

AMENDMENT

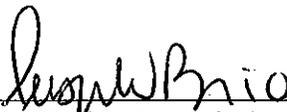
It is hereby agreed by and between the State of Vermont, Agency of Human Services (AHS), Department of Vermont Health Access (DVHA) (hereafter referred to as the "State" or "Department") and **Qualis Health**, with a principal place of business at 10700 Meridian Ave. North, Suite 100, Seattle, WA 98133 (hereafter called "Contractor") that the Information Technology Project Management Contract for consulting services regarding a new Medicaid Management Information System (MMIS), entered into February 12, 2010 (hereafter referred to as the "Contract"), is hereby amended effective July 1, 2010 as follows:

**By deleting on pages 5-7 of 22, Attachment B (Payment Provisions) and substituting in lieu thereof, Attachment B, which is included as part of this amendment on page 2.**

This amendment consists of five (5) pages. Except as modified by this Amendment and any previous Amendments, all provisions of this contract, (# 16620), dated February 12, 2010, shall remain unchanged and in full force and effect.

STATE OF VERMONT:

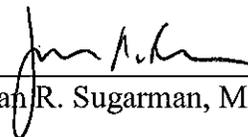
Department of Vermont Health Access

By:   
Susan Besio, Commissioner

Date: 8/27/10

CONTRACTOR:

Qualis Health

By:   
Jonathan R. Sugarman, MD, MPH, President

Date: 7/25/2010

ATTACHMENT B  
 PAYMENT PROVISIONS

The maximum dollar amount payable under this agreement is not intended to guarantee any amount of payment under this contract. The Contractor will be paid at the billable rates for services actually performed, up to the maximum allowable amount.

SCHEDULE B - PROJECT DELIVERABLES

Deliverable Number (RFP ref. no.)	Deliverable Name	Proposed number of hours to complete	PROPOSED Not To Exceed (NTE) Amount (USD)
3.4.1	Project Work Plan		
3.4.1.1	Detailed Project Work Plan	198	\$30,690.00
	Business Functional and Technical Requirements for Fiscal Agent Services and MMIS Procurement		
3.4.2	Agency Enterprise Architecture Analysis - Vision Document	455	\$70,525.00
3.4.2.1	Procurement Options Analysis	250	\$38,750.00
3.4.2.2	Product Demonstration and Assessment	250	\$38,750.00
3.4.2.3	Business and Functional Requirements	8,450	\$1,309,750.00
3.4.2.4	Technical Requirements and General System Design	2,020	\$313,100.00
3.4.2.5	Cost Benefit Analysis	425	\$65,875.00
3.4.2.6	System and Procurement Evaluation and Recommendations	205	\$31,775.00
3.4.2.7	Operational Readiness Report and Recommendations	250	\$38,750.00
3.4.2.8	Risk Assessment Report and Recommendations	165	\$25,575.00
3.4.2.9	AHS and OVHA Staffing and Change Management Report and Recommendations	430	\$66,650.00
3.4.2.10	Vendors' additional documents	0	0
	3.4.2 - Subtotal:	12,900	\$1,999,500.00
	Required Federal and State Documents		
3.4.3	Fiscal Agent and Medicaid Management Information System - IAPD	520	\$80,600.00
3.4.3.1	Fiscal Agent and Medicaid Management Information System - RFP	850	\$131,750.00
3.4.3.2	Fiscal Agent and Medicaid Management Information System - Contract	165	\$25,575.00
3.4.3.3	Medicaid Management Information System IV&V Services - RFP	370	\$57,350.00
3.4.3.4	Medicaid Management Information System IV&V Services - Contract	85	\$13,175.00
3.4.3.5	Vendors' additional documents	0	0
3.4.3.6	3.4.3 - Subtotal:	1,990	\$308,450.00
3.4.4	Technical Assistance Support Services		
3.4.4.1	Weekly, Monthly or other regular interval Status Report (to include cost for services)	1,588	\$246,140.00
	<b>Totals:</b>	<b>16,676</b>	<b>\$2,584,780.00</b>

Acronyms: NTE (Not-to-exceed) USD (U.S. Dollars)

**STATE OF VERMONT  
 CONTRACT FOR PERSONAL SERVICES - AMENDMENT  
 QUALIS HEALTHCARE**

1. The State shall pay contractor, as per section 4.8 of the RFP: *Payment disbursements shall be coupled with the project deliverables and the cost proposal narrative should include a statement of acceptance of these terms. Vendors may suggest modifications; however, suggestions should be justified such that each suggestion is precise and is paired with its own justification. Acceptance payments are made when the Agency approves a deliverable and upon receipt of an invoice. 10% of the total disbursement by deliverable is retained until completion of the project. Payment of this retainage can be invoiced upon final acceptance by the Agency that the Contractor has met all contract requirements.*

As follows, according to the invoicing schedule below, payment for final deliverables will not be issued until a deliverable has been reviewed and accepted by State, and upon submission of an invoice.

Ten percent (10%) retainage shall be deducted from each invoice. Accumulated retainage may be released at the end of each year of the contract with the approval of the Contract Administrator and upon submission of an invoice.

Should the contract be terminated for any reason, as per section 1.9 of the RFP, related to the Contractor failure to perform duties to the satisfaction of the State, this retainage shall revert to the State as liquidated damages.

The proposed delivery dates of each deliverable originally based on the proposal submitted by Qualis Health have been modified to reflect the detailed project work plan delivered by Qualis. This recalculation of dates has been done through the activities to produce the detailed project work plan which is the first deliverable within the contract. With completion and acceptance of the detailed project work plan, all of the proposed delivery dates in the following table have been adjusted. These dates are recorded in the column "Deliverable Completion Due Date" in this written amendment to this contract.

<i>Deliverables</i>	<i>Qualis Proposed Delivery Date</i>	<i>Total Payment</i>	<i>Hold Back 10% of Total</i>	<i>Draft Payment 60% After Hold Back</i>	<i>Deliverable Completion Due Date</i>	<i>Final Payment 40% After Hold Back</i>
3.4.1 Detailed Project Work Plan	9/11/2009	\$30,690.00	\$3,069.00	\$16,572.60	May 1, 2010	\$11,048.40
3.4.2 Business Functional and Technical Requirements for Fiscal Agent Services and MMIS Procurement		\$1,999,500.00	\$199,950.00	\$1,079,730.00		\$719,820.00
Agency Enterprise Architecture Analysis - Vision Document	10/8/2009	\$70,525.00	\$7,052.50	\$38,083.50	April 27, 2010	\$25,389.00
Procurement Options Analysis	10/7/2009	\$38,750.00	\$3,875.00	\$20,925.00	May 31, 2010	\$13,950.00
Product Demonstration and Assessment	1st draft 10/2/2009	\$38,750.00	\$3,875.00	\$20,925.00	February 1, 2011	\$13,950.00

**STATE OF VERMONT  
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QUALIS HEALTHCARE**

**Contract # 16620  
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Business and Functional Requirements	11/20/2009 1st draft	\$1,309,750.00	\$130,975.00	\$707,265.00	July 8, 2010	\$471,510.00
Technical Requirements and General System Design	11/26/2009	\$313,100.00	\$31,310.00	\$169,074.00	June 15, 2010	\$112,716.00
Cost Benefit Analysis	9/21/2009 1st draft	\$65,875.00	\$6,587.50	\$35,572.50	June 7, 2010	\$23,715.00
System and Procurement Evaluation and Recommendations	3/18/2010	\$31,775.00	\$3,177.50	\$17,158.50	February 15, 2011	\$11,439.00
Operational Readiness Report and Recommendations	1/31/2010	\$38,750.00	\$3,875.00	\$20,925.00	April 21, 2011	\$13,950.00
* Risk Assessment Report and Recommendations	9/22/2009 Start reports	\$25,575.00	\$2,557.50	\$13,810.50	June 16, 2011	\$9,207.00
AHS and OVHA Staffing and Change Management Report and Recommendations	1/31/2010	\$66,650.00	\$6,665.00	\$35,991.00	June 2, 2011	\$23,994.00
<b>3.4.3 Required Federal and State Documents</b>		<b>\$308,450.00</b>	<b>\$30,845.00</b>	<b>\$166,563.00</b>		<b>\$111,042.00</b>
Fiscal Agent and Medicaid Management Information System - IAPD	11/18/2009 1st draft	\$80,600.00	\$8,060.00	\$43,524.00	July 27, 2010	\$29,016.00
Fiscal Agent and Medicaid Management Information System - RFP	10/23/2009 1st draft	\$131,750.00	\$13,175.00	\$71,145.00	August 25, 2010	\$47,430.00
Fiscal Agent and Medicaid Management Information System - Contract	10/23/2009 1st draft	\$25,575.00	\$2,557.50	\$13,810.50	August 25, 2010	\$9,207.00
Medicaid Management Information System IV&V Services - RFP	1/5/2010 1st draft	\$57,350.00	\$5,735.00	\$30,969.00	January 27, 2011	\$20,646.00
Medicaid Management Information System IV&V Services - Contract	1/19/2010 1st draft	\$13,175.00	\$1,317.50	\$7,114.50	January 31, 2011	\$4,743.00
Vendors' additional documents		\$0.00	\$0.00	\$0.00		\$0.00
<b>3.4.4 Technical Assistance Support Services</b>		<b>\$246,140.00</b>	<b>\$24,614.00</b>	<b>\$132,915.60</b>		<b>\$88,610.40</b>
* Weekly, Monthly or other regular interval Status Report (to include cost for services)	8/7/2009 Start reports	\$246,140.00	\$24,614.00	\$132,915.60	3/01/2010 Start reports	\$88,610.40
Vendor additional documents		\$0.00	\$0.00	\$0.00		\$0.00
<b>Totals</b>		<b>\$2,584,780.00</b>	<b>\$258,478.00</b>	<b>\$1,395,781.20</b>		<b>\$930,520.80</b>

**STATE OF VERMONT  
CONTRACT FOR PERSONAL SERVICES - AMENDMENT  
QUALIS HEALTHCARE**

**Contract # 16620  
Amendment # 1  
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Notes: \* The payment schedule for required routine periodic reports, specifically the Risk Assessment Updates in 3.4.2.9, and status reports in 3.4.4.1 will be determined as part of the detailed project plan deliverable. These dollars associated in the tables above are total not to exceed figures.

2. The State shall not be responsible for separate expenses of the Contractor.

3. Contractor will submit a bill or invoice to

Name: Michael Hall  
Title: Associate CIO/OVHA  
Department: Office of Vermont Health Access  
Address: 312 Hurricane Lane, Suite 201  
Williston, VT 05495

4. State will remit all paper payments to:

Name: Qualis Health  
Address: P.O. Box 33400  
City, State, and ZIP Seattle, WA 98133