ADAMS COUNTY, COLORADO
AMENDMENT TWO FOR THE ADDITION OF PROPEL SOFTWARE TO THE CAREHERE MANAGEMENT, PLLC AGREEMENT FOR EMPLOYEE MEDICAL SERVICES

THIS AMENDMENT TWO TO PROFESSIONAL/PURCHASE OF SERVICE AGREEMENT 2014.261 is entered into this 27 day of JUNE, 2017, by and between the Board of County Commissioners of Adams County, Colorado, located at 4430 South Adams County Parkway, Brighton, Colorado 80601, hereinafter referred to as the “County,” and CareHere Management, PLLC, located at 5141 Virginia Way, Suite 350, Brentwood, Tennessee 37027, hereinafter referred to as the "Contractor." The County and the Contractor may be collectively referred to herein as the “Parties”.

RECITALS

WHEREAS, on June 16, 2015, the County entered into a Professional/Purchase of Service Agreement 2014.261 with Contractor; and,

WHEREAS, the County and the Contractor mutually desire to amend the Service Agreement to add Propel Software to the agreement.

NOW, THEREFORE, for the consideration set forth herein, the sufficiency of which is mutually acknowledged by the parties, the County and the Contractor agree as follows:

1. All work to install, host and maintain software shall be in accordance with eDoc4U’s SOW dated May 1, 2017, attached hereto as Exhibits 1 and 2, and incorporated herein by reference. Should there be any discrepancy between eDoc4U’s SOW, Exhibits 1 and 2 and this Amendment Two the terms and conditions of this Amendment Two shall prevail.

2. The fee schedule shall be $14,320.00.

3. The Service Agreement and this Amendment Two contain the entire understanding of the parties hereto and neither it, nor the rights and obligations hereunder, may be changed, modified, or waived except by an instrument in writing that is signed by both parties. Except as amended by this Amendment, and any prior amendment(s), the terms and conditions of the Agreement remain in full force and effect. In the event of any conflicts between the terms, conditions, or provisions of the Service Agreement and this Amendment Two, the terms, conditions, and provisions of this Amendment Two shall control.

4. The Recitals contained in this Amendment Two are incorporated into the body hereof and accurately reflect the intent and agreement of the parties.

5. This Amendment Two may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

6. Nothing expressed or implied in this Amendment Two is intended or shall be construed to confer upon or to give to, any person other than the parties, any right, remedy, or claim under or by reason of this Amendment Two or any terms, conditions, or provisions hereof. All terms, conditions, and provisions in this Amendment Two by and on behalf
of the County and the Contractor shall be for the sole and exclusive benefit of the County and the Contractor.

7. If any provision of this Amendment Two is determined to be unenforceable or invalid for any reason, the remainder of the Amendment Two shall remain in effect, unless otherwise terminated in accordance with the terms contained in the Service Agreement.

8. Each party represents and warrants that it has the power and ability to enter into this Amendment Two, to grant the rights granted herein, and to perform the duties and obligations herein described.

IN WITNESS WHEREOF, the County and the Contractor have caused their names to be affixed.

ADAMS COUNTY, COLORADO
BOARD OF COUNTY COMMISSIONERS

[Signature]
Chair

[Signature]
Date

CAREHERE MANAGEMENT, PLLC

Ernest Clevenger
Print Name

[Signature]
Signature

CEO
Print Title

06/30/2017
Date

ATTEST: STAN MARTIN
CLERK AND RECORDER

[Signature]
Deputy Clerk

APPROVED AS TO FORM:

[Signature]
County Attorney
STATEMENT OF WORK (SOW)
CONFIRMATION FOR ADAMS COUNTY

This Statement of Work confirmation is applicable to the services provided by eDoc4U, a Division of Conduit Corporation ("Licensor") under the contract between Licensor and CareHere, LLC ("Licensee") with regard to the provision of services by Licensor to employees of Adams County in Colorado, pursuant to an Agreement between Adams County and Licensee.

EFFECTIVE DATE

The Effective Date of this Statement of Work is May 1, 2017.

SERVICES BY LICENSOR

Licensor will provide a health and wellness program as described in the Exhibits 1 and 2. The eDoc4U program includes a comprehensive approach for employee engagement and incentive management to improve client healthcare outcomes, workplace productivity and healthcare costs.

- eDoc4U’s unique offering includes three integrated components;
  - Member Engagement Portal to sustain interest and participation for all employees
  - Personal Health Manager to engage employees with their healthcare needs
  - Wellness Incentive Platform to motivate and reinforce healthy behavior

Member Engagement Portal is a personal dashboard designed to reinforce a wellness culture for all employee styles. It includes; activity tracking, goal setting, competitions, social networking, messaging and mobile compatibility. The Member Engagement Portal connects with wearable technology and apps, and provides full content management by the group administrator.

Personal Health Manager includes a client configurable Health Risk Questionnaire (HRQ), dashboard including; disease risks, personalized multi-media education programs for preventive care, disease and lifestyle management, personal health record, and health summary with recommendations, gaps in care and readiness to change. The Personal Health Manager is National Committee for Quality Assurance (NCQA) certified, 6th grade literacy and 508(c) compliant.

Wellness Incentive Platform is customizable for individual client programs and team needs based on participation, progress, and/or outcomes, with real-time member progress feedback, badging for program completion and email and text messaging. Administration access is provided for setup, management, qualification reporting and messaging to members.

INCLUDED COMPONENTS; DELIVERY

Included in our configuration and deployment are; client setup with pre-configured templates for incentive and Health Risk Questionnaire options, Adams County branding, eligibility file management to drive registration, points-driven incentive tracking, hosting, support and maintenance. Delivery of services will be on or before June 1, 2017, including setup, testing and deployment prior to delivery date. Incentive specifics must be finalized and received by CareHere at least 60-days prior to anticipated launch date (June 1, 2017).
CONFIGURATION

The Health Risk Questionnaire configuration will accord with the attached eDoc4U Requirements Assessment.
Programming outside of the standard eDoc4U question set and Health Awareness Program assignments can be accomplished at a programming rate of $125/hour with a project estimate (with a detailed project statement of work) provided prior to project initiation.

Incentive configuration will accord with the attached Propel Implementation Template.
Programming outside of the standard incentive and competition templates can be accomplished at a programming rate of $125/hour with a project estimate (with a detailed project statement of work) provided prior to project initiation. Incentive specifics must be finalized and received by CareHere at least 60-days prior to anticipated launch date (June 1, 2017).

COMPENSATION

Vendor shall be paid per the following terms:

Monthly License Fee * 7 mos. $11942.00 (1706 Employees x $1.00 Per Employee Per Month (PEPM) beginning June 1, 2017 through December 31, 2017)

| Setup and Domain Fees       | $ 0.00      |
| Data Feed Setup             | $ 0.00      |
| Non-Standard Reports        | $ 0.00      |
| eDoc4U programming Fees     | $ 0.00      |
| Propel programming Fees     | $ 0.00      |
| Sub Total                   | $ 2378.00   |
| Not to exceed total:        | $ 14320.00  |

(Annual Hosting Fee: $900 and Setup fee $1600)
annual Hosting Fee includes url fee and server hosting, etc. not to exceed $2378.00.

In the event of a lawful Termination of the Agreement by either party, any fees due Licensor under either this Statement of Work or the Agreement through the date that the termination becomes effective shall become immediately due and payable to Licensor.

TERM

The term of this Statement of Work is June 1, 2017 through December 31, 2017.

Adams County
By: [Signature]
Name: [Name]
Title: [Title]
Date: [Date]

CareHere, LLC
By: [Signature]
Name: Ernest Clevenger
Title: CEO
Date: 06/30/2017
Exhibit 1
Propel® and eDoc4U® Combined Solution Overview

Propel® is a comprehensive wellbeing engagement resource that is customized for each organization's specific wellbeing program needs, connecting multiple resources and data to a common platform. eDoc4U® offers an NCQA-certified health risk assessment that utilizes self-reported and claims data along with biometric screenings and prescription history to analyze disease risks and population health needs. Combined, these two integrated resources create a powerful and unmatched comprehensive employee-wellbeing solution for employers.

Propel® Overview

Propel's resources can also be integrated into existing portals/platforms to complement and extend an organization's existing engagement strategy. Propel's resources include a comprehensive wellbeing portal, sophisticated program tracking tools, incentive program management, gaming, social networking and multiple engagement strategies. The Propel Portal is a fully customizable interface that can serve as a platform for delivering a wide variety of wellbeing-program information and initiatives. The platform serves as a key initial "landing" location for wellbeing program participants connecting multiple program elements.

Fully Customizable Portal

The Propel Portal is a fully customizable interface that can serve as a platform for delivering a wide variety of wellbeing-program information and initiatives.

Following are descriptions of Propel's key components.
The platform serves as a key initial “landing” location for wellbeing program participants connecting such program elements as:
- Program information, news and announcements
- Health and wellbeing content in multiple formats (e.g., eLearning, print, PowerPoint, video, audio, interactive)
- Tracking
- Incentive programming
- Events and activities calendars
- Polls & surveys
- Success stories
- Link to Health Risk Assessment
- Connectivity to other, relevant wellbeing programming resources (e.g., coaching, biometric screening, resiliency programming, transparency tools, telemedicine, etc.)

Content Management System

The Propel Portal is built with a full content management system (CMS) that allows the program administrators to upload Portal content any time (print, audio or video), change images on the Portal, add new pages to the Portal and even modify the navigation.

Tracking Tools

Included within the Propel Portal are robust tracking tools that allow an organization to:

- Enhance a corporate culture of wellbeing
- Develop virtual teams
- Log activity
- Create and track goals
- Participate in Individual, team and group competitions
- Develop private Individual and team competitions
- Receive recognition for positive health and fitness behavior and accomplishment
- Participate in incentive programs
- Track effectiveness
- Engage an intuitive central platform

Social Networking Tools

There are a variety of social networking resources within the Propel platform. Users within an organization can connect with one another in a variety of ways: through discussion boards covering an unlimited number of health, fitness and wellbeing topics and company- and/or user-driven success stories.

Gaming Tools

The Propel Portal incorporates interactive learning tools, such as eLearning modules, interactive games and health and fitness calculators. Propel utilizes various gaming strategies (e.g., "levelling up," loss aversion, goal theory, modeling, competition, teaming, behavioral economics, etc.) to engage participants in creative ways to achieve the engagement necessary to motivate positive behavior change.

Public and Private Competitions

The Propel database is structured to allow an organization to track activities from the broad categories of physical activity, biometrics, nutrition and general wellbeing. The Propel administrative tools allow organizations to add to, modify or delete the activities that are preloaded at any time. Propel physical activities range from traditional fitness activities (such as walking, running, biking, swimming, aerobics, jumping rope, etc.) to activities that require physical activity but that are not typically considered fitness activities (such as house cleaning, car washing, playing with kids and gardening).

Incentive Tracking and Administration

Propel can automate custom incentive strategies that support outcomes-based incentive programming, progress-based incentive programming or participation-based incentive programming. The rules for qualifying for an incentive can be unique to the organization.

Mobile & Device/App Connectivity

The Propel Engagement Platform is built using responsive-design technology making the platform accessible by all mobile devices (Smartphones, tablets, mini-tabs, phablets) that can access the Internet. When a user accesses the Portal using a mobile device, the Portal recognizes the device and its screen size and reorders the content to deliver the best user experience. Propel also allows "administrative entry." This allows authorized administrators to record biometrics at a clinic or health fair, give credit for attendance at seminars, lunch-and-learn events, health fairs, etc. Propel can also upload participant data through data feeds received from third parties.

For those who want to connect to a tracking app or hardware device, Propel connects to more than 150 hardware devices/apps currently on the market and is regularly adding to this list.
**eDoc4U®**
A fully integrated health and wellness approach

eDoc4U offers a comprehensive health and wellness approach designed to effectively engage members, while providing health providers with proactive care management. Our proven technology, scalable architecture and intuitive interface support the highest levels of member engagement, satisfaction and care management productivity.

The dashboard displays the user's top 3 disease risks, and presents the most relevant Health Awareness Programs in disease management, disease prevention, and lifestyle management.

eDoc4U assesses risks, and clusters individual predispositions and behaviors to identify possible actions for reducing overall Disease Risk Index (DRI) scores. Each DRI is based on age, gender, ethnicity and peer comparison of more than 700 unique data points. Each Disease Risk Index gives the patient a quick assessment of a critical focus area.

**Health Awareness Programs**
- Disease Management
- Disease Prevention
- Lifestyle Management

The eDoc4U platform delivers targeted education via licensed Healthwise articles, physician-supported videos and interactive recommendations to participants based on their risk factors. The education covers 36 conditions and can be used as part of an Incentive program managed through the Propel platform.

**Care Management**

Expand outreach opportunities to close gaps in care with eDoc4U's Care Management Platform, allowing clinicians and coaches to effectively engage with members with better insight of their gaps in care, disease management, lifestyle management and preventive care requirements.

Disease Registries and Prevention Registries allow clinicians and coaches to review out-of-compliance biometrics on a patient-by-patient basis to determine biometric adherence and whether engagement is needed.

Health Analytics Reporting utilizes HIPAA/HITECH compliant tools to track and audit group progress over time.

- Real-time reporting tracks and audits progress
- Individual and aggregate reports on engagement, health risks and compliance
- Diagnostic summaries and changes over time
- Program participation and recommendation completion

**eDoc4U Highlights**

- Evidence-based best practices guidelines updated per NCQA requirements or as otherwise needed
- Branching logic; age, gender, ethnicity, readiness to change & previous responses
- Integrated medical, lifestyle and injury risk algorithms
- Grade 6.0 health literacy reading level, English & Spanish, Medicare certified
- Section 508(c) Standards compliance for accessibility by hearing and visually impaired
- HIPAA/HITECH & GINA Compliant
- NCQA Certified

**My Health Minder Chances for Health Risks (13)**

Based on an assessment of your health information, we have concluded that these are opportunities for you to improve your health. Optional tips are also included to suggest that you may also benefit from either reducing your risk of health problems. Please review this information and share this with your doctor during your next visit.

<table>
<thead>
<tr>
<th>HEALTH AWARENESS PROGRAMS</th>
<th>CHANCES FOR HEALTH RISK</th>
<th>RECOMMENDATION (13)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Healthy Lifestyle</strong></td>
<td><strong>High Risk</strong></td>
<td><strong>Tobacco</strong></td>
</tr>
<tr>
<td><strong>Physical Activity</strong></td>
<td><strong>Low Risk</strong></td>
<td><strong>Physical Activity</strong></td>
</tr>
</tbody>
</table>

**What is a Health Problem Score?**

- Stroke

- **Risk Factors:**
  - High Blood Pressure
  - High Cholesterol
  - High Blood Sugar

To learn more or set up a demo of the combined Propel/eDoc4U platform, please contact:

**Rich Smith**

(615) 478-0087

Rich@edoc4u.com
WHAT'S INCLUDED IN THE CAREHERE IMPLEMENTATION AND ANNUAL PROPEL® LICENSE FEES?

The following items are included in the standard Propel implementation and annual license fees (unless otherwise noted) for CareHere. Because of Propel's built-in Content Management System, many features are configurable based on the client's program needs. We can also further customize the Propel platform in a variety of ways for an additional customization fee.

STANDARD PROPEL FEATURES, CAPABILITIES AND SUPPORT

Core implementation elements:

- Member registration verified against a client-provided eligibility file
- Secure member login
- Google Analytics programme on each page for full Google Analytics reporting
- Propel Portal (details below)
- Propel Tracking Tools (details below)
- Standard CareHere incentive structure (details below)
- Standard "Basic Level" Template Site (with generic program name)
- Standard SSO connection between Propel and eDoc4u platforms
- Client's corporate/program logo
- Color scheme to match logo elements
- Standard features, competitions, content, etc.
- Configuration of features (on/off checklist)
- Admin Panel Access (no limit to number of administrators)

Engagement Portal

1. Customized "Look and Feel" of Propel to match our client's culture and branding.
2. Full Content Management System (CMS) allowing a client the ability to add, modify, or remove images, video, text, menu items, pages, callouts, and hyperlinks to any page of the website.
3. Mobile compatibility — The Propel Platform is built using responsive design technology. This means the full Portal is available to participants regardless of what device they use for Portal access. When a participant connects, the Portal detects the platform (desktop, laptop, tablet, mini-tab, Smartphone or phablet) and automatically formats the display for an optimal screen experience. That is, the full Portal is available without the need to download an app—the content is simply reorganized for the best user experience depending on the size of the screen from which the Portal is viewed. When viewing the Portal from a mobile device, the viewer can create a shortcut which automatically places
an icon with your brand on their screen top (just like any other app icon) for quick
access to the Portal anytime.

4. Ability to create member polls and access to poll results
5. Ability to create surveys and receive reports with the survey results
6. Referral program – Propel offers the client the opportunity to include a referral
program that encourages program participants to invite non-participant-employees into
the program, and then receive credit for the referral. The organization can determine
whether or not to incent the referrals.

7. Device Integration – Propel connects to more than 150 hardware devices/apps allowing
the automatic upload of tracking data into Propel.

8. Success Stories can be sent to an administrator to be considered for publication on the
Propel Portal including up to two images per story.

9. Access to multiple Wellness Calculators such as BMI, Calories Burned, Time to Reach
Weight Goal, Smoking Savings Calculator, and more.

10. Wellness content

11. Events Calendar

12. Connectivity to eDoc4U HRA through Single Sign On

13. Connectivity to clinic and clinic resources via links

14. Connectivity to other health and wellness resource partners via link, deep link or SSO
(SSO programming other than eDoc4U connectivity requires additional fee)

Propel Tracking Tools

1. Personal Dashboard which displays
   a. Today’s Calories consumed, burned, and net amount for the day
   b. The number of entries, points, and calories burned so far this month
   c. The number of entries, points, and calories burned so far last month
   d. Top three goals set
   e. Top three competitions that have been entered

2. Activity Tracking - Propel offers full-featured activity tracking functionality allowing
participants to self-report activity, report through connected hardware device or app
and allow the organization to report activity through data feed (additional fee required
to set up data feed if used), file upload (may require additional set-up fee) and admin-
entry. All forms of activity can tracked across the major categories of physical activity,
bmiometrics measurements, nutrition, education and other health & wellness activities
(e.g., HRA completion, screening completion, flu shot, community service hours and
much, much more). The program administrator has control to add as many activities as
desired allowing participants to track all activities relevant to the program.

3. Goal setting and tracking - Goals can be set and progress towards the goals graphed
based on entries the member makes in the tracker.

4. Competitions - Propel offers a robust competition engine that supports both company-
wide competitions as well as individual, employee-created private competitions. “Public
Competitions” are set up by the system administrator and open to all
members/employees. These can be individual, team or group and can be focused on any category the organization allows its members to track (e.g., physical activity, biometric, nutrition and other wellness categories). Public competitions can incorporate financial or non-financial incentives. Also, members can launch their own “Private Competition” by sending individual invitations to other members. Only those involved in a private competition can see the leaderboard. Each competition comes with a standard leaderboard, the ability for those entered into a competition to communicate with others in the competition, and can include financial or nonfinancial incentives if the company desires.

5. **Team development** — Propel allows participants to use the Portal communication tools to create teams through private invitations and then allows team captains to enroll their teams into team-based public or private competitions. If spouses or dependents are a part of the Propel installation, Family Teams can also be created and can compete together (Propel does not provide incentives).

6. **Social networking** — Members can connect with other members in multiple ways through the Propel platform. They can find others who share interests and send messages, invite others to join teams, send messages to others directly from the leaderboards and challenge individuals in a private competition.

7. **Message preference** — Members can choose to receive the multiple Propel notification/messaging via text as well as via email (e.g., membership information, public and private competition messaging, social messaging, coaching messaging, etc.).

8. **Badges** — Members can earn badges which display on their Profile page (once earned) and are earned by entering and completing competitions.

9. **Achievement Ranks** can be reached by a member staying engaged with Propel through regular system entries which earn a member points. By reaching certain point levels in a specified time period, a person can earn an achievement rank of Bronze, Silver, Gold, Platinum, etc. The point goals and timeframes are set by the administrator.

10. **Groups** can be defined in the Propel platform by administrators which allow their organization to be segmented into smaller groups by departments, job role, location, etc. These groups can compete in competitions and can also be used for reporting purposes.

11. **Coaching support** is available through the Admin panel for those placed in a coaching role. Members in Propel can be assigned to a coach who can then access the biometric and activity data of those whom they coach. Coaches can set goals for members assigned to them. Private messages can be sent from a coach to a coachee via text or email and the coach can keep case notes (private from the coachee’s view) on each member being coached.

**Propel Incentive Program**

Propel can be used to create a custom Incentive program for a company. There are standard incentive structures that are included with the Propel system, but complex incentive programs can also be designed for an additional fee.
1. Multiple designs supported - Propel allows an organization to automate and manage its custom incentive program whether that program is an outcomes-based program, a progress-based program or a participation-based program and whether it uses financial or non-financial incentives. The platform can be programmed to receive data from any source and then to automatically send completion reports to the right recipient (e.g., payroll department, third-party fulfillment vendor, etc.).

2. Incentive completion is automatically tracked by the Propel system via data pulled in from the Tracking tools.

3. Incentive progress dashboard - A standard Incentive Program dashboard page can be added to the Propel Portal allowing a member to see his or her progress in the incentive program and view details on incentive rewards earned in the process.

Propel Administrative Panel

The Propel admin panel allows an authorized administrator to perform one or more of the following based on the level of admin privilege the company provides the individual administrator (that is, there can be varying “roles” of administrators):

1. Manage Propel membership
2. Manage Propel activity, biometric, and wellness activities offered for tracking by members
3. Manage Propel groups
4. Manage email and text communication to members
5. Access standard Propel reports which are created dynamically at runtime
6. Download many of the Propel reports to Excel or In PDF format
7. Create and manage company-wide competitions
8. For coaches: using a separate admin panel screen, manage those they are coaching

Additional Propel Components Available at Additional Cost:

1. SSO Gateway (Into Propel from Client site) or SSO from Propel to other systems.
2. Alternative versions of Template Site based on scope of customization in Client specific SOWs.
3. Custom Incentive programming/display (beyond already “in use” items, based on scope of customization.
4. Custom Competition Leaderboards can be created by TVC for the client organization.
5. Custom Content: TVC makes new content available as it is developed at no cost to client organization; In addition, client organization can upload its own content at no cost. If client organization wants TVC to develop new content, such content typically developed at an hourly rate for time required to create the content.
6. Discussion Boards.
7. Monthly Newsletter: Electronic newsletter is available per unique group.
8. Communication Design: Design posters/flyers to support program implementation (printing costs not included.)
9. Data feeds from other vendors to Propel such as biometric vendors/labs, HRA vendors, clinics, etc.
10. Data feeds from Propel to other vendors such as insurance brokers, incentive fulfillment, data warehouses, benefits programs, etc.
11. Custom Reports
12. Custom Graphs/Charts
13. Multiple Language options and automatic translating services
14. Propel also supports a "rewards mall" style incentive structure where participants accumulate points for various activities/actions (that the client defines) and then use those points to purchase a variety of items (defined by the client). The participant sees a dashboard display of running total of points earned and can then select to redeem the points for products at any time using the Propel platform.