

County Counsel Review Form

Date: February 27, 2009  
To: Glenn Levy  
From: Cyndy Chin - x3528  
Subject: Agreement Review and Approval

Contractor: eClinicalWorks

Maximum Amount: \$2,500,000

Rate of Payment: milestones

No changes on the standard agreement form

The following sections have been changed on the "standard" agreement:

Section 1 - Definitions	} All okay per edits shown in redline	
Section 4 - Payment		
Section 23 - New - "Employment Non-Solicitation"		
Exhibits A & B - Amended		

**Modifications** (Please specify modifications to be made below. Use additional paper if needed.):

The Changes in this amendment to the Agreement are included as follows:

- Amending the definitions in Section 1
- Increasing the Not to Exceed amount to \$2,500,000 in Section 4
- Adding "Employment Non-Solicitation" language in Section 23
- Amended language in Exhibits A and B

Approve Agreement/Exhibits/Attachments

Approve Agreement/Exhibits/Attachments with the modifications that have been described

Glenn Levy  
Signature

2/27/09  
Date

**County of San Mateo  
Contractor's Declaration Form**

**I. CONTRACTOR INFORMATION**

Contractor Name:	eClinicalWorks, LLC	Phone:	508-475-0510 ext. 495
Contact Person:	Diane L. Burrows	Fax:	508-475-3000
Address:	110 Tumpike Rd. Westborough MA 01581		

**II. EQUAL BENEFITS (check one or more boxes)**

*Contractors with contracts in excess of \$5,000 must treat spouses and domestic partners equally as to employee benefits.*

- Contractor complies with the County's Equal Benefits Ordinance by:
- offering equal benefits to employees with spouses and employees with domestic partners.
  - offering a cash equivalent payment to eligible employees in lieu of equal benefits.
- Contractor does not comply with the County's Equal Benefits Ordinance.
- Contractor is exempt from this requirement because:
- Contractor has no employees, does not provide benefits to employees' spouses, or the contract is for \$5,000 or less.
  - Contractor is a party to a collective bargaining agreement that began on \_\_\_\_\_ (date) and expires on \_\_\_\_\_ (date), and intends to offer equal benefits when said agreement expires.

**III. NON-DISCRIMINATION (check appropriate box)**


- Finding(s) of discrimination have been issued against Contractor within the past year by the Equal Employment Opportunity Commission, Fair Employment and Housing Commission, or other investigative entity. Please see attached sheet of paper explaining the outcome(s) or remedy for the discrimination.
- No finding of discrimination has been issued in the past year against the Contractor by the Equal Employment Opportunity Commission, Fair Employment and Housing Commission, or any other entity.

**IV. EMPLOYEE JURY SERVICE (check one or more boxes)**

*Contractors with original or amended contracts in excess of \$100,000 must have and adhere to a written policy that provides its employees living in San Mateo County up to five days regular pay for actual jury service in the County.*

- Contractor complies with the County's Employee Jury Service Ordinance.
- Contractor does not comply with the County's Employee Jury Service Ordinance.
- Contractor is exempt from this requirement because:
- the contract is for \$100,000 or less.
  - Contractor is a party to a collective bargaining agreement that began on \_\_\_\_\_ (date) and expires on \_\_\_\_\_ (date), and intends to comply when the collective bargaining agreement expires.

**I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that I am authorized to bind this entity contractually.**

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Diane L. Burrows  
Name

\_\_\_\_\_  
03/02/3009  
Date

\_\_\_\_\_  
Human Resources Manager  
Title

**CONTRACT INSURANCE APPROVAL**

DATE: March 2, 2009

TO: Faiza Steele FAX: 363-4864 PONY: HRD 163

FROM: Cyndy Chin

PHONE: x3528 FAX: 627-9160 PONY: ISD 348

*(See attached Certificate of Insurance)*

The following is to be completed by the department before submission to Risk Management:

CONTRACTOR NAME: eClinicalWorks, LLC

DOES THE CONTRACTOR TRAVEL AS A PART OF THE CONTRACT SERVICES? YES

NUMBER OF EMPLOYEES WORKING FOR CONTRACTOR: 100+

DUTIES TO BE PERFORMED BY CONTRACTOR FOR COUNTY: Purchase, implement and provide support and maintenance for an Ambulatory Electronic Medical Record System (AEMR) located at the San Mateo Medical Center (SMMC)

The following will be completed by Risk Management:

INSURANCE COVERAGE:	Amount	Approve	Waive	Modify
Comprehensive General Liability	\$1mil	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motor Vehicle Liability	\$1mil	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Professional Liability	\$1mil	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Workers' Compensation	Statutory	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

REMARKS/COMMENTS:

*Faiza Steele*  
\_\_\_\_\_  
Faiza Steele  
Risk Management Analyst

*3/2/09*  
\_\_\_\_\_  
Date

# ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
03/02/2009 15:01

**PRODUCER** (800) 225-1865  
Fred C. Church, Inc.  
41 Wellman Street  
Lowell, MA 01851  
800-225-1865

**INSURED**  
eClinicalWorks LLC  
110 Turnpike Road  
Suite 308  
Westborough, MA 01581-2863

**THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.**

INSURERS AFFORDING COVERAGE	NAIC #
INSURER A: Federal Insurance Company	20281
INSURER B:	
INSURER C:	
INSURER D:	
INSURER E:	

## COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR / ADD'L LTR INSR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC	35887497	4/4/2008	4/4/2009	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS	35887497	4/4/2008	4/4/2009	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	<b>GARAGE LIABILITY</b> <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN EA ACC AGG \$
A	<b>EXCESS/UMBRELLA LIABILITY</b> <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE DEDUCTIBLE \$ <input checked="" type="checkbox"/> RETENTION \$	79869940	4/4/2008	4/4/2009	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000 \$ \$ \$
A	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below	71733254	6/17/2008	6/17/2009	<input checked="" type="checkbox"/> WC STATU-TORY LIMITS <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
	OTHER				

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS

**CERTIFICATE HOLDER**  
County of San Mateo - ISD  
222 W. 39th Avenue  
San Mateo, CA 94403

**CANCELLATION**  
SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE  
*Herman P. Latimer*