



Contract Number
17-913 -A1

SAP Number

Arrowhead Regional Medical Center

Department Contract Representative	<u>William L. Gilbert</u>
Telephone Number	<u>(909) 580-6150</u>
Contractor	<u>3M Health Information Systems</u>
Contractor Representative	<u>TJ Curatolo</u>
Telephone Number	<u>(801) 770-3311</u>
Contract Term	<u>December 30, 2017 through December 29, 2022.</u>
Original Contract Amount	<u>\$3,620,171</u>
Amendment Amount	<u>\$305,958</u>
Total Contract Amount	<u>\$3,926,129</u>
Cost Center	<u>9187004200</u>

Briefly describe the general nature of the contract: Amendment No. 1 to Software License and Services Agreement No. 17-913 with 3M Health Information Systems, to increase the contract amount by \$305,958 from \$3,620,171 to \$3,926,129, for use of automated medical record coding services within the new Electronic Health Records System at Arrowhead Regional Medical Center, with no change to contract period of December 30, 2017 through December 29, 2022.

FOR COUNTY USE ONLY

Approved as to Legal Form

▶ Bonnie Uphold
Bonnie Uphold, County Counsel

Date 2-4-20

Reviewed for Contract Compliance

▶

Date _____

Reviewed/Approved by Department

▶ William L. Gilbert
William L. Gilbert, Director

Date 2/3/2020

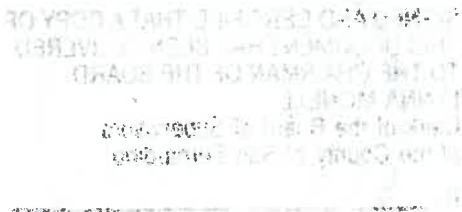


AMENDMENT 1 TO THE SOFTWARE LICENSE AND SERVICES AGREEMENT

THIS AMENDMENT to the Software License and Services Agreement, dated **December 30, 2017** (the "Agreement") between **3M Company and its subsidiaries** (hereinafter referred to as "3M") having an office at 575 West Murray Boulevard, Murray, Utah 84123-4611 and **The County of San Bernardino on behalf of Arrowhead Regional Medical Center** (hereinafter referred to as "Client") with offices at **400 N Pepper Ave, Colton, CA 92324-1819** is effective on the date last signed ("Effective Date").

Client and 3M agree that the above referenced Agreement is amended as follows:


1. **Except as provided in this Amendment, all terms and conditions of the above referenced Agreement will remain in full force and effect.**
2. **Assignment to 3M Health Information Systems, Inc.** Under this Agreement, 3M Health Information Systems, Inc. has always been the sole entity performing all obligations hereunder. As such, this Agreement, and all rights and obligations, past and present, are assigned to 3M Health Information Systems, Inc., with offices located at 575 West Murray Blvd, Murray, UT 84123. Client shall look exclusively to 3M Health Information Systems, Inc. for performance under this Agreement. All references in the Agreement to "3M" shall mean and refer to 3M Health Information Systems, Inc.
3. **AMEND Schedule 1-1, the Annuity Software Schedule, with the actions contained on the Schedule attached below.**




Client has read this Amendment, and when applicable, each Exhibit, and Attachment hereto. To indicate the parties' acceptance and agreement to be bound by the terms and conditions of this Amendment, 3M and Client have executed this Amendment on the date(s) indicated below, to be effective as of the date first indicated above.

THE COUNTY OF SAN BERNARDINO ON BEHALF OF ARROWHEAD REGIONAL MEDICAL CENTER

3M HEALTH INFORMATION SYSTEMS, INC.

BY 
 NAME **Curt Hagman**
 TITLE **Chairman, Board of Supervisors**
 DATE **FEB 11 2020**

BY 
 NAME **John C. Mathison**
 TITLE **VP of HIS Operations**
 DATE **January 9, 2020**

PLEASE EMAIL OR FAX YOUR PURCHASE ORDER IN THE AMOUNT OF **\$305,957.90** AND THE SIGNED AMENDMENT TO:
hisilverspringcontractrequests@mmm.com OR **(651) 732-8469**

FOR 3M INTERNAL USE ONLY

ISSUE DATE:	GPO:	BATCH NUMBER:	CLIENT SITE ID:	AGREEMENT NUMBER:
4/29/2019 TA	*****			
REVISION DATE:	SLA TYPE:	CMR No:		
10/4/2019 TA 11/8/2019 TA 11/20/2019 DGS 12/30/2019 TA 1/8/2020 EK	FLEX	11987898	TY0538	2930198
				JS0189-17 FLEX

PUBLIC FACING COPY OF SCHEDULE 1-1 AND SOW SCHEDULE 1-1

S/O ITEM	CPU ACTION	SKU	AUTHORIZED SITE(S) PRODUCT DESCRIPTION	SITE TYPE LIST FEE	ANNUAL & ONE TIME FEE FOR BILLING CYCLE 12/30/2020 – 12/29/2021	ANNUAL FEE FOR BILLING CYCLE 12/30/2021 – 12/29/2022
261712	WEB	--	ARROWHEAD REG MED CTR--400 N PEPPER AVE, COLTON, CA , HI2930198	Install/Access Site		
1.	Add	360E CAC IP EMR I&T	360 Encompass System - CAC Inpatient EMR Change I&T*		Not made public	Not made public
2.	Add	360E CAC OP EMR I&T	360 Encompass System - CAC Outpatient EMR Change I&T*		Not made public	Not made public
3.	Add	360E CDI EMR I&T	360 Encompass System - CDI EMR Change I&T*		Not made public	Not made public
4.	Add	360E MD EHR CHANGE	360 Encompass MD - EHR Change*		Not made public	Not made public
5.	Add	360E T&M	360E Time and Materials* ¹		Not made public	Not made public
6.	Add	360E T&M	360E Time and Materials* ²		Not made public	Not made public
7.	Add	360E-ENSBL-ADDLC	Additional Ensemble License for Test Environment		Not made public	Not made public
8.	Add	DI T&M	DI Professional Services Fee (Weekend Go-Live Support)**		Not made public	Not made public
9.	Existing	CONNSFT BAS	Connections Software Basic		Not made public	Not made public
10.	Existing	MND CA-S A&B	Medical Necessity Dictionaries CA-s Part A&B		Not made public	Not made public
SITE SUBTOTAL:					\$305,957.90	\$57,115.46

FEE SUMMARY:

FIRST YEAR ANNUAL SOFTWARE LICENSE & SUPPORT FEES:	\$55,458.90
*TOTAL ONE TIME, IMPLEMENTATION & TRAINING FEES:	\$244,708.00
**TOTAL CONSULTING SERVICES FEES:	\$5,791.00
TOTAL THIS AMENDMENT:	\$305,957.90

THE FEES LISTED ABOVE ARE GUARANTEED FOR A PERIOD OF NINETY (90) DAYS FROM THE ISSUE DATE OF THIS AMENDMENT OR DECEMBER 31, 2020, WHICHEVER OCCURS FIRST, UNLESS THIS AMENDMENT IS FULLY EXECUTED PRIOR TO.

Deletion = ♦ Underscored Text = Addition I&T = Implementation and Training PI = Phone Installed CI = Client Installed

360 ENCOMPASS SYSTEM EMR CHANGE

Scope of Work

The scope of services that 3M HIS Implementation Services will provide to Customer includes the following products and services for the update of the client's existing 360 R2 CAC, CDIS and 360eMD installation to accommodate a change in the client's EMR system.

Project management, technical and operational expertise will include the following activities:

- Provide project management to develop the project and implementation plan ensuring an acceptable plan and timeline for the entire project team
- Provide a detailed testing plan.
- Work with Customer on configuration and validation for the implementation of 3M HIS's suite of applications in production and test environments, including the inbound interfaces.
- Assist with the final cut-over from the testing environment to a production environment, including ancillary products and inbound and outbound interfaces

The primary objectives are to achieve optimal Coder and Clinical Documentation Specialist productivity along with preserving/ improving inpatient case mix index in an electronic record environment.

360 ENCOMPASS ENGAGEMENT APPROACH AND METHODOLOGY

3M HIS Implementation Services utilizes a team approach led by a 3M Engagement Manager and a team of highly qualified implementation specialists and subject matter experts. This team brings product, technical and project management expertise with a track record of successful implementations. These resources will have access to the tools, templates, and experience compiled by 3M HIS over years of managing engagements. The 3M approach is to work closely with Customer to position the organization to achieve the maximum benefit from operating the 3M HIS suite of applications.

The 3M™ 360 Encompass™ System project plan approach is as follows:

360 Encompass Pre-Contract Meeting

The 3M Sales Representative will coordinate and conduct a meeting prior to contract finalization. This will ensure that a high level understanding of implementation requirements, resources, time frame and project scope is established and mutually agreed upon. Both parties will agree to the project plan, including milestone dates and resources needed.

A detailed project plan is utilized throughout the implementation process to track tasks, timelines, and progress.

360 ENCOMPASS DELIVERABLES

An example summary of key project stages along with the activities, deliverables, and resources required is included in **Table #1**. Project Management and administration is active throughout the life of the project while the other stages begin and end at designated times.

Table # 1. Summary of Key Project Stages for Customer (for each install site)

COMPUTER ASSISTED CODING PROFESSIONAL RESOURCES

An integrated work team completes the implementation tasks as mapped out in the 3M HIS project plan. Customer resource requirements will be determined in working with 3M; corporate resources may be used to define interfaces and system administration. Site specific resources will be utilized for interface testing (super users).

The following resources comprise the 3M HIS Implementation team:

- Engagement Manager will provide overall project oversight, coordinating all project planning activities and communications, across implementation teams.
- Project Manager will manage and coordinate CAC/CDIS specific project activities.
- Implementation Consultant assists with workflow analysis, product configuration, training and support.
- Interface Integration Analyst will work Customer's integration team to configure and test the document interface(s). Interface analyst will use existing ADT and Physician (MFN) HL7 to feed the Computer Assisted Coding Application.
- Technical Engineer will evaluate established hardware configuration and conduct software installation.

3M will provide qualified resources to perform the services and will strive to maintain the continuity of the project team throughout the implementation.

CUSTOMER RESOURCE REQUIREMENTS FOR COMPUTER ASSISTED CODING:

The following resource requirements will be needed, some of the resources will be facility resources and some will be from the corporate level. Resources will create an integrated work team that will focus on tasks for the project work plan for all facilities. A summary of the work team structure within the organization is:

Project Focus

- Provide oversight throughout the project
- Setting direction for Implementation
- Project Implementation
- Technical Implementation
- Interface Analyst
- Application Implementation
- Use in Live Operations

Project Team Component

- Executive Sponsor and Business Owner
- Executive Sponsor and Business Owner
- Project Manager
- Information Systems Staff
- End Users
- Super User and Information Systems Staff

- Project Manager .5 FTE for CAC portion of the project.
- System Admin Resource .25 FTEs for CAC portion of the project. A backup should be designated for CAC and CDIS.
- Director or Coding Operations .25 FTE for CAC portion of the project.
- Super Users- .25 FTE from each facility--Designated group for the build & testing of CAC/CDIS.
- End Users-Coders/Coding Auditors--All users that will be trained on application.
- Interface Analyst 1 FTE for CAC portion of the project.

The scope of services that the Client will provide as part of the 360e implementation are outlined in **Table #2**.

Table #2. Scope of services Customer will provide:

COMPUTER ASSISTED CODING ROLES OF THE PROJECT TEAM:

- Set project implementation expectations for the Customer team.
- Set and achieve project milestones.
- Communicate project progress.
- Escalate issues to the appropriate source in a timely manner.
- Ensure effective application training and support.
- Coordinate with appropriate third party vendors to assure milestone completion.

COMPUTER ASSISTED CODING PROJECT ROLES AND RESPONSIBILITIES:

The descriptions in **Table #3** provide a summary of primary responsibilities assigned to key project team members throughout the implementation along with recommended skill requirements.

Table #3. Project Roles and Responsibilities

Project Role	Responsibility	Skill Requirements
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Project Manager	<p>The hospital Project Manager is the primary liaison to 3M HIS for strategic and short-term goals related to the successful implementation of the 3M HIS products</p> <ul style="list-style-type: none"> • Successful completion of contractual milestones and defined work plan tasks are the responsibility of the Hospital Project Manager • Assures hospital resources are adequate to successfully complete project milestones on time and within budget • Oversees completion of day-to-day tasks related to implementing the contracted 3M HIS solution • Assigns milestone and work plan tasks to designated team members • Manages the client tasks in the project workbook • Assures the strategic business goals of the organization and the project are communicated • Reports project status on a routine basis • Actively escalates and resolves system, policy and procedure issues. 	<ul style="list-style-type: none"> • 3 or more years demonstrated experience in hospital or project management • Knowledge of standard hardware and software operations procedures • Demonstrated interpersonal skills • Demonstrated presentation skills • Demonstrated problem solving skills • Ability to understand a variety of user disciplines and requirements • Ability to provide leadership and direction in a managed change process
Application System Admin	<p>The application super user is the functional expert for the 3M HIS applications purchased</p> <ul style="list-style-type: none"> • Primarily responsible for building and testing of application(s) • Functions as the primary point of contact for 3M HIS Project Manager and analyst • Key application expert for implementation • Oversees day-to-day tasks related to implementing the application • Leads system build and testing • Actively participates in resolving departmental policy and procedure issues relating to implementation • Ensures proper backups of the 3M HIS applications are captured • Performs system administration tasks • Manages Hospital anti-virus solution • Provides connectivity to and monitors web applications • Provides necessary service accounts to provide access to network resources. • Manages remote access solutions • Manages assigned tasks for detailed disaster recovery solution for 3M HIS applications. 	<ul style="list-style-type: none"> • Expertise in basic knowledge required by application • Thorough knowledge of business operation supported by the application • Thorough knowledge of current business workflow and policies • Good written and oral communication skills • Ability to interact effectively with diverse user populations at diverse skill levels • Good decision-making skills within scope of authority • Ability to work effectively in team lead or individual situations • Ability to lead others in a change process • Ability to work effectively with users at a variety of skill levels
Coder/Coding Auditor	<p>The primary responsibility of the end user is to assist the System Admin during the testing and go lives phases.</p> <ul style="list-style-type: none"> • Implements the application in his/her own department • Assists in system build and testing • Actively participates in resolving departmental policy and procedure issues relating to implementation 	<ul style="list-style-type: none"> • Expertise in basic knowledge required by application • Thorough knowledge of current business workflow and policies • Ability to work effectively with users at a variety of skill levels
Interface Analyst	<p>The Interface Technician is the Hospital's technical integration expert. The Interface Technician will assist in development and transmission of their documents in the standardized HL7 format.</p>	<ul style="list-style-type: none"> • 3 or more years experience in server administration • Good problem solving skills • Thorough knowledge of Hospital technical environment

	<ul style="list-style-type: none"> • Primary responsibility to liaise with EPIC Consultant resources for creation of HL7 interfaces documents that meet required specifications • Responsible for interface design from EPIC that meet required specifications • Responsible for testing and support of HL7 interface documents. 	<ul style="list-style-type: none"> • Experience with creation of HL7 interfaces.
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CLINICAL DOCUMENTATION IMPROVEMENT SYSTEM INSTALLATION AND TRAINING

CLINICAL DOCUMENT IMPROVEMENT SYSTEM PROFESSIONAL RESOURCES

An integrated work team completes the implementation tasks as mapped out in the 3M HIS project workbook. A summary of the work team structure is included in Table 3. Customer resource requirements will be determined in working with 3M; corporate resources may be used to develop interfaces and system administration. Site specific resources will be utilized for interface testing (super users).

The following resources comprise the 3M HIS Implementation team:

- Engagement Manager will provide overall project oversight, coordinating all project planning activities and communications, across implementation teams.
- Project Manager will manage and coordinate CDIS specific project activities
- Interface Integration Analyst will work with Customer's integration team to configure and test the document interface(s). Interface analyst will use existing ADT and Physician (MFN) HL7 to feed the Computer Assisted Coding Application.
- Technical Engineer will evaluate established hardware configuration and conduct software installation.

3M will provide qualified resources to perform the services and will strive to maintain the continuity of the project team throughout the implementation.

CUSTOMER RESOURCE REQUIREMENTS FOR CDIS:

The following Customer resource requirements will be needed some of the resources will be facility resources and some will be from the corporate level. Resources will create an integrated work team that will focus on tasks for the project work plan for all Customer facilities. A summary of the work team structure within the organization is:

Project Focus

- Provide oversight throughout the project
- Setting direction for Implementation
- Project Implementation
- Technical Implementation
- Use in Live Operations

Project Team Component

- Executive Sponsor and Business Owner
- Executive Sponsor and Business Owner
- Project Manager
- Information Systems Staff
- End Users

- Project Manager .25-.50 FTE for CDIS portion of the project.
- System Admin Resource .25 FTE for CDIS portion of the project. A backup should be designated for CAC and CDIS.
- Director or Clinical Documentation Review .25 FTE for CDIS portion of the project.
- End Users-Clinical Documentation Reviewers-All users that will be trained on application.

CDIS ROLES OF THE CUSTOMER PROJECT TEAM:

- Set project implementation expectations for Customer.
- Set and achieve CDIS project milestones.
- Communicate CDIS project progress.
- Escalate issues to the appropriate source in a timely manner.

- Ensure effective application training and support.

CDIS PROJECT ROLES AND RESPONSIBILITIES:

The descriptions in **Table #4** provide a summary of primary responsibilities assigned to key project team members throughout the implementation along with recommended skill requirements.

Table #4. Project Roles and Responsibilities

Project Role	Responsibility	Skill Requirements
Project Manager	<p>The hospital Project Manager is the primary liaison to 3M HIS for strategic and short-term goals related to the successful implementation of the 3M HIS products</p> <ul style="list-style-type: none"> • Successful completion of contractual milestones and defined work plan tasks are the responsibility of the Hospital Project Manager • Assures hospital resources are adequate to successfully complete project milestones on time and within budget • Oversees completion of day-to-day tasks related to implementing the contracted 3M HIS solution • Assigns milestone and work plan tasks to designated team members • Manages the client tasks in the project workbook • Assures the strategic business goals of the organization and the project are communicated • Reports project status on a routine basis • Actively escalates and resolves system, policy and procedure issues. 	<ul style="list-style-type: none"> • 3 or more years demonstrated experience in hospital or project management • Knowledge of standard hardware and software operations procedures • Demonstrated interpersonal skills • Demonstrated presentation • Demonstrated problem solving skills • Ability to understand a variety of user disciplines and requirements • Ability to provide leadership and direction in a managed change process
Application System Admin	<p>The application super user is the functional expert for the 3M HIS applications purchased</p> <ul style="list-style-type: none"> • Primarily responsible for building and testing of application(s) • Functions as the primary point of contact for 3M HIS Project Manager and analyst • Key application expert for implementation • Oversees day-to-day tasks related to implementing the application • Leads system build and testing • Actively participates in resolving departmental policy and procedure issues relating to implementation • Ensures proper backups of the 3M HIS applications are captured • Performs system administration tasks • Manages Hospital anti-virus solution • Provides connectivity to and monitors web applications • Provides necessary service accounts to provide access to network resources. • Manages remote access solutions • Manages assigned tasks for detailed disaster recovery solution for 3M HIS applications. 	<ul style="list-style-type: none"> • Expertise in basic knowledge required by application • Thorough knowledge of business operation supported by the application • Thorough knowledge of current business workflow and policies • Good written and oral communication skills • Ability to interact effectively with diverse user populations at diverse skill levels • Good decision-making skills within scope of authority • Ability to work effectively in team lead or individual situations • Ability to lead others in a change process • Ability to facilitate for automated and change processes and technology in the workplace • Ability to work effectively with users at a variety of skill levels
Clinical Documentation Reviewer	<p>The primary responsibility of the end user is to assist the System Admin during the testing and go lives phases.</p> <ul style="list-style-type: none"> • Implements the application in his/her own department • Assists in system build and testing • Actively participates in resolving departmental policy and procedure issues relating to implementation 	<ul style="list-style-type: none"> • Expertise in basic knowledge required by application • Thorough knowledge of current business workflow and policies • Ability to work effectively with users at a variety of skill levels

CUSTOMER RESPONSIBILITIES FOR CDIS

In connection with 3M's provision of the Services, Customer will perform the tasks, furnish the personnel, provide the resources, or undertake the responsibilities specified below:

- Providing download of Medicare data to allow for the offsite case mix index and profiling analysis, and sample selection for the onsite evaluation.
- Assigning a project coordinator to work with 3M in planning the onsite activities.
- Pulling the selected charts, worksheets and queries performed, if applicable.
- Completing questionnaires and allowing sufficient time to discuss Customer operations to determine appropriate staffing models and recommendations.
- Providing IT support for the upgrade of your existing software and testing.
- Providing the concurrent review staff with a laptop computer or network connectivity in order to access the CDIS to enter electronic documentation and compose queries while on the patient care units.
- Participation in pre-planning activities and allowing availability of key program participants for various meetings, as necessary, throughout the entire project, including the conference at the end of the project.
- Assisting with the reserving and scheduling of all necessary meetings, interviews, conference rooms, workspace and meeting space for onsite activities, and other facilities as mentioned above. Customer will be responsible for videotaping any and all educational sessions, if desired.
- Providing our consultants, while onsite, access to a copier, a fax machine, telephones, analog phone lines and/or Internet connection. If Customer utilizes an electronic medical record, access to terminals will be provided to each of our consultants.
- To the extent that 3M's deliverables include surveys, analyses, reports, evaluations, recommendations or other management consulting services, Customer will be responsible for any implementation decisions and for any future action with respect to the matters addressed in the deliverables.

360 ENCOMPASS GENERAL ASSUMPTIONS

3M HIS's Implementation Services has made the following assumptions in the development of this statement of work:

- Un-hosted Remote Access to servers during implementation:
 - Servers will be available to 3M for remote access via 3M IT Reach (SecureLink) or VPN (Cisco or other VPN)
 - Remote access should be established no later than the onsite Initiation/Kickoff day or project delays are likely to occur
 - Hosted remote access via Webex will likely incur project delays
 - Upon transition to Support post-live, un-hosted remote access can be revoked.
- 3M accounts will require Local Server Admin rights.
- 3M HIS' personnel will be on-site to support initial site "go-live" if requested.
- Interface integration services support will be provided remotely via SecureLink sessions.
- Customer must be able to export text-based documents from HIS system(s) and create an HL7 interface from EPIC and other source systems that meets 360 Encompass requirements.

SYSTEM HARDWARE AND SUPPORT ASSUMPTIONS

- Customer will maintain the 3M HIS server configuration such as operating system updates, backups, etc. The Customer IT staff will attend all required training.
- The Customer IT organization is responsible for verifying end to end network configuration and testing for remote staff consisting of coding staff and designated others authorized for production use of the 3M HIS solutions.
- Customer will provide the server(s) in accordance with 3M HIS hardware and software requirements for the facility, R2 Environment?
- The enterprise data center has sufficient connectivity to support all facilities.

INTERFACE ASSUMPTIONS

- Customer and 3M will work together to develop and test the following inbound interfaces: Document HL7 interfaces and Physician Table. The existing ADT interface will be utilized to feed the CAC system.
- 3M can accept as many interfaces into the Engine as Customer would like to provide. Customer is responsible for getting the HL7 feed to the 3M engine and in the specified format (see 3M Interface Specifications).

- Customer needs to be able to provide unique patient, visit and provider identifiers across the enterprise system. If unique values are not available, the site needs to be able to send a unique visit identifier (PID18) within each facility along with a unique facility identifier (MSH3.2) for every HL7 message.

ADMINISTRATIVE AND TRAINING WORKSPACE ASSUMPTIONS

- Customer will use SecureLink hosted by 3M for remote training and system build assistance or problem resolution as needed
- Customer will provide access via 3M IT Reach (SecureLink) or un-hosted VPN (Cisco or Other VPN access) for remote system build or problem resolution as needed.
- Customer will provide a designated training room or connection information for a remote training session.

360 PROJECT TEAM STAFFING AND PARTICIPATION

- 3M HIS will work closely with Customer leadership during the engagement.
- Customer will conduct end to end integration testing of all in-house and remote workflow, system integration, and connectivity.
- Customer is responsible for the content validation and accuracy of site specific data.
- 3M HIS will validate system functionality for delivered product.
- Customer staff will be assigned and available for 3M HIS's any scheduled on-site visit activities. 3M HIS provides a detailed visit agenda and participant list prior to the on-site visit. The visit has a follow-up task list with activities to be completed prior to the next scheduled visit.

360 ENCOMPASS WORK EFFORT:

- Project management can be up to 1 FTE depending upon the rollout of 360 Encompass specific for Customer.
- Business Owner on average will have to spend up to .25 of their time for system build discussions, workflow redesign, and policy and procedure discussions. In addition, each resource should expect to maintain their role up to one month after go live. Business Owners are periodically engaged from initial implementation assessment to post- go live.
- System Admin are typically engaged from management training and system design and build to post live, and may participate in the initial implementation assessment.
- Super users may be engaged periodically for testing or design validation.
- Technical staff are periodically involved from initial installation of the software through post go live.
- Interface resource is significantly involved in the CAC phase of the 360 implementation and during the interface testing of CAC will require 1 FTE, due to the number of facilities.

DATA CLEAN-UP SERVICES

Clean Data Requirements. As part of the implementation process, 3M will conduct a data validation of Client's current patient data ("Data Validation"). Client must provide and make production data available to 3M for the Data Validation. The Data Validation will analyze Client's current data and verify that the data being interfaced into 3M software meets 3M requirements ("Clean Data"). Client must provide production data to 3M at least 2 weeks prior to Go-Live to complete the Data Validation. Client accepts all responsibility of rectifying any issues identified in the Data Validation to meet the Clean Data requirements prior to Go-Live, or be subject to the Data Clean-Up fee below.

Fees. Should Client choose to Go-Live without achieving a state of Clean Data, any post Go-Live efforts by 3M required to achieve Clean Data will be subject to additional fees ("Data Clean-Up"). Client agrees to pay the 3M standard Data Clean-Up fee of \$10,000, due upon date of invoice. Prior to performing any Data Clean-Up, all data identified by 3M which is not Clean Data and/or is adversely affecting the performance of the 3M software, will be clearly identified by 3M, including the necessary actions required to correct the issue. If Client does not correct all issues and is unable to provide Clean Data, then each subsequent effort by 3M to resolve the issues will incur an additional \$10,000 fee, due upon date of invoice.

* * *