

**AMENDMENT NO. 4
PROFESSIONAL SERVICES AGREEMENT
AGREEMENT NO. 170412B**

THIS AMENDMENT NO. 4 OF NAPA COUNTY AGREEMENT NO. 170412B is made and entered into as of this _____ day of _____, 2024, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as “COUNTY,” and SEDGWICK CLAIMS MANAGEMENT SERVICES, INC. (“Sedgwick”), a Tennessee Corporation with its principal place of business at 8125 Sedgwick Way, Memphis, Tennessee 38125-8125 hereinafter referred to as “CONTRACTOR.”

RECITALS

WHEREAS, On August 30, 2016 COUNTY and CONTRACTOR entered into Napa County Agreement No. 170412B-17 (hereafter referred to as “Agreement”) for the provision by CONTRACTOR to COUNTY of workers’ compensation claims adjusting and claims administration services; and

WHEREAS, the parties now desire to amend the Agreement to update the term of the Agreement and to adjust the compensation payable by replacing “EXHIBIT B-2” with “EXHIBIT B-3”

TERMS

NOW, THEREFORE, COUNTY and CONTRACTOR hereby amend the Agreement as follows:

1. As of the effective date of this Amendment, Paragraph 1 “Term” is amended to read as follows:

Term of Agreement. The term of this Agreement shall commence on July 1, 2024 and shall expire on June 30, 2029, unless terminated earlier in accordance with Paragraphs 9 (Termination for Cause), 10 (Other Termination) or 23(a) (Covenant of No Undisclosed Conflict); except that the obligations of the parties under Paragraphs 7 (Insurance) and 8 (Indemnification) shall continue in full force and effect after said expiration date or early termination in relation to acts or omissions occurring prior to such dates during the term of the Agreement, and the obligations of CONTRACTOR to COUNTY shall also continue after said expiration date or early termination in relation to the obligations prescribed by Paragraphs 15 (Confidentiality), 20 (Taxes) and 21 (Access to Records/Retention). The term of this Agreement shall be automatically renewed for an additional year at the end of each fiscal year, under the terms and conditions then in effect, not to exceed two (2) additional years, unless either party gives the other party written notice of intention not to renew no less than thirty (30) days prior to the expiration of the then current term. For purposes of this Agreement, “fiscal year” shall mean the period commencing on July 1 and ending on June 30.

2. As of the effective date of this Amendment, Paragraph 3(a) “Compensation” is amended to read as follows:

Compensation.

- a) Rates. In consideration of CONTRACTOR’s fulfillment of the promised work, COUNTY shall pay CONTRACTOR the rates set forth in the Preferred Client Discount Fee Schedule, EXHIBIT “B-3” attached hereto and incorporated by reference herein.
 - b) Expenses. Travel and other expenses will be reimbursed by COUNTY upon submission of an invoice in accordance with Paragraph 4 at the rates and/or in accordance with the provisions set forth in Exhibit “B-3.”
 - c) Maximum Amount. Such amounts shall not be construed as guaranteed sums, and compensation shall be based upon services actually rendered and reimbursable expenses actually incurred.
3. Except as provided in (1) and (2) above, the terms and conditions of the Agreement and subsequent amendments shall remain in full force and effect as previously approved.

[Remainder of this page left blank intentionally]

IN WITNESS WHEREOF, this Amendment No. 4 was executed by the parties hereto as of the date first above written.

SEDGWICK CLAIMS MANAGEMENT SERVICES,
INC.

By Michael Shook
Sr. Vice President Managing Counsel

By J. Edward Peel
Vice President Sr. Corporate Counsel

"CONTRACTOR"

NAPA COUNTY, a political subdivision of
the State of California

By _____
JOELLE GALLAGHER, Chair of the
Board of Supervisors

"COUNTY"

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <i>Susan B. Altman, Deputy</i> Deputy County Counsel</p> <p>Date: January 16, 2024</p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____ Processed By: _____ Deputy Clerk of the Board</p>	<p>ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors</p> <p>By: _____</p>
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EXHIBIT “B-3”

COMPENSATION AND EXPENSE REIMBURSEMENT

Cost of Claim Administration Services shall be as follows:

(a) Claims Administration Services Flat Annual Fee

The Annual Administration fee for Fiscal Year 2024/2025 shall be \$169,897; for Fiscal Year 2025/2026 the fee is increased to \$177,542; for Fiscal Year 2026/2027 the fee is increased to \$183,756; 2027-2028 the fee is increased to \$190,187; 2028/2029 the fee is increased to \$196,843. The fee shall be billed in equal monthly installments.

(b) Managed Care Services:

All claim administration fees and services contemplate the deployment of Sedgwick’s managed care services for all bill review and case management services. Managed care fees are detailed below. Fees may change from time to time upon 60 days written notice.

	Year 1	Year 2	Year 3
	1-Jul-2024 to 30-Jun-2025	1-Jul-2025 to 30-Jun-2026	1-Jul-2026 to 30-Jun-2027
Medical bill review			
State fee scheduling/usual, customary and reasonable; state reporting	\$9.70 per bill	\$10.15 per bill	\$10.50 per bill
Provider networks			
Preferred provider organization (PPO) networks	27% savings	27% savings	27% savings
Out of network services	27% savings	27% savings	27% savings
Surgical Implants	27% savings	27% savings	27% savings
Enhanced Services	27% of savings	27% of savings	27% of savings
Telephonic Clinical Services			
Telephonic case management	Evaluation and recommendation: \$155	Evaluation and recommendation: \$162	Evaluation and recommendation: \$168
· Telephonic Nurse Case Manager, · Surgery Nurse Case Manager,	per hour rate \$105	per hour rate \$110	per hour rate \$114
Behavioral Health Specialist	\$105 per hour (1)	\$110 per hour (1)	\$114 per hour (1)
Customized Nurse Services (1)	\$105 per hour (1)	\$110 per hour (1)	\$114 per hour (1)
Utilization Review & Physician Advisor			
Utilization review	\$85 per review	\$89 per review	\$92 per review
Physician advisor/peer review	\$285 per review	\$298 per review	\$308 per review
Physician review of records	\$285 per hour	\$298 per hour	\$308 per hour
Physician advisor appeal	\$360 per review	\$376 per review	\$389 per review
Complex pharmacy management	Pharmacy nurse management/pain coaching: \$120 per hour Physician and PharmD management (as needed): \$285 per hour	Pharmacy nurse management/pain coaching: \$125 per hour Physician and PharmD management (as needed): \$298 per hour	Pharmacy nurse management/pain coaching: \$129 per hour Physician and PharmD management (as needed): \$308 per hour
Field Case Management			
Medical field case management: Full field	\$105 per hour, plus direct expenses (1)(2) Urgent/Catastrophic case management: \$175 per hour (1)	\$110 per hour, plus direct expenses (1)(2) Urgent/Catastrophic case management: \$183 per hour (1)	\$114 per hour, plus direct expenses (1)(2) Urgent/Catastrophic case management: \$189 per hour (1)
Crisis Care RN	\$175 per hour (1)	\$183 per hour (1)	\$189 per hour (1)
<i>Field Case Management Tasks:</i> One visit clinical assessment	\$740 flat fee	\$773 flat fee	\$800 flat fee
Limited Assignment Task	\$105 per hour (1)	\$110 per hour (1)	\$114 per hour (1)
Specialty task services: Life Care Plan, Expert testimony, customized services	\$175 per hour	\$183 per hour	\$189 per hour
Vocational & Work placement solutions			
Transitional work placement (at Not-for-profit)	\$900 for placement or no-show	\$941 for placement or no-show	\$974 for placement or no-show

Return to Work Specialist	\$105 per hour (1) Telephonic return-to-work	\$110 per hour (1) Telephonic return-to-work	\$114 per hour (1) Telephonic return-to-work
Work Place Consultation - Program/Policy Design & planning	\$210 per hour, plus direct expenses	\$219 per hour, plus direct expenses	\$227 per hour, plus direct expenses
Vocational - Full Field Case Management	\$105 per hour, plus direct expenses (1)(2)	\$110 per hour, plus direct expenses (1)(2)	\$114 per hour, plus direct expenses (1)(2)
<i>Vocational field tasks:</i> Vocational Assessment/Testing	\$980 flat fee	\$1,024 flat fee	\$1,060 flat fee
Labor Market Survey	\$660 flat fee	\$690 flat fee	\$714 flat fee
Automated Transferable Skills Analysis	\$370 flat fee	\$387 flat fee	\$401 flat fee
Job Analysis or Ergonomic Evaluation	\$815 flat fee	\$852 flat fee	\$882 flat fee
Clinical Consultation Services			
Clinical consultation	Standard (24x7x365 access to nurse): \$95 per call	Standard (24x7x365 access to nurse): \$99 per call	Standard (24x7x365 access to nurse): \$102 per call
	Premium (standard plus option of blended intake or limited customization): \$110 per call	Premium (standard plus option of blended intake or limited customization): \$114 per call	Premium (standard plus option of blended intake or limited customization): \$117 per call
	Advance (Premium plus option to customize workflows): \$120 per call *	Advance (Premium plus option to customize workflows): \$124 per call *	Advance (Premium plus option to customize workflows): \$127 per call *
	<i>* level of customization may warrant additional fees</i>	<i>* level of customization may warrant additional fees</i>	<i>* level of customization may warrant additional fees</i>
Sedgwick managed care administrative services			
Lien resolution	28% of the below fee schedule savings subject to minimum fee of \$130 and cap of \$7,500 per lien Expert witness testimony or hearing representation charged at \$125 per hour plus direct expenses	28% of the below fee schedule savings subject to minimum fee of \$136 and cap of \$7,838 per lien Expert witness testimony or hearing representation charged at \$131 per hour plus direct expenses	28% of the below fee schedule savings subject to minimum fee of \$141 and cap of \$8,112 per lien Expert witness testimony or hearing representation charged at \$136 per hour plus direct expenses
Sedgwick standard medical card	No charge; customization starts at \$3,500	No charge; customization starts at \$3,658	No charge; customization starts at \$3,786
	(1) Alaska, California, New York and Hawaii @ \$140 per hour; CAT @ \$195 per hour	(1) Alaska, California, New York and Hawaii @ \$146 per hour; CAT @ \$204 per hour	(1) Alaska, California, New York and Hawaii @ \$151 per hour; CAT @ \$211 per hour
	(2) Minnesota QRC Med/Voc & Job Placement charged at prevailing fee schedules	(2) Minnesota QRC Med/Voc & Job Placement charged at prevailing fee schedules	(2) Minnesota QRC Med/Voc & Job Placement charged at prevailing fee schedules

	Year 4	Year 5
	1-Jul-2027 to 30-Jun-2028	1-Jul-2028 to 30-Jun-2029
Medical bill review		
State fee scheduling/usual, customary and reasonable; state reporting	\$10.85 per bill	\$11.25 per bill
Provider networks		
Preferred provider organization (PPO) networks	27% savings	27% savings
Out of network services	27% savings	27% savings
Surgical Implants	27% savings	27% savings
Enhanced Services	27% of savings	27% of savings
Telephonic Clinical Services		
Telephonic case management · Telephonic Nurse Care Manager, · Surgery Nurse Case Manager,	Evaluation and recommendation: \$174	Evaluation and recommendation: \$180
	per hour rate \$118	per hour rate \$122
Behavioral Health Specialist	\$118 per hour (1)	\$122 per hour (1)
Customized Nurse Services (1)	\$118 per hour (1)	\$122 per hour (1)
Utilization Review & Physician Advisor		
Utilization review	\$95 per review	\$98 per review
Physician advisor/peer review	\$319 per review	\$330 per review
Physician review of records	\$319 per hour	\$330 per hour
Physician advisor appeal	\$403 per review	\$417 per review
Complex pharmacy management	Pharmacy nurse management/pain coaching: \$134 per hour Physician and PharmD management (as needed): \$319 per hour	Pharmacy nurse management/pain coaching: \$139 per hour Physician and PharmD management (as needed): \$330 per hour
Field Case Management		

Medical field case management: Full field	\$118 per hour, plus direct expenses (1)(2) Urgent/Catastrophic case management: \$196 per hour (1)	\$122 per hour, plus direct expenses (1)(2) Urgent/Catastrophic case management: \$203 per hour (1)
Crisis Care RN	\$196 per hour (1)	\$203 per hour (1)
<i>Field Case Management Tasks:</i> One visit clinical assessment	\$828 flat fee	\$857 flat fee
Limited Assignment Task	\$118 per hour (1)	\$122 per hour (1)
Specialty task services: Life Care Plan, Expert testimony, customized services	\$196 per hour	\$203 per hour
Vocational & Work placement solutions		
Transitional work placement (at Not-for-profit)	\$1,008 for placement or no-show	\$1,043 for placement or no-show
Return to Work Specialist	\$118 per hour (1) Telephonic return-to-work	\$122 per hour (1) Telephonic return-to-work
Work Place Consultation - Program/Policy Design & planning	\$235 per hour, plus direct expenses	\$243 per hour, plus direct expenses
Vocational - Full Field Case Management	\$118 per hour, plus direct expenses (1)(2)	\$122 per hour, plus direct expenses (1)(2)
<i>Vocational field tasks:</i> Vocational Assessment/Testing	\$1,097 flat fee	\$1,135 flat fee
Labor Market Survey	\$739 flat fee	\$765 flat fee
Automated Transferable Skills Analysis	\$415 flat fee	\$430 flat fee
Job Analysis or Ergonomic Evaluation	\$913 flat fee	\$945 flat fee
Clinical Consultation Services		
Clinical consultation	Standard (24x7x365 access to nurse): \$106 per call	Standard (24x7x365 access to nurse): \$110 per call
	Premium (standard plus option of blended intake or limited customization): \$121 per call	Premium (standard plus option of blended intake or limited customization): \$125 per call
	Advance (Premium plus option to customize workflows): \$131 per call *	Advance (Premium plus option to customize workflows): \$135 per call *
	<i>* level of customization may warrant additional fees</i>	<i>* level of customization may warrant additional fees</i>
Sedgwick managed care administrative services		
Lien resolution	28% of the below fee schedule savings subject to minimum fee of \$146 and cap of \$8,396 per lien Expert witness testimony or hearing representation charged at \$141 per hour plus direct expenses	28% of the below fee schedule savings subject to minimum fee of \$151 and cap of \$8,690 per lien Expert witness testimony or hearing representation charged at \$146 per hour plus direct expenses
Sedgwick standard medical card	No charge; customization starts at \$3,919	No charge; customization starts at \$4,056
	(1) Alaska, California, New York and Hawaii @ \$156 per hour; CAT @ \$218 per hour	(1) Alaska, California, New York and Hawaii @ \$161 per hour; CAT @ \$226 per hour
	(2) Minnesota QRC Med/Voc & Job Placement charged at prevailing fee schedules	(2) Minnesota QRC Med/Voc & Job Placement charged at prevailing fee schedules