or amendment to a matter listed above, except for competitively bid contracts.

### **DEFINITIONS**

Actively supporting or opposing the matter: (a) Communicate directly with a member of the Board of Supervisors or other County elected officer [Sheriff, Assessor-Recorder-Clerk, District Attorney, Auditor-Controller/Treasurer/Tax Collector] for 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 for the purpose of influencing the County's decision 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, for compensation, 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: R1 RCM Holdco Inc.
2. Is the entity listed in Question No.1 a nonprofit organization under Internal Revenue Code section 501(c)(3)?  
 Yes ☐ If yes, skip Question Nos. 3-4 and go to Question No. 5      No ☒
3. Name of Principal (i.e., CEO/President) of entity listed in Question No. 1, if the individual actively supports the matter and has a financial interest in the decision Mr. Joe Flanagan.
4. If the entity identified in Question No.1 is a corporation held by 35 or less shareholders, and not publicly traded ("closed corporation"), identify the major shareholder(s):  
Towerbrook Capital Partners and Clayton, Dubilier & Rice (CD&R)
5. Name of any parent, subsidiary, or otherwise related entity for the entity listed in Question No. 1 (see definitions above):

Company Name	Relationship
N/A	

6. Name of agent(s) of Contractor:

Company Name	Agent(s)	Date Agent Retained (if less than 12 months prior)
N/A		

7. 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):
<u>N/A</u>		

8. Name of any known individuals/companies who are not listed in Questions 1-7, 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	

9. Was a campaign contribution, of more than \$500, made to any member of the San Bernardino County Board of Supervisors or other County elected officer within the prior 12 months, by any of the individuals or entities listed in Question Nos. 1-8?

No ☒ If **no**, please skip Question No. 10.

Yes ☐ If **yes**, please continue to complete this form.

10. Name of Board of Supervisor Member or other County elected officer: N/A

Name of Contributor: \_\_\_\_\_

Date(s) of Contribution(s): \_\_\_\_\_

Amount(s): \_\_\_\_\_

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

By signing the Amendment, Contractor certifies that the statements made herein are true and correct. Contractor understands that the individuals and entities listed in Question Nos. 1-8 are prohibited from making campaign contributions of more than \$500 to any member of the Board of Supervisors or other County elected officer while award of this Amendment is being considered and for 12 months after a final decision by the County.