

PURCHASE AGREEMENT DHHS-Public Health

**Oral Health Solutions
7/1/17-12-31-2020**

ROUTE TO:

	Department	Approved	Disapproved	Date		Department	Approved	Disapproved	Date
1	Branch Director	<u>MS</u>	___	<u>9/7/18</u>	3	Risk Manager	<u>KKB</u>	___	<u>10/3/18</u>
	Auditor	___	___	___	4	Purchasing	<u>log</u>	___	<u>10/4/18</u>
2	County Counsel	<u>JN</u>	___	<u>11/02/18</u>		Other	___	___	___

Comments: Please return fully executed Agreement to the DHHS-Contract Unit (4th Floor/Pro Building).

Contact for Information	Name	Heidi Chappell
Phone/Ext. Number	Number	268-2183

This Amendment has been reviewed and approved by Counsel and Risk.

Discussion: the Agreement with Oral Health Solutions (OHS) is to develop a mobile device based app for case management and client tracking for the Dental Transformation Initiative (DTI). *** Both lines have been signed by the CEO of OHS as, though they are a corporation, they are a small company in which Bruce fills all official corporation positions that qualify to sign this amendment. This First Amendment addresses the changes made to the Year 2 budget that includes the rollover funds from Year 1, as approved by the Department of Health Care Services (DHCS).

The contract term date is: July 1, 2017 - December 31, 2020

The maximum cap for the term of this Agreement shall not exceed: \$43,325

FIRST AMENDMENT
PROFESSIONAL SERVICES AGREEMENT
BY AND BETWEEN
COUNTY OF HUMBOLDT
AND
ORAL HEALTH SOLUTIONS, INC.
FOR JULY 1, 2017 THROUGH DECEMBER 31, 2020

This First Amendment to the Professional Services Agreement dated October 11, 2017 by and between the County of Humboldt, a political subdivision of the State of California, hereinafter referred to as "COUNTY," and Oral Health Solutions, Inc., a California corporation hereinafter referred to as "CONTRACTOR," is entered into this 4th day of October, 2018

WHEREAS, COUNTY, by and through its Department of Health and Human Services – Public Health ("DHHS – Public Health") was awarded a four year grant from the Department of Health Care Services ("DHCS") to act as a Local Dental Pilot Project ("LDPP") as part of a statewide Dental Transformation Initiative ("DTI"),

WHEREAS, on October 11, 2017 COUNTY and CONTRACTOR entered into a Professional Services Agreement ("Agreement") for development, deployment and technical assistance of a dental data collection system; and

WHEREAS, DHCS has authorized budget amendments to permit unspent Year 1 funds to be rolled into Year 2 budgets for the LDPP and has approved Year 2 budget revisions as requested by COUNTY and CONTRACTOR; and

WHEREAS, the parties now desire to amend certain provisions of the Agreement to allow for unspent funds in Year 1 to be included in the Year 2 budget;

NOW THEREFORE, the parties mutually agree as follows:

1. Exhibit B – Schedule of Rates ("Exhibit B") is hereby amended and is attached hereto and incorporated herein by reference. The amended version of Exhibit B attached hereto shall supersede any and all prior versions thereof as of June 1, 2018.
2. The Professional Services Agreement is hereby amended to add Section 40 - Counterparts.

40. COUNTERPARTS:

This Agreement and any amendments hereto may be executed in one or more counterparts, each which shall be deemed to be an original and all of which, when taken together, shall be deemed to be one and the same agreement. A signed copy of this Agreement and any amendments hereto transmitted by email or by other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Agreement and any amendments hereto for all purposes.

3. Except as modified herein, the Agreement executed on October 11, 2017 shall remain in full force and effect. In the event of a conflict between the provisions of this First Amendment and the original Agreement, the provisions of this First Amendment shall govern.

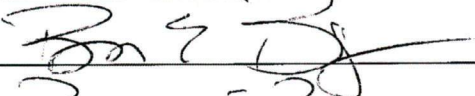
[Signatures on Following Page]

IN WITNESS WHEREOF, the parties have entered into this First Amendment as of the first date written above.

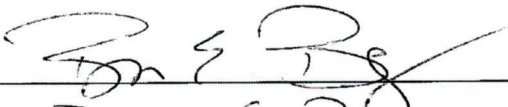
TWO SIGNATURES ARE REQUIRED FOR CORPORATIONS:

- (1) CHAIRPERSON OF THE BOARD, PRESIDENT, OR VICE PRESIDENT; AND
- (2) SECRETARY, ASSISTANT SECRETARY, CHIEF FINANCIAL OFFICER OR TREASURER.

ORAL HEALTH SOLUTIONS, INC.:

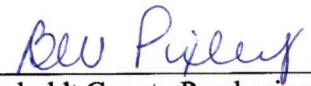
By: 
Name: Bruce E Boyer
Title: President

Date: 9/12/2018

By: 
Name: Bruce E. Boyer
Title: Board Secretary

Date: 9/12/2018

COUNTY OF HUMBOLDT:

By: 
Humboldt County Purchasing Agent

Date: 10-4-2018

LIST OF EXHIBITS:

EXHIBIT B – Oral Health Solutions Schedule of Rates

EXHIBIT B
 Oral Health Solutions, Inc.
 Year 1
 07/01/2017 through 12/31/2017

Personnel

Position Title	# of Staff	Monthly Salary Range	FTE %	Annual Cost
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Project Director	1	\$12,500 - \$12,500	5 %	\$ 2,218
Software Technician	1	\$4,166.67 - \$4,166.67	15 %	\$ 2,100

Total Salary	\$	4,318
Fringe Benefits (0%)	\$	0

Total Personnel \$ 4,318

Operating Expenses

iOS tablet for development	\$0
Dental Data Manager Subscription	\$1,500

Total Operating Expenses \$ 1,500

Equipment

N/A	\$0
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Total Equipment Expenses \$ 0

Travel (At CalHR reimbursement rates)

Total Travel \$ 0

Subcontracts

N/A

Total Subcontracts \$ 0

Other Costs

N/A

Total Other Costs \$ 0

Indirect Costs (10% of salary)

Indirect Costs \$ 432

Annual Budget Total \$ 6,250

EXHIBIT B
 Oral Health Solutions, Inc.
 Year 2
 01/01/2018 through 12/31/2018

Personnel

Position Title	# of Staff	Monthly Salary Range	FTE %	Annual Cost
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Project Director	1	\$12,500 - \$12,500	5 %	\$ 7,200
Junior Software Engineer	1	\$4,166.67 - \$4,166.67	12%	\$ 12,000

Total Salary	\$ 19,200
Fringe Benefits (0%)	\$ 0

Total Personnel \$ 19,200

Operating Expenses

Dental Data Manager Subscription	\$3,000
iOS tablet for development	\$630

Total Operating Expenses \$ 3,630

Equipment

N/A \$0

Total Equipment Expenses \$ 0

Travel (At CalHR reimbursement rates)

Total Travel \$ 2,000

Subcontracts

N/A

Total Subcontracts \$ 0

Other Costs

N/A

Total Other Costs \$ 0

Indirect Costs (10% of salary)

Indirect Costs \$ 1,920

Annual Budget Total \$ 26,750

EXHIBIT B
 Oral Health Solutions, Inc.
 Year 3
 01/01/2019 through 12/31/2019

Personnel

Position Title	# of Staff	Monthly Salary Range	FTE %	Annual Cost
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Project Director	1	\$12,500 - \$12,500	1.5 %	\$ 2,250
Software Technician	1	\$4,166.67 - \$4,166.67	3.5 %	\$ 1,750

Total Salary \$ 4,000
Fringe Benefits (0%) \$ 0

Total Personnel \$ 4,000

Operating Expenses

Dental Data Manager Subscription \$2,000

Total Operating Expenses \$ 2,000

Equipment

N/A \$0

Total Equipment Expenses \$ 0

Travel (At CalHR reimbursement rates)

Total Travel \$ 0

Subcontracts

N/A

Total Subcontracts \$ 0

Other Costs

N/A

Total Other Costs \$ 0

Indirect Costs (10% of salary)

Indirect Costs \$ 400

Annual Budget Total \$ 6,400

EXHIBIT B
 Oral Health Solutions, Inc.
 Year 4
 01/01/2020 through 12/31/2020

Personnel

Position Title	# of Staff	Monthly Salary Range	FTE %	Annual Cost
Project Director	1	\$12,500 - \$12,500	0.5 %	\$ 750
Software Technician	1	\$4,166.67 - \$4,166.67	2 %	\$ 1,100
Total Salary				\$ 1,750
Fringe Benefits (0%)				\$ 0
Total Personnel				\$ 1,750

Operating Expenses

Dental Data Manager Subscription	\$2,000
Total Operating Expenses	
\$ 2,000	

Equipment

N/A	\$0
Total Equipment Expenses	
\$ 0	

Travel (At CalHR reimbursement rates)

Total Travel	\$ 0
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Subcontracts

N/A	
Total Subcontracts	
\$ 0	

Other Costs

N/A	
Total Other Costs	
\$ 0	

Indirect Costs (10% of salary)

Indirect Costs	\$ 175
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Annual Budget Total	\$ 3,925
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