

Lucy Flores Mendez

B.O. 16-233

From: Silas Halloran-Steiner
Sent: Wednesday, June 08, 2016 12:11 PM
To: Mary Starrett; Laura Tschabold
Cc: Keri Hinton; Lucy Flores Mendez; Paul Partridge; Terry Malay; Christina Malae
Subject: Board Consideration: Children's Nursing Specialties dba Nursingale
Attachments: CNS dba Nursingale Amendment 4.pdf

Hi Mary and Laura,

The attached amendment to our agreement with Children's Nursing Specialties dba Nursingale in the amount of \$372,288 extends the term through June 30, 2017 and adds language for compliance with tax laws pursuant to SB 675 out of the 2015 legislative session. The total amount is not included in our 2016 – 2017 Health and Human Services Adopted Budget as this amendment is a temporary safety measure to ensure no disruption of service. Payments for this agreement are currently being paid through the MMIS system under a pilot/demonstration project which we expect to continue as it is currently working smoothly, however, this agreement will serve to prevent a lapse of core services to one high need individual.

Nursingale provides direct nursing services to a designated client enrolled in our Developmental Disabilities program.

I recommend the Board approve this amendment as written. Please let me know if you have any questions.

Lucy/Keri, please place this on the next Board Agenda for approval. Suggested Board Agenda language:

“Approve an amendment between Yamhill County Health and Human Services and Children's Nursing Specialties dba Nursingale for \$372,288 effective July 1, 2016.”

Thanks,

Silas Halloran-Steiner
Director, Yamhill County Health and Human Services Department
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627 NE Evans
McMinnville, OR 97128

Our Vision: People in Yamhill County live, work, learn, and play in safe communities that support wellness and dignity.

Our Mission: To promote the public's physical, emotional and social well-being through services, prevention, education, and partnerships.

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**FOURTH AMENDMENT TO AGREEMENT
CHILDREN'S NURSING SPECIALTIES, INC., dba NURSINGALE**

THIS FOURTH AMENDMENT TO AGREEMENT ("Amendment #4") is made effective July 1, 2016, between Yamhill County, a political subdivision of the State of Oregon, acting by and through its Department of Health and Human Services ("County"), and Children's Nursing Specialties, Inc., dba Nursingale, an Oregon nonprofit corporation, hereinafter referred to as "NURSINGALE".

RECITALS:

A. County and NURSINGALE are parties to that certain agreement dated as of July 1, 2013 (the "Underlying Agreement"), pursuant to which NURSINGALE provides skilled nursing care to client that is currently living in the County.

B. The Underlying Agreement was first amended on July 1, 2014 ("First Amendment"). The Underlying Agreement was further amended on October 1, 2014 ("Second Amendment") and on July 2, 2015 ("Third Amendment"). County and NURSINGALE now desire to further amend the Underlying Agreement upon the terms and conditions as more particularly set forth herein below.

C. Capitalized terms not defined herein shall have the meanings attributed to such terms in the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein below and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, County and NURSINGALE, intending legally to be bound, hereby agree as follows:

1. Section 1 of the Underlying Agreement is hereby amended to extend the term of the Underlying Agreement through June 30, 2017.

2. Section 2 of the Underlying Agreement is hereby amended to include: The total not to exceed amount authorized under this Amendment is \$372,288."

3. The balance of Section 2 of the Underlying Agreement remains unchanged.

4. Section 17 of the Underlying Agreement is hereby amended to include: "In addition, Contractor agrees that it has complied with the tax laws of the state of Oregon or a political subdivision of the state of Oregon, including ORS 305.620 and ORS Chapters 316, 317 and 318."

5. The balance of Section 17 of the Underlying Agreement remains unchanged.

6. The balance of the Underlying Agreement remains unchanged.

7. Ratification. Except as otherwise expressly modified by the terms of this Amendment #4, the Underlying Agreement shall remain unchanged and continue in full force and effect. All terms, covenants and conditions of the Underlying Agreement not expressly

modified herein are hereby confirmed and ratified and remain in full force and effect, and constitute valid and binding obligations of County and NURSINGALE enforceable according to the terms thereof.

8. Authority. County and NURSINGALE and each of the persons executing this Amendment #4 on behalf of County and NURSINGALE hereby covenants and warrants that: (i) such party has full right and authority to enter into this Amendment #4 and has taken all action required to authorize such party (and each person executing this Amendment #4 on behalf of such party) to enter into this Amendment #4, and (ii) the person signing on behalf of such party is authorized to do so on behalf of such entity.

9. Binding Effect. All of the covenants contained in this Amendment #4 shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, legal representatives and permitted successors and assigns.

10. Counterparts. This Amendment #4 may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same Amendment #4.

11. Recitals. The foregoing recitals are intended to be a material part of this Amendment #4 and are incorporated herein by this reference.

IN WITNESS WHEREOF, the parties hereto have executed, or caused to be executed, this Amendment #4 on the date indicated by their duly authorized officials.

CHILDREN'S NURSING SPECIALTIES
dba NURSINGALE

By: Patti Sadowski RN, MSN
(signature)
Date: 6-6-16

Patti Sadowski
(printed name)

Executive Director
(title)

Tax ID No.: 59-3796997

YAMHILL COUNTY, OREGON

[Signature]
MARY STARRETT, Chair
Board of Commissioners
Date: 6/16/16

[Signature]
SILAS HALLORAN-STEINER, Director
Department of Health & Human Services
Date: 6/8/16

FORM APPROVED BY:
[Signature]
CHRISTIAN BOENISCH
County Counsel
Date: 6/16/16

Accepted by Yamhill County
Board of Commissioners on
6.16.16 by Board Order
16-233