

**STATE OF VERMONT
DEPARTMENT OF VERMONT HEALTH ACCESS
GAINWELL TECHNOLOGIES LLC.**

**PAGE 1 OF 7
CONTRACT # 42868
AMENDMENT 2**

**STATE OF VERMONT
CONTRACT AMENDMENT**

It is hereby agreed by and between the State of Vermont, Department of Vermont Health Access (the "State") and Gainwell Technologies LLC, with a principal place of business in Conway, Arkansas (the "Contractor") that the contract between them originally dated as of January 1, 2022, Contract # 42868, as amended to date, (the "Contract") is hereby amended as follows and effective as of the date of the last signatory:

I. **Maximum Amount.** The maximum amount payable under the Contract, wherever such reference appears in the Contract, shall be changed from \$97,064,137.65 to \$100,681,071.14, representing an increase of \$3,616,933.49.

II. **Attachment A, Scope of Services.** The scope of services is amended as follows:

Section III Additional One-time, Ongoing, and Future MMIS Modernization Projects on Page 20 of Attachment A of the base Contract and as previously amended, is hereby amended to delete and replace Section E: Electronic Visit Verification as set forth below in the Attachment 1 to this Amendment 2.

Section III Additional One-time, Ongoing, and Future MMIS Modernization Projects on Page 18 of Attachment A of the base Contract and as previously amended, is hereby amended to add Section M: Data Extraction Services as set forth below in the Attachment 1 to this Amendment 2.

III. **Attachment B, Payment Provisions.** The payment provisions are amended as follows:

Section 8. Table B.1 – Operational Invoice Payment Schedule on Page 78 of the base Contract and as previously amendment, is hereby deleted in its entirety and replaced as set forth in Attachment 2 to this Amendment 2. In addition to an increase to MMIS SO line-item budget this table is included to fix an administrative budget error in the Total line-item Medicaid Enterprise Systems Modification (SO) Enhancements that omitted \$100,000 of funding not accounted for in Amendment 1 to this Contract.

Section 12. Total Budget, Table B.5 Total Operational and Project Costs on Page 86 of the base Contract and as previously amended, is hereby deleted in its entirety and replaced as set forth in Attachment 3 to this Amendment 2.

IV. **Attachment D, IT Systems Implementation:** Section 8 Professional Liability and Cyber Liability Insurance Coverage on Page 100 of the Base Contract is hereby deleted in its entirety and replaced as set forth below:

In addition to the insurance required in Attachment C to this Contract, before commencing work on this Contract and throughout the term of this Contract, Contractor agrees to procure and maintain (a) Technology Errors and Omissions insurance for any and all services performed under this Contract, with minimum third-party coverage of \$10,000,000 per claim, \$10,000,000 aggregate; and (b) first party Breach Notification Coverage of not less than \$10,000,000.

Before commencing work on this Contract, the Contractor must provide certificates of insurance to show that the foregoing minimum coverages are in effect. With respect to the first party Breach Notification Coverage, Contractor shall include the State of Vermont and its officers and employees as additional insureds for liability arising out of this Contract.

Taxes Due to the State. Contractor certifies under the pains and penalties of perjury that, as of the date this contract amendment is signed, the Contractor is in good standing with respect to, or in full compliance with a plan to pay, any and all taxes due the State of Vermont.

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Child Support (Applicable to natural persons only; not applicable to corporations, partnerships or LLCs). Contractor is under no obligation to pay child support or is in good standing with respect to or in full compliance with a plan to pay any and all child support payable under a support order as of the date of this amendment.

Certification Regarding Suspension or Debarment. Contractor certifies under the pains and penalties of perjury that, as of the date this contract amendment is signed, neither Contractor nor Contractor’s principals (officers, directors, owners, or partners) are presently debarred, suspended, proposed for debarment, declared ineligible or excluded from participation in federal programs, or programs supported in whole or in part by federal funds.

Contractor further certifies under pains and penalties of perjury that, as of the date this contract amendment is signed, Contractor is not presently debarred, suspended, nor named on the State’s debarment list at: <http://bgs.vermont.gov/purchasing-contracting/debarment>

Sole Source Contract for Services. This Contract results from a “sole source” procurement under State of Vermont Administrative Bulletin 3.5 process and Contractor hereby certifies that it is and will remain in compliance with the campaign contribution restrictions under 17 V.S.A. § 2950.

Cybersecurity Standard Update 2023-01: Contractor confirms that all products and services provided to or for the use of the State under this Agreement shall be in compliance with *State of Vermont Cybersecurity Standard Update 2023-01*, which prohibits the use of certain branded products in State information systems or any vendor system that is supporting State information systems, and is available on-line at: <https://digitalservices.vermont.gov/cybersecurity/cybersecurity-standards-and-directives> .

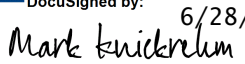
This document consists of 7 pages. Except as modified by this Amendment No 2, all provisions of the Contract remain in full force and effect.

The signatures of the undersigned indicate that each has read and agrees to be bound by this Amendment to the Contract.

STATE OF VERMONT
DEPARTMENT OF VERMONT HEALTH ACCESS

CONTRACTOR
GAINWELL TECHNOLOGIES LLC

DocuSigned by:
 6/28/2023
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 6/28/2023
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ATTACHMENT 1. CHANGES TO ATTACHMENT A

Section III of Attachment A, Additional One-time, Ongoing, and Future MMIS Modernization Projects is hereby amended by the addition of the following requirements.

Section E. Electronic Visit Verification on Page 20 of the base Contract is hereby deleted in its entirety and replaced as set forth below:

E. Electronic Visit Verification (EVV) Project

The purpose of EVV enhancement is to ensure the State continues to be compliant with Section 12006 of the 21st Century CURES Act passed by the U.S. Congress in December 2016, which mandates States implement Electronic Visit Verification (EVV) solutions for defined personal care services and home health services. Contractor shall deliver the EVV solution as SaaS, which will be utilized by personal care providers, Developmental Disabilities Services (DDS) providers, Designated Agencies, Specialized Services Agencies, other providers of the same services, Home Health Agencies and staff, the State, and its agents.

Contractor shall make available to the State accurate, validated data on EVV visits to support the State in fulfilling CMS Outcomes-Based Certification requirements. Data shall be made available to the State according to the State's schedule.

EVV Phase II enhancements shall be handled as a customization request by the State and shall be billed in accordance with State-approved Specification Orders, not to exceed the budgeted amounts listed in this Contract. Ongoing service charges shall be billed at the rates and frequencies specified in Attachment B.

Additional enhancements to include DDS in the State's EVV system include training and deployment of the State's publicly available mobile EVV application for visit capture, telephony-based systems for visit capture, web-based software interfaces for visit maintenance and administration, and multiple types of data exchanges between the EVV solution and external IT systems. DDS visit data from the EVV solution shall be made available in Contractor's MMIS for purposes of payment integrity and reporting.

EVV enhancements for DDS shall be handled as a customization request by the State and shall be billed in accordance with State-approved Specification Orders, not to exceed the budgeted amounts listed in this Contract. Ongoing service charges shall be billed at the rates and frequencies specified in Attachment B.

M. Data Extraction Services (To commence August 1, 2023)

As part of the continuing MMIS modernization efforts the Contractor shall provide analysis, design, development, testing, documentation, and implementation of Medicaid data extracts to provide all necessary data from the "MMIS Areas" identified in Table M.1 into a new data lake.

Detailed requirements including an agreed upon delivery mechanism will be defined and documented in a signed Specification Order prior to work commencing, estimated to begin in August 2023. Implementation is targeted for 3/31/2024.

All work shall be billed in accordance with the State approved Specification Order process and not to exceed the budgeted amount listed in this Contract. Contractor shall bill in accordance with the rates set forth in the base Contract Section 10 Page 83 and frequency specified in Attachment B. The hourly rate for the period January 1, 2023, to December 31, 2023, is \$134.64. The hourly rate for the period January 1, 2024, to December 31, 2024, is \$137.33.

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Estimated hours for this effort are shown in Table M.1 below and further broken out in Tables M.1.2 – M.1.6:

Table M.1 Summary of Activity and Hours:

MMIS Area	Estimated Hours	Comments
Claims Data	950	Multiple records based on claim type, distributed table structure
Financial & TPL Data	950	
Member Data	750	
Provider Data	700	
Reference Data	400	
ACO Data	450	
Implementation Support	500	Recommend that time is budgeted for DDI support of implementation activities, including data quality analysis support, historical data loads (for claims), and change requests to implemented extracts.
Total Estimated Hours	4700	

Table M.1.1 Claims Data

Assumption: Aggregation of table data into claims records will be needed.

Record Type	Estimated Hours	Comments
Professional and pharmacy claims records	400	Pharmacy adjudicated claims are received weekly from VT Pharmacy Benefit Management (PBM) system and are paid in MMIS in the weekly financial cycle; receiving these from MMIS helps ensure linkage of PBM claims to financial reporting.
Institutional & institutional crossover (Medicare) claims records	400	
Dental claims records	150	

Table M.1.2 Financial & Third-Party Liability (TPL) Data

Assumption: Some aggregation of financial record information may be needed, mostly for data outside of the primary financial payment transactions information.

Record Type	Estimated Hours	Comments
Financial Transactions	100	
Accounts receivable and payable records	100	
Member premium information	100	
TPL (outgoing) claims	150	
Other financial & TPL information	500	Allowing for considerable analysis and definition time; many types of data may be needed to support financial reporting. Changes to information over time? Drug rebate history?

Table M.1.3 Member Data

Assumption: Some aggregation of table data into member records may be needed.

Record Type	Estimated Hours	Comments
Member enrollment history	350	
Continuation of Benefits insurance policy records	100	

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Member household and copay records	100	
Member visit verification records	100	
Medicare ID and other member info	100	

Table M.1.4 Provider Data

Assumption: Some aggregation of provider record information may be needed, mostly for data outside of the primary financial payment transactions information.

Record Type	Estimated Hours	Comments
Provider enrollment records	350	
Enrollment, disclosing entity records	100	
Prior Authorizations	250	

Table M.1.5 Reference Data

Assumption: Reference data would be extracted 'as is', where reference data is needed to support reporting in the new solution. Note that for pharmacy claims processed in the PBM system, analysis may need to occur for whether/what reference information is useful for that claim type.

Record Type	Estimated Hours	Comments
Other – TBD	400	Codes and rates on file, allowed values for fields, claims audit rules, etc.

Table M.1.6 Accountable Care Organization Information

Assumption: ACO roster and services data would likely be extracted 'as is'. How to replicate datamart would need discussion but may be necessary for that concept to exist in the new solution.

Record Type	Estimated Hours	Comments
ACO member roster, provider roster, covered services, other	200	This forms the basis of Per Member Per Month (PMPM) payments to OneCare Vermont, including the history of per member rates
ACO claims datamart	250	Used to produce annual financial reconciliation reporting with OneCare as well as ongoing reporting. Is an extended set of the data extracted and sent to OneCare.

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Attachment 2. Changes to Attachment B

Attachment B Table B.1. Operational Invoice Payment Schedule is hereby deleted in its entirety and replaced as set forth below:

MMIS Services	1/1/22- 12/31/22	1/1/23-12/31/23	1/1/24-12/31/24	1/1/25 - 12/31/25	1/1/26 - 12/31/26	Budget Subtotals
Financial Management Business Services	\$909,250.00	\$948,660.00	\$982,080.00	\$1,004,010.00	\$1,026,990.00	\$4,870,990.00
Financial Management - Third Party Liability Business Services	\$457,920.00	\$477,770.00	\$494,600.00	\$505,650.00	\$517,220.00	\$2,453,160.00
Operations & Plan Management - Claims Business Services	\$1,367,440.00	\$1,426,710.00	\$1,476,980.00	\$1,509,960.00	\$1,544,520.00	\$7,325,610.00
Operations Management - Quality, Policy, Training & Support	\$592,880.00	\$618,580.00	\$640,370.00	\$654,670.00	\$669,650.00	\$3,176,150.00
Operations Management - Audit Services	\$230,800.00	\$245,700.00	\$261,500.00	\$278,100.00	\$295,700.00	\$1,311,800.00
Provider Management Business Services	\$1,776,280.00	\$1,853,280.00	\$1,918,570.00	\$1,961,410.00	\$2,006,310.00	\$9,515,850.00
Provider Enrollment Business Services	\$916,250.00	\$955,960.00	\$989,640.00	\$1,011,740.00	\$1,034,900.00	\$4,908,490.00
Mailroom, Print, and OCR Business Services	\$743,880.00	\$776,120.00	\$803,470.00	\$821,410.00	\$840,210.00	\$3,985,090.00
Medicaid Enterprise Systems IT and Account Support Services	\$6,076,900.00	\$6,340,290.00	\$6,563,680.00	\$6,747,470.00	\$6,936,390.00	\$32,664,730.00
Medicaid Enterprise Systems Analytics and Reporting	\$451,720.00	\$471,300.00	\$487,900.00	\$498,800.00	\$510,210.00	\$2,419,930.00
Provider Management Software as a Service	\$2,515,360.00	\$2,624,380.00	\$2,716,840.00	\$2,777,510.00	\$2,841,090.00	\$13,475,180.00
Medicaid Enterprise Systems EDI Services	\$291,330.00	\$303,960.00	\$314,670.00	\$321,690.00	\$329,060.00	\$1,560,710.00
SUBTOTAL - MMIS fixed price	\$16,330,010.00	\$17,042,710.00	\$17,650,300.00	\$18,092,420.00	\$18,552,250.00	\$87,667,690.00
Medicaid Enterprise Systems Modification (SO) Enhancements	\$600,000.00	\$750,000.00	\$750,000.00	\$500,000.00	\$500,000.00	\$3,100,000.00
Passthrough Costs: Postage, Bank Charges, Mailroom Consumables	\$225,000.00	\$225,000.00	\$225,000.00	\$225,000.00	\$225,000.00	\$1,125,000.00
SUBTOTAL - MMIS as billed	\$825,000.00	\$975,000.00	\$975,000.00	\$725,000.00	\$725,000.00	\$4,225,000.00
Electronic Visit Verification (EVV) as a Service:						
EVV Support Service	\$87,280.00	\$87,280.00	\$87,280.00	\$0.00	\$0.00	\$261,840.00
EVV Monthly Min Visit Fees	\$65,249.55	\$65,249.55	\$65,249.55	\$0.00	\$0.00	\$195,748.65
EVV Recurring Visits Over Minimum	\$65,249.33	\$65,249.33	\$65,249.33	\$0.00	\$0.00	\$195,747.99
EVV Recurring Aggregator Fee Per Member	\$41,237.11	\$41,237.11	\$41,237.11	\$0.00	\$0.00	\$123,711.33
SUBTOTAL - EVV	\$259,015.99	\$259,015.99	\$259,015.99	\$0.00	\$0.00	\$777,047.97
PIE/COB on Demand M&O	\$0.00	\$75,294.00	\$100,392.00	\$100,392.00	\$100,392.00	\$376,470.00
SUBTOTAL - MMIS Core, EVV, and As Billed Budgets	\$17,414,025.99	\$18,352,019.99	\$18,984,707.99	\$18,917,812.00	\$19,377,642.00	\$93,046,207.97

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Attachment 3. Attachment B Section 12. Total Budget is hereby deleted in its entirety and replaced as set forth below:

Table B.5 Total Operations and Project Costs

Total Budget 01/01/2022 - 12/31/2026	
MMIS Operations 5-year cost (includes bill as utilized operations)	\$93,046,207.97
EDI Overage	\$ 100,000.00
MAPIR Integration/Customization (through 12/31/2023)	\$ 132,000.00
Payment and Delivery System (PADS) Reform (through 12/31/2026)	\$ 2,500,000.00
Technology Updates – CM Platform (complete 12/31/2022)	\$ 1,980.00
T-MSIS Enhancements (through 12/31/2026)	\$ 1,780,000.00
Electronic Visit Verification Project (EVV) Enhancements (through 12/31/2024)	\$ 1,207,288.00
Provider Initiated Eligibility (PIE) Project	\$ 155,137.49
Cost Sharing Enhancements	\$ 227,000.00
Act 48 Implementation (IHIP)	\$ 117,082.68
Family Planning Initiative	\$ 115,000.00
PIE/COB Implementation (Fixed Fee)	\$ 41,738.00
PIE/COB Population Verification (Fixed Fee)	\$ 52,218.00
Mobile Crisis Services	\$ 72,611.00
Ad Hoc DDI hours as requested by the State	\$ 500,000.00
Data Extraction Services	\$ 632,808.00
Total Project Budget	\$ 7,634,863.17
Total 'not to exceed' Contract Budget	\$ 100,681,071.14