



BOARD OF SUPERVISORS AGENDA ITEM REPORT
CONTRACTS / AWARDS / GRANTS

☐ Award ☐ Contract ☐ Grant

Requested Board Meeting Date: 5-19-20

*** = Mandatory, information must be provided**

or Procurement Director Award ☐

***Contractor/Vendor Name/Grantor (DBA):**

El Rio Santa Cruz Neighborhood Health Center - St. Elizabeth's Health Center (formerly St. Elizabeth's Health Center, Incorporated)

***Project Title/Description:**

Patient-Centered Medical Home for Uninsured

This contract can be found in OnBase by searching Contracts 20*301 (formerly 19*071) in Doc_ID_AMS.

***Purpose:**

Agency to provide primary healthcare to low-income or uninsured residents of Pima County.

Agency has merged with El Rio Santa Cruz Neighborhood Health Center, due to merger St. Elizabeth Health Center cannot sign amendment, see attached "Statement of Merger" documentation.

Attachment: Contract Number CT-CD-19-71 (Amendment 2)

***Procurement Method:**

Outside Agency Procurement - contract awarded by the Board of Supervisors per Board of Supervisors Policy E-36.1

***Program Goals/Predicted Outcomes:**

Deliverable 1: 160 Screenings or assessments - 800 patients will have an obesity screening performed and as a result, intervention will be provided.

Deliverable 2: 1,299 Screenings and assessments - 1,050 patients will receive tobacco use screenings and intervention tools to include cessation counseling.

***Public Benefit:**

This program will enhance the health care and maintenance of the sick uninsured residents in Pima County.

***Metrics Available to Measure Performance:**

Agency will submit quarterly reports which include the numbers of units served, numbers of delivered to unduplicated participants, and the number of unduplicated participants that have met the expected performance.

***Retroactive:**

Yes. Received from agency notice of merger on 02/27/20 and official information and merger documents on 04/08/20; further delay occurred in amendment prep, processing, and obtaining approval and signature by all parties.

To: CoB - 5-6-20
Ver. - 1
pgs - 5 (1)

Contract / Award Information

Document Type: _____ Department Code: _____ Contract Number (i.e., 15-123): _____

Effective Date: _____ Termination Date: _____ Prior Contract Number (Synergen/CMS): _____

☐ Expense Amount: \$* _____ ☐ Revenue Amount: \$ _____***Funding Source(s) required:**Funding from General Fund? ☒ Yes ☐ No If Yes \$ _____ % _____Contract is fully or partially funded with Federal Funds? ☐ Yes ☐ No**If Yes, is the Contract to a vendor or subrecipient?**Were insurance or indemnity clauses modified? ☐ Yes ☐ No*If Yes, attach Risk's approval.*Vendor is using a Social Security Number? ☐ Yes ☐ No*If Yes, attach the required form per Administrative Procedure 22-10.***Amendment / Revised Award Information**

Document Type: CT Department Code: CD Contract Number (i.e., 15-123): 20-301

Amendment No.: 02 AMS Version No.: 1

Effective Date: ~~07/01/2019~~ 2-28-20 HL New Termination Date: 06/30/2020

Prior Contract No. (Synergen/CMS): CT-CD-19-071

☒ Expense or ☐ Revenue ☐ Increase ☐ Decrease Amount This Amendment: \$ _____Is there revenue included? ☐ Yes ☒ No If Yes \$ _____***Funding Source(s) required:** OA General FundsFunding from General Fund? ☒ Yes ☐ No If Yes \$ _____ % _____**Grant/Amendment Information** (for grants acceptance and awards) ☐ Award ☐ Amendment

Document Type: _____ Department Code: _____ Grant Number (i.e., 15-123): _____

Effective Date: _____ Termination Date: _____ Amendment Number: _____

☐ Match Amount: \$ _____ ☐ Revenue Amount: \$ _____***All Funding Source(s) required:*****Match funding from General Fund?** ☐ Yes ☐ No If Yes \$ _____ % _____***Match funding from other sources?** ☐ Yes ☐ No If Yes \$ _____ % _____***Funding Source:** _____***If Federal funds are received, is funding coming directly from the Federal government or passed through other organization(s)?** _____

Contact: Ana Basurto 724-5673

Department: CDNC Telephone: 4-2696

Department Director Signature/Date: *Danette Tynter* 4-27-19Deputy County Administrator Signature/Date: *Chris D. [Signature]* 5 May 2020County Administrator Signature/Date: *Chris D. [Signature]* 5/6/2020
(Required for Board Agenda/Addendum Items)

Pima County Department of Community Development and Neighborhood Conservation

Project: Patient-Centered Medical Home for Uninsured

AGENCY: El Rio Santa Cruz Neighborhood Health Center, Inc.- St. Elizabeth's Health Center, Inc.
839 W. Congress Street
Tucson, Arizona 85745

Contract No: CT-CD-20-301 (formerly CT-CD-19-071)

Contract Amendment No: 02

Original Contract Term:	07/01/2018-06/30/2019	Original Contract Amount:	\$47,100.00
Termination date prior amendment:	06/30/2020	Prior Amendments Amount:	\$47,100.00
Termination date this amendment:	06/30/2020	This Amendment Amount:	\$0.00
		Revised Total Amount:	\$94,200.00

ASSIGNMENT OF AGREEMENT AND AMENDMENT ONE

1. BACKGROUND AND PURPOSE.

- 1.1. Background. On June 12, 2018, Pima County ("County") and St. Elizabeth's Health Center, Inc. ("Agency"), entered into the above referenced contract for the provision of primary healthcare to low-income or uninsured residents of Pima County ("the Program" or "Agency's Program").
- 1.2. Purpose. Effective February 28, 2020, St. Elizabeth's Health Center, Inc. merged with El Rio Santa Cruz Neighborhood Health Center, Inc. and will operate as El Rio Santa Cruz Neighborhood Health Center, Inc. - St. Elizabeth's Health Center, Inc.

All rights, duties and obligations of Pima County Contract No. CT-CD-19*071 provided by St. Elizabeth's Health Center, Inc. ("Assignor") as "Subrecipient" are hereby transferred and assigned to El Rio Santa Cruz Neighborhood Health Center, Inc. ("Assignee").

2. Throughout the Agreement, "Agency" will mean:
El Rio Santa Cruz Neighborhood Health Center, Inc.

3. **NOTICE**, Section 19.0, paragraph 19.2 is amended to change Agency's notice address to:

Nancy Johnson, CEO
839 W. Congress Street
Tucson, Arizona 85745

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

4. **ISRAEL BOYCOTT CERTIFICATION**, Section 30.0 is added to read:

Pursuant to A.R.S. § 35-393.01, if Contractor engages in for-profit activity and has 10 or more employees, and if this Contract has a value of \$100,000.00 or more, Contractor certifies it is not currently engaged in, and agrees for the duration of this Contract to not engage in, a boycott of goods or services from Israel. This certification does not apply to a boycott prohibited by 50 U.S.C. § 4842 or a regulation issued pursuant to 50 U.S.C. § 4842.

The effective date of this Amendment is February 28, 2020.

All other provisions of this Contract, including the provisions set forth in the Exhibits and attachments, not specifically changed by this Amendment, shall remain in effect and be binding upon the parties.

IN WITNESS THEREOF, the parties have affixed their signatures to this Contract on the dates written below.

St. Elizabeth's Health Center, Inc. -- **ASSIGNOR:**

El Rio Santa Cruz Neighborhood Health Center, Inc.

-- **ASSIGNEE:**

N/A
Authorized Signature

Nancy Johnson
Authorized Signature

Name & Title (please print)

Nancy Johnson CEO
Name & Title (please print)

Date: _____

Date: 4/17/2020

PIMA COUNTY CONSENTS TO THIS ASSIGNMENT:

Chairman, Board of Supervisors

Date: _____

ATTEST:

Clerk of the Board

Date

APPROVED AS TO CONTENT:

Dante Lynch
Interim Director, Community Development &
Neighborhood Conservation

APPROVED AS TO FORM:

Karen S. Friar
Karen S. Friar, Deputy County Attorney

STATEMENT OF MERGER*Read the Instructions M075***1. SURVIVING ENTITY NAME:** EL RIO SANTA CRUZ NEIGHBORHOOD HEALTH CENTER, INC.**1.1 SURVIVING ENTITY JURISDICTION OF ORGANIZATION:** ARIZONA**1.2 SURVIVING ENTITY TYPE** – check only one and follow instructions:

- ☒ **Arizona corporation or LLC already in existence in A.C.C. records** – if applicable, attach to this Statement Articles of Amendment.
- ☐ **NEW Arizona corporation, LLC, or limited partnership (LP, LLP, LLLP)** – attach to this Statement the Articles of Incorporation (corporations), Articles of Organization (LLCs), or limited partnership document that is required to be filed with the Secretary of State's office.
NOTE - that limited partnerships must also file with the Arizona Secretary of State.
- ☐ **Foreign corporation or LLC already registered with the A.C.C.**
- ☐ **Foreign corporation or LLC seeking registration with the A.C.C.** – attach to this Statement the Application for Authority (corporations) or Foreign Registration Statement (LLCs).
- ☐ **Foreign corporation, LLC, or other entity that is not, and will not, be registered with the A.C.C.**

2. MERGING ENTITIES – list the name, entity type, and jurisdiction of organization of all merging entities other than the surviving entity. If more space is required, list all information on a separate sheet and attach it to this Statement.

Merging entity name: ST. ELIZABETH'S HEALTH CENTER, INC.	Merging entity name:
Entity type (corporation, LLC, etc): A NON-PROFIT CORPORATION	Entity type (corporation, LLC, etc):
Jurisdiction of organization: ARIZONA	Jurisdiction of organization:
Merging entity name:	Merging entity name:
Entity type (corporation, LLC, etc):	Entity type (corporation, LLC, etc):
Jurisdiction of organization:	Jurisdiction of organization:
Merging entity name:	Merging entity name:
Entity type (corporation, LLC, etc):	Entity type (corporation, LLC, etc):
Jurisdiction of organization:	Jurisdiction of organization:

- 3. SURVIVING ENTITY - KNOWN PLACE OF BUSINESS OR PRINCIPAL ADDRESS** - Complete this section *only if* the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C. **NOTE:** for corporations and LLCs already on file with the A.C.C. the address must match the address currently shown in A.C.C. records.

NANCY JOHNSON		
Attention (optional)		
Address 1 839 W. CONGRESS		
Address 2 (optional) TUCSON		ARIZONA
City	State or Province	Zip 85745
Country	UNITED STATES	

- 4. SURVIVING ENTITY - STATUTORY AGENT** - Complete this section only if the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C.:

4.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:	4.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box): NOTE: if surviving entity is an LLC, mailing address is required.
NANCY JOHNSON	
Statutory Agent Name (required)	
Attention (optional)	Attention (optional)
Address 1 839 W. CONGRESS	Address 1
Address 2 (optional) City TUCSON	Address 2 (optional) City
AZ State Zip 85745	AZ State Zip
4.3 IF A NEW AGENT IS BEING APPOINTED - the Statutory Agent Appointment form M002 must be attached to this Statement.	

- 5. FOREIGN SURVIVING ENTITY, NOT QUALIFIED IN ARIZONA - MAILING ADDRESS** (foreign entities that are not and will not be qualified to transact business or conduct affairs in Arizona must provide a mailing address to which service of process may be mailed):

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

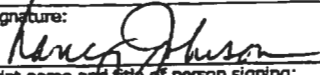
- 6. APPROVAL OF MERGER** - (applies to all of the merging entities, including the surviving entity if it is also a merging entity):

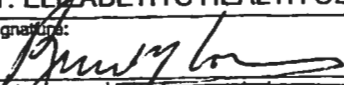
By the signatures appearing on this Statement of Merger, each entity declares under the penalty of perjury that the plan of merger was approved by each merging entity, and by the surviving entity if it is also a merging entity, in accordance with A.R.S. § 29-2203, and also by each foreign merging entity or foreign merging and surviving entity in accordance with the laws of its jurisdiction of organization.

7. **DELAYED EFFECTIVE DATE** – Complete this section only if the merger will have a *delayed* effective date of not more than 90 days after delivery of the Statement to the A.C.C. – list that date below:

02/28/2020

SIGNATURES: Each merging entity must sign.
The surviving entity must sign if it is also a merging entity.
If more space is needed, attach a separate sheet with all pertinent information.
Each signer of this Statement declares and certifies *under penalty of perjury* that this Statement together with any attachments is submitted in compliance with Arizona law.

Entity Name:	
EL RIO SANTA CRUZ NEIGHBORHOOD HEALTH CENTER, INC.	
Signature:	Date:
	2/27/2020
Print name and title of person signing:	
NANCY JOHNSON, CEO	

Entity Name:	
ST. ELIZABETH'S HEALTH CENTER, INC.	
Signature:	Date:
	2/27/2020
Print name and title of person signing:	
BRUCE COULL, Chairman of the Board	

Entity Name:	
Signature:	Date:
Print name and title of person signing:	

Entity Name:	
Signature:	
Print name and title of person signing:	

Entity Name:	
Signature:	
Print name and title of person signing:	

Entity Name:	
Signature:	
Print name and title of person signing:	

Filing Fee: \$100.00 (corporations) \$50 (LLCs)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.