



Contract Number

22-987 A-1

SAP Number

4400021792

Inland Counties Emergency Medical Agency

Department Contract Representative
Telephone Number

Daniel Muñoz

909-388-5807

Contractor
Contractor Representative
Telephone Number
Contract Term
Original Contract Amount
Amendment Amount
Total Contract Amount
Cost Center

FirstWatch Solutions, Inc.

Katelyn Gilligan

760-658-9850

October 4, 2022 to October 3, 2027

\$175,500

\$40,000

\$215,500

1110002686

IT IS HEREBY AGREED AS FOLLOWS:

AMENDMENT NO. 1

This Amendment No. 1 ("Amendment") dated February 27, 2024, is made by and between FirstWatch Solutions, Inc. ("Contractor"), and Inland Counties Emergency Medical Services Agency ("ICEMA") and modifies the not-to-exceed amount and terms to agreement No. 22-987 executed between the parties as of October 4th, 2022 ("Contract") with no change to the contract period of October 4, 2022, to October 3, 2027.

1. Effective February 27, 2024, ADD the "**Additional Services Payment Schedule**", incorporated and attached hereto, to the Contract existing payment schedule labeled as "**Schedule A**" in the Contract, as fully set forth therein.
2. Effective February 27, 2024, ADD the following as a new **Paragraph 19, CAMPAIGN CONTRIBUTION DISCLOSURE (SB 1439)**, and attach **Schedule D**, incorporated and attached herein, which shall read as follows:

19. Campaign Contribution Disclosure (SB 1439). Contractor has disclosed to the Inland Counties Emergency Medical Services Agency (ICEMA) using the "Schedule D" - Campaign Contribution Disclosure Senate Bill 1439, whether it has made any campaign contributions of more than \$250 to any member of the Board of Directors or other San Bernardino 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 Contract was approved by the Board of Directors. Contractor acknowledges that under Government Code section 84308,

Contractor is prohibited from making campaign contributions of more than \$250 to any member of the Board of Directors or other San Bernardino County elected officer for 12 months after ICEMA's consideration of the Contract.

In the event of a proposed amendment to this Contract, the Contractor will provide ICEMA a written statement disclosing any campaign contribution(s) of more than \$250 to any member of the Board of Directors or other San Bernardino 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.

3. All other provisions and terms of the Contract shall remain the same and are hereby incorporated by reference. In the event of any conflict between the Contract and this Amendment, the terms and conditions of this Amendment shall control.

4. 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.

END OF AMENDMENT.

INLAND COUNTIES EMERGENCY MEDICAL
AGENCY

►

Dawn Rowe, Chair, Board of Directors

Dated:

FEB 27 2024

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

By

Lynna Monell
Secretary of the Board of Directors



FirstWatch Solutions, Inc.

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

By

(Authorized signature - sign in blue ink)

Name Todd Stout

(Print or type name of person signing contract)

Title President

(Print or Type)

Dated: 01/22/2024

Address 2035 Corte Del Nogal Suite 101
Carlsbad, CA 92011

FOR INLAND COUNTIES EMERGENCY MEDICAL AGENCY USE ONLY

Approved as to Legal Form

►

John Tubbs II

John Tubbs II, County Counsel

Date

1-23-24

Reviewed for Contract Compliance

►

Date

Reviewed/Approved by Department

►

Date

Schedule "A"

Additional Services Payment Schedule



Inland Counties Emergency Medical Agency
 IDV, PowerBI Feed & Public Facing EMS Dashboard with Prorated Annual Support & Maintenance
 for Year 1 to Coincide with the Existing Agreement

FirstWatch Solutions, Inc.

2035 Corte Del Nogal, Suite 101

Carlsbad, California 92011 USA

Phone: 760-943-9123 Fax: 760-268-0922

Attn: Sally Olson-Nelson, Regional Manager (Ph Ext 290)

System Enhancement Quote

Customer Information:

Name: **Steven Arias, Business Systems Analyst III**
 Organization: **Inland Counties EMS Agency**
 Address: **1425 S D Street**
 City, ST Zip: **San Bernardino, CA 92408**
 Phone: **909-388-5522**
 Email: **Steven.Arias@isd.sbcounty.gov**

Quote Information:

Date: 1/17/2024
 Expiration Date: 7/15/2024

| Qty | Description | Unit Price | Item Total |
|-----|---|------------|--------------------|
| | Interactive Data Visualization Module (IDV) | | |
| 1 | IDV add-on (Requires a Trigger - either new or existing) | \$2,500.00 | \$2,500.00 |
| 1 | IDV Annual Support & Maintenance (prorated 3/4/24-10/3/24) | \$550.00 | \$319.18 |
| | Sub-total | | \$2,819.18 |
| | EMS PowerBI Report / Dashboard | | |
| 1 | Agency "External" EMS Public Facing Dashboard | \$7,500.00 | \$7,500.00 |
| 1 | "External" EMS Public Facing Dashboard Annual Support & Maintenance (prorated 3/4/24-10/3/24) | \$3,500.00 | \$2,031.17 |
| 1 | EMS Report / Dashboard - Training / Consulting | \$750.00 | \$750.00 |
| | Sub-total | | \$10,281.17 |
| | Data Mover (DMVR) to PowerBI Feed | | |
| 1 | Data Mover | \$2,500.00 | \$2,500.00 |
| 1 | Data Mover Annual Support & Maintenance (prorated 3/4/24-10/3/24) | \$2,500.00 | \$1,450.84 |
| | Sub-total | | \$3,950.84 |
| | Project Management | | |
| 1 | FirstWatch Project Management | \$1,800.00 | \$1,800.00 |
| | Sub-total | | \$1,800.00 |
| | Total of Items Above with Prorated Annual Support & Maintenance (3/4/24-10/3/24) | | \$18,851.19 |

Payment of All Year One Fees

| | |
|--|--------------------|
| System Enhancement (Payment of All Year One Fees) - Total: With Prorated Annual Support & Maintenance (3/4/24-10/3/24) | \$18,851.19 |
|--|--------------------|

Estimated Annual Support & Maintenance beyond Year 1

| | |
|--|------------|
| Estimated Annual Support & Maintenance for Year 2 (10/4/24 - 10/3/25) (based on a 3% annual increase): | \$6,677.85 |
| Estimated Annual Support & Maintenance for Year 3 (10/4/25 - 10/3/26) (based on a 3% annual increase): | \$6,878.19 |
| Estimated Annual Support & Maintenance for Year 4 (10/4/26 - 10/3/27) (based on a 3% annual increase): | \$7,084.53 |

Important Project Notes

NOTE 1: If Customer's data from CAD, ePCR, RMS (or other system(s)) is to be provided to FirstWatch via another Vendors Hosted Environment, fees payable to that Vendor (not reflected/included in this project quote) may be required. FirstWatch recommends that the Customer learn about options and costs associated with their Hosted Vendors approach & process - as fees will likely be required by Vendor to establish data feed/connection into FirstWatch.

If customer plans to switch Vendor for CAD, ePCR or RMS (other data system) from existing data interface feeding into FirstWatch, in addition to the Data Source Interface fee of \$7,500, additional work & fees will be required to convert specialized system enhancement modules such as FirstPass, OCU as well as Complex Triggers & Customized Reports, all of which can be Price upon Request (in advance). Also; when Customer selects a new Vendor (for CAD, ePCR or RMS (other data system)), FirstWatch highly recommends a minimum of 90-day advanced notice so as to provide quote for work required, as well as to allow FirstWatch enough lead time to plan conversion work prior to new system cut-over. Additional Details about Proposed Project and Data Source Interfaces and Changes are outlined on Page 2. All Fees Quoted are in US Dollars (USD).

NOTE 2: This quote is for one (1) Interactive Data Visualization (IDV) Module, the EMS PowerBI Report / Public Facing Dashboard, and the FirstWatch Data Mover for feeding back the ICEMA data to PowerBI at ICEMA.

Data Mover for PowerBI consumption: FirstWatch will develop a process to take data from CAD & ePCR Triggers and transmit it securely via sftp to ICEMA for consumption into their PowerBI system. Data Mover will send the data on an hourly basis to start. The frequency can be adjusted up/down if required. The format will be XML.

Data Mover to PowerBI:

Transmission Mechanism: sftp Frequency:

Hourly

Format: XML

Source: Trigger Data (CAD and ePCR)

If this quote was approved by the end of next week (December 8, 2023), below are our estimated ETAs for completion.

1. IDV – ETA 01/22/24-01/26/24

2. PBI Dashboard – ETA 02/12/24-02/23/24

If ICEMA is looking to have one start date as soon as possible to move this forward, FirstWatch would recommend 03/01/24.

Annual Support and Maintenance (ASM) has been prorated within this quote to coincide with the existing FirstWatch Agreement.

Please see Page 3 for Additional Information

Thank you for the opportunity to present this quote.

To authorize FirstWatch to proceed with proposed enhancements, please send PO or signed copy (all pages) back to:
Fax - Sales @ (760) 268-0922 or Email - sallyo@firstwatch.net

Accepted: _____

Title: _____

Date: _____

Inland Counties EMS Agency
'System Enhancement Quote' - 01/17/2024 - Additional Information

General Project Information

FirstWatch has worked diligently to keep pricing 'fair and reasonable,' as well as in developing a REMOTE approach to FirstWatch software sales, presentation, deployment, installation, data interface, system configuration and training; as such we have NOT included any fees for travel associated with this project. If travel is requested / required by customer, customer will be asked to pay for all travel-related expenses (e.g., transportation, accommodations, food) incurred by FirstWatch at the request of customer and approved by customer in advance, for Software-related services such as on-site installation, training, customization, integration, support and maintenance.

This quotation is valid for 180 days from creation as noted on the top of page 1. For additional information or questions please contact the FirstWatch Representative also noted on the top of page 1.

Payment Option - System Enhancement Standard Purchase

This payment option includes all Year 1 project fees, with a standard payment breakdown based upon the following project milestones: 50% of all Year 1 project fees payable at contract signing or receipt of a Purchase Order and the remaining 50% payable at project completion or Go Live.

Data Mover

Data Mover sets up a process to automatically send data from FirstWatch to a customer. This includes data via Triggers, dashboards, workspace and alerts. Usually the data is enhanced by a variety of calculations at detailed per call/per record level and custom geographic areas. Some uses could be characterized by sending data to a customer's local public health agency with processed and validated records, etc.

Annual Support & Maintenance (ASM)

Annual Support recurs annually and includes: system enhancements, updates and patches, 24/7 urgent technical support, business hour support for routine issues and guidance with configuration of your FirstWatch System. Support fees increase annually. Annual Support fee increase is projected (for budget purposes) at 3% per year.

Schedule "D"

Campaign Contribution Disclosure (Senate Bill 1439)

DEFINITIONS

Actively supporting the matter: (a) Communicate directly with a member of the Board of Directors 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 ICEMA in a proceeding on the matter for the purpose of influencing the ICEMA's decision on the matter; or (c) communicates with ICEMA employees, for the purpose of influencing the ICEMA'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 ICEMA employees for purposes of influencing the ICEMA'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 Directors. 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.

CONTRACTOR 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:

FirstWatch Solutions, Inc.

2. Is the entity listed in Question No. 1 a non-profit 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:

Todd Stout

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):

Todd Stout

5. Name of any parent, subsidiary, or otherwise related entity for the entity listed in Question No. 1 (see definitions above):

| Company Name | Relationship |
|----------------|--------------|
| Not Applicable | |
| | |

6. Name of agent(s) of CONTRACTOR:

| Company Name | Agent(s) | Date Agent Retained (if less than 12 months prior) |
|----------------|----------|---|
| Not Applicable | | |
| | | |

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): |
|----------------|-------------------|----------------------------|
| Not Applicable | | |
| | | |

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 |
|----------------|--------------------|
| Not Applicable | |
| | |

9. Was a campaign contribution, of more than \$250, made to any member of the ICEMA Board of Directors 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 Director 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 or other County elected officers to whom anyone listed made campaign contributions.

By signing below, 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 \$250 to any member of the Board of Directors or other County elected officer while this matter is pending and for 12 months after a final decision is made by ICEMA.



Signature

Todd Stout

Print Name

01/22/2024

Date

Print Entity Name, if applicable