

THE INFORMATION IN THIS BOX IS NOT A PART OF THE CONTRACT AND IS FOR COUNTY USE ONLY



Contract Number

21-787

SAP Number

4400009987

Arrowhead Regional Medical Center

Department Contract Representative
Telephone Number

William L. Gilbert
(909) 580-6150

Contractor
Contractor Representative
Telephone Number
Contract Term

UpToDate, Inc.
William Newbauer IV
203-450-5485
December 1, 2015 through
November 30, 2026

Original Contract Amount
Amendment Amount
Total Contract Amount
Cost Center

\$101,022
\$110,001
\$211,023
8690

Briefly describe the general nature of the contract:

Amendment No. 2 to the Lexicomp Software License Subscription Agreement with UpToDate, Inc., for a subscription to the Lexi-Comp database of drug information, increasing the contract amount by \$110,001, from \$101,022 to \$211,023, and extending the term by five years for a total contract period from December 1, 2015 through November 30, 2026.

FOR COUNTY USE ONLY

Approved as to Legal Form

►
Bonnie Uphold, Deputy County Counsel

Date 8-31-2021

Reviewed for Contract Compliance

► _____
Date _____

Reviewed/Approved by Department

►
William L. Gilbert, Director

Date 9/2/21

AMENDMENT TO THE LEXICOMP SOFTWARE LICENSE AGREEMENT

This Second Amendment to the Lexicomp Software License Agreement ("Amendment") is made effective as of December 1, 2021 ("Amendment Effective Date") by and between UpToDate, Inc., a Delaware corporation, (hereafter "UpToDate"), and County of San Bernardino on behalf of Arrowhead Regional Medical Center (hereafter "Customer"). UpToDate and Customer are collectively referred to herein as the "parties" and individually as a "party".

Background

- A. WHEREAS Customer and Lexi-Comp, Inc. entered into that certain Lexicomp Software License Agreement dated December 1, 2015 (the "Agreement").
- B. WHEREAS Lexi-Comp, Inc. changed its name to Wolters Kluwer Clinical Drug Information, Inc. effective April 8, 2015.
- C. WHEREAS, in conjunction with a reorganization of certain lines of business, effective June 30, 2020 (the "Merger Date"), Wolters Kluwer Clinical Drug Information, Inc. ("WKCDI"), a subsidiary of Wolters Kluwer Health, Inc. ("WKH"), merged with and into UpToDate, Inc. ("UpToDate"), also a subsidiary of WKH, with UpToDate being the surviving entity.
- D. WHEREAS, UpToDate is the successor-in-interest to all rights and obligations under this Agreement as of the Effective Date. Accordingly, references to "Wolters Kluwer Clinical Drug Information, Inc." and "WKCDI" throughout this Agreement are deemed to instead be references to "UpToDate, Inc." and "UpToDate", respectively.
- E. WHEREAS, the parties desire to amend the Agreement as set forth herein.

Agreement

NOW, THEREFORE, the parties hereby agree to as follows:

1. Extended Term. The parties agree to extend the Subscription Term for an additional five-year period through and ending on November 30, 2026.
2. Exhibit B is amended as follows.

Annual License Fees. The Annual License Fees are as follows for each year of the renewal term.

Fee Term Commencing December 1, 2021 and ending November 30, 2022:	\$19,907.00 USD
Fee Term Commencing December 1, 2022 and ending November 30, 2023:	\$20,903.00 USD
Fee Term Commencing December 1, 2023 and ending November 30, 2024:	\$21,948.00 USD
Fee Term Commencing December 1, 2024 and ending November 30, 2025:	\$23,045.00 USD
Fee Term Commencing December 1, 2025 and ending November 30, 2026:	\$24,198.00 USD

All other terms and conditions of Exhibit B shall remain in full force and effect.

3. General. All other terms and provisions of the Agreement, as amended, shall remain in full force and effect. This Amendment shall take effect on the Amendment Effective Date, and any and all provisions of the Agreement not expressly amended herein shall remain in full force and effect. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same. The parties shall be entitled to sign and transmit an electronic signature of this Agreement (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 Agreement upon request.

IN WITNESS WHEREOF, the Customer and UpToDate hereto have caused this Amendment to be signed by its duly authorized representatives.

UPTODATE, INC.

BY:  _____

NAME: John Phelan

TITLE: Contract Manager

DATE: 10-8-21

CUSTOMER

BY:  _____

NAME: Curt Hagman
Chairman, Board of Supervisors

TITLE: _____

DATE: OCT 26 2021

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
of the County of San Bernardino

By  _____
Deputy

