

Fiscal Review Committee Redaction Cover Sheet

Contract Number: RFS 318.65-00388 TennCare (Maximus Human Services, Inc)

 X No redactions required
 Redactions applied

Contractor/Service Provider Identity *(this includes addresses, phone numbers, service provider contact or officer information, and other information that could be used to identify the contractor or service provider)*

 Federal Employee Identification Number (FEIN)
 Contractor/Vendor Name

Purpose for Contractor/Vendor Name Redaction (if applicable)

Technology Details *(this includes database, operating system, development code, and any other information that would identify an area of weakness or an attack vector)*

 Product Name
 Associated Technology
 Other

Other Description: _____



February 28, 2019

Ms. Krista Lee Carsner, Executive Director
Fiscal Review Committee
8th Floor, Rachel Jackson Bldg.
Nashville, TN 37243

RE: Maximus Human Services Inc. Amendment # 2
Maximus Health Services, Inc. dba Ascend Management Innovations Amendment #2

Dear Ms. Lee:

The Department of Finance and Administration, Division of TennCare, is submitting for consideration by the Fiscal Review Committee the following two (2) amendments and all required documentation and approvals.

- 1) Maximus Human Services Inc. is the competitively procured contractor that provides maintenance and operations to TennCare's existing Provider Data Management System (PDMS), Provider Incentive Payment Program (PIPP), Committee on Operating Rules for Information Exchange (CORE) and the Financial Change Request (FCR) for systems, portals, and databases. This amendment extends out the end date through April 30, 2021, in order to allow TennCare the ability to utilize current functionality during the lengthy procurement process and implementation phase of a replacement system. TennCare was in the process of drafting requirements for re-procurement via an RFP until such time as our federal partner (CMS) suggested considering a cooperative agreement option through NASPO. Six vendors were approved through the cooperative using a contract drafted by the State of Montana. TennCare agreed to pursue this option and began a more detailed analysis of the six vendors available through the NASPO solution. This analysis will result in the identification of which vendor(s) TennCare will pursue negotiations. TennCare has resumed work on the required federal documents (IAPD) to cost out pursuit of the NASPO option; this will entail a thorough analysis of all potential, viable vendor(s). The decision to add extension options to the Maximus contract through April 2021 will allow a new vendor proper implementation time and provide an opportunity to ensure the selected procurement method reaches finalization pending any unforeseen issues.
- 2) Maximus Health Services, Inc. dba Ascend Management Innovations is the competitively procured contractor that provides services related to medical or Level of Care (LOC) Eligibility appeals for Long Term Services and Supports (LTSS). This amendment is being initiated to utilize the two remaining extension options, delete specific language that is no longer relevant, and to add new and clarifying language to existing sections for services related to medical or Level of Care (LOC) medical eligibility for Long Term Services and Supports (LTSS) specifically focused on details centered around Intake and Enrollment of Employment and Community First (ECF) CHOICES. Maximus is currently providing this service and with



the additional clarifying language, TennCare has further defined the needs associated with intake and enrollment per the ECF CHOICES portion of this contract.

TennCare respectfully submits the above referenced contract amendments for consideration and approval by the Fiscal Review Committee. We look forward to promptly providing any additional information as may be requested by the Committee.

Sincerely,

A handwritten signature in blue ink, appearing to read "William Aaron", with a long horizontal flourish extending to the right.

William Aaron
Chief Financial Officer

cc: Gabe Roberts., Deputy Commissioner

Amendment Request

This request form is not required for amendments to grant contracts. Route a completed request, as one file in PDF format, via e-mail attachment sent to: Agsprs.Agsprs@tn.gov

APPROVED	
CHIEF PROCUREMENT OFFICER	DATE

Agency request tracking #	31865-00388	
1. Procuring Agency	Department of Finance and Administration, Division of TennCare	
2. Contractor	Maximus Human Services, Inc.	
3. Edison contract ID #	NV-44806	
4. Proposed amendment #	#2	
5. Contract's Original Effective Date	May 1, 2015	
6. Current end date	April 30, 2019	
7. Proposed end date	April 30, 2021	
8. Current Maximum Liability or Estimated Liability	\$ 15,075,288.00	
9. Proposed Maximum Liability or Estimated Liability	\$ 23,300,746.00	
10. Strategic Technology Solutions Pre-Approval Endorsement Request – information technology service (N/A to THDA)	<input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> Attached	
11. eHealth Pre-Approval Endorsement Request – health-related professional, pharmaceutical, laboratory, or imaging	<input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> Attached	
12. Human Resources Pre-Approval Endorsement Request – state employee training service	<input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> Attached	
13. Explain why the proposed amendment is needed		
<p>Maximus Human Services, Inc. is the competitively procured contractor that provides maintenance and operations to TennCare's existing provider Data Management System (PDMS), Provider Incentive payment Program (PIPP), committee on Operating Rules for Information Exchange (CORE) and the Financial Change Request (FCR) for systems, portals, and databases. This amendment extends out the end date through April 30, 2021 in order to allow TennCare the ability to utilize current functionality during the lengthy procurement process and implementation phase of a replacement system. TennCare was in the process of</p>		

Agency request tracking #	31865-00388
<p>drafting requirements for re-procurement via an RFP until such time as our federal partner (CMS) suggested considering a cooperative agreement option through NASPO. Six vendors were approved through the cooperative using a contract drafted by the State of Montana. TennCare agreed to pursue this option and began a more detailed analysis of the six vendors available through the NASPO solution. This analysis will result in the identification of which vendor(s) TennCare will pursue negotiations with the aid of CPO. TennCare has resumed work on the required federal documents (IAPD) to cost out pursuit of the NASPO option; this will entail a thorough analysis of all potential, viable vendor(s). The decision to add extension options to the Maximus contract through April 2021 will allow a new vendor proper implementation time and provide an opportunity to ensure the selected procurement method reaches finalization pending any unforeseen issues.</p>	
<p>14. If the amendment involves a change in Scope, describe efforts to identify reasonable, competitive, procurement alternatives to amending the contract.</p> <p>N/A</p>	
<p>Signature of Agency head or authorized designee, title of signatory, and date (the authorized designee may sign his or her own name if indicated on the Signature Certification and Authorization document)</p> <p> 2/28/19</p>	



CONTRACT AMENDMENT COVER SHEET

Agency Tracking # 31865-00388	Edison ID NV-44806	Contract #	Amendment # 02		
Contractor Legal Entity Name Maximus Human Services, Inc.			Edison Vendor ID 0000028677		
Amendment Purpose & Effect(s) Amends Maximum Liability and Extends Term Two Years					
Amendment Changes Contract End Date: <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO		End Date: April 30, 2021			
TOTAL Contract Amount INCREASE or DECREASE per this Amendment (zero if N/A):			\$ 8,225,461.00		
Funding —					
FY	State	Federal	Interdepartmental	Other	TOTAL Contract Amount
2015	\$56,727.00	\$510,539.00			\$567,266.00
2016	\$410,360.00	\$3,693,236.00			\$4,103,596.00
2017	\$340,360.00	\$3,063,236.00			\$3,403,596.00
2018	\$397,208.00	\$3,574,865.00			\$3,972,073.00
2019	\$397,208.00	\$3,574,868.00			\$3,972,076.00
2020	\$397,208.00	\$3,574,868.00			\$3,972,076.00
2021	\$331,006.00	\$2,979,057.00			\$3,310,063.00
TOTAL:	\$2,330,077.00	\$20,970,669.00			\$23,300,746.00
Budget Officer Confirmation: There is a balance in the appropriation from which obligations hereunder are required to be paid that is not already encumbered to pay other obligations.			<i>CPO USE</i>		
Speed Chart (optional)		Account Code (optional)			

**AMENDMENT #2
OF CONTRACT NV-44806
BETWEEN THE STATE OF TENNESSEE,
DEPARTMENT OF FINANCE AND ADMINISTRATION
DIVISION OF TENNCARE
AND
MAXIMUS HUMAN SERVICES, INC.**

This Amendment is made and entered by and between the State of Tennessee, Department of Finance and Administration, Division of TennCare, hereinafter referred to as the "State" and MAXIMUS Human Services, Inc., hereinafter referred to as the "Contractor." For good and valuable consideration, the sufficiency of which is hereby acknowledged, it is mutually understood and agreed by and between said, undersigned contracting parties that the subject contract is hereby amended as follows:

1. Contract section B.1. is deleted in its entirety and replaced with the following:
 - B.1. This Contract shall be effective for the period beginning on May 1, 2015 ("Effective Date") and ending on April 30, 2021 ("Term"). The State shall have no obligation for goods delivered or services provided by the Contractor prior to the Effective Date.
2. Contract section B.2. is deleted in its entirety and replaced with the following:
 - B.2. Renewal Options: This Contract may be renewed upon satisfactory completion of the Term. The State reserves the right to execute up to two (2) renewal options under the same terms and conditions for a period not to exceed twelve (12) months each by the State, at the State's sole option. In no event, however, shall the maximum Term, including all renewals or extensions, exceed a total of sixty (72) months.
3. Contract section Reference is deleted in its entirety and replaced with the following:
 - C.1. Maximum Liability. In no event shall the maximum liability of the State under this Contract exceed Twenty Three Million Three Hundred Thousand Seven Hundred Forty Six Dollars (\$23,300,746.00). The payment rates in section C.3 shall constitute the entire compensation due the Contractor for all service and Contractor obligations hereunder regardless of the difficulty, materials or equipment required. The payment rates include, but are not limited to, all applicable taxes, fees, overheads, and all other direct and Indirect costs incurred or to be incurred by the Contractor.

The Contractor is not entitled to be paid the maximum liability for any period under the Contract or any extensions of the Contract for work not requested by the State. The maximum liability represents available funds for payment to the Contractor and does not guarantee payment of any such funds to the Contractor under this Contract unless the State requests work and the Contractor performs said work. In which case, the Contractor shall be paid In accordance with the payment rates detailed In section C.3. The State Is under no obligation to request work from the Contractor In any specific dollar amounts or to request any work at all from the Contractor during any period of this Contract.

Required Approvals. The State is not bound by this Amendment until it is signed by the contract parties and approved by appropriate officials in accordance with applicable Tennessee laws and regulations (depending upon the specifics of this contract, said officials may include, but are not limited to, the Commissioner of Finance and Administration, the Commissioner of Human Resources, and the Comptroller of the Treasury).

Amendment Effective Date. The revisions set forth herein shall be effective once all required approvals are obtained. All other terms and conditions of this Contract not expressly amended herein shall remain in full force and effect.

IN WITNESS WHEREOF,

MAXIMUS HUMAN SERVICES, INC.:

SIGNATURE

DATE

PRINTED NAME AND TITLE OF SIGNATORY (above)

DEPARTMENT OF FINANCE AND ADMINISTRATION,
DIVISION OF TENNCARE:

STUART C. MCWHORTER

DATE

Rule Exception Request

Use this document to request changes to Central Procurement Office templates, policies, or other procurement documents or to modify the “necessary contract clauses” identified in Tenn. Comp. R. & Reg. 0690-03-01-.17 (“CPO Rule 17”). Complete this document in conformity with CPO Rule 17, which is available [here](#). Send the completed document in PDF format to: Agsprrs.Agsprsr@tn.gov All Rule Exception Requests are subject to review and approval by the Chief Procurement Officer. Rule Exception Requests that propose to modify any of CPO Rule 17’s necessary contract clauses shall be subject to review and approval by the Comptroller of the Treasury. Note: Any change to the template language regarding the Limitation of Contractor’s Liability shall be submitted using the Limitation of Contractor’s Liability Request.

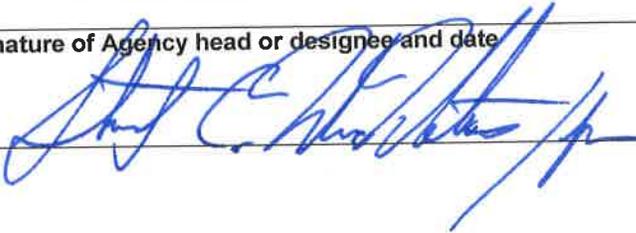
<p>APPROVED</p> <hr/> <p>CHIEF PROCUREMENT OFFICER</p>	<p>APPROVED</p> <hr/> <p>COMPTROLLER OF THE TREASURY</p>
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Agency request tracking #	31865-00388
1. Procuring Agency	Department of Finance and Administration, Division of TennCare
2. Edison contract ID #	NV-44806
3. Contractor or Grantee	Maximus Human Services, Inc.
4. Contract’s Effective Date	May 1, 2015
5. Contract or grant contract’s Term (with ALL options to extend exercised)	72 months
6. Contract’s Maximum Liability (with ALL options to extend exercised)	\$ 23,300,746.00
7. Citation and explanation of the rule(s) for which the exception is requested	<p>Rule # 0690-03-01-.14(2)(c) – requirement that any multi-year contract shall not be for a period longer than sixty (60) months unless approved by the Chief procurement Officer as being in the best interests of the State.</p>
8. Description of requested changes If adding new provisions or modifying existing provisions, insert the new or modified provisions in their entirety. Please provide red-lines or track changes to highlight any deviations from template language.	<p>Maximus Human Services, Inc. is the competitively procured contractor that provides maintenance and operations to TennCare’s existing provider Data Management System (PDMS), Provider Incentive payment Program (PIPP), committee on Operating Rules for Information Exchange (CORE) and the Financial Change Request (FCR) for systems, portals, and databases. This RER requests to extend the current end date twelve (12) months past the allowable timeframes in order to allow TennCare the ability to utilize the PIPP system throughout the remainder of the systems lifecycle. TennCare plans to keep this contract active while a new replacement procurement is being created and implemented. TennCare is requesting that contract NV-44806 is allowed to exceed the sixty (60) month rule by twelve (12) months.</p>
9. Scope of Goods or Services Caption:	Maintenance and Operation of TennCare Provider Registration Portal.

10. Justification

Maximus Human Services, Inc. is the competitively procured contractor that provides maintenance and operations to TennCare's existing provider Data Management System (PDMS), Provider Incentive payment Program (PIPP), committee on Operating Rules for Information Exchange (CORE) and the Financial Change Request (FCR) for systems, portals, and databases. This amendment extends out the end date through April 30, 2021 in order to allow TennCare the ability to utilize current functionality during the lengthy procurement process and implementation phase of a replacement system. TennCare was in the process of drafting requirements for re-procurement via an RFP until such time as our federal partner (CMS) suggested considering a cooperative agreement option through NASPO. Six vendors were approved through the cooperative using a contract drafted by the State of Montana. TennCare agreed to pursue this option and began a more detailed analysis of the six vendors available through the NASPO solution. This analysis will result in the identification of which vendor(s) TennCare will pursue negotiations with the aid of CPO. TennCare has resumed work on the required federal documents (IAPD) to cost out pursuit of the NASPO option; this will entail a thorough analysis of all potential, viable vendor(s). The decision to add extension options to the Maximus contract through April 2021 will allow a new vendor proper implementation time and provide an opportunity to ensure the selected procurement method reaches finalization pending any unforeseen issues.

Signature of Agency head or designee and date



2/28/19

Supplemental Documentation Required for
Fiscal Review Committee

*Contact Name:	Matt Brimm	*Contact Phone:	615-687-5811		
*Presenter's name(s):	William Aaron				
Edison Contract Number: <i>(if applicable)</i>	NV-44806	RFS Number: <i>(if applicable)</i>	31865-00388		
*Original or Proposed Contract Begin Date:	May 1, 2015	*Current or Proposed End Date:	April 30, 2019		
Current Request Amendment Number: <i>(if applicable)</i>	2				
Proposed Amendment Effective Date: <i>(if applicable)</i>	April 29, 2019				
*Department Submitting:	Department of Finance and Administration				
*Division:	TennCare				
*Date Submitted:	February 28, 2019				
*Submitted Within Sixty (60) days:	Yes				
<i>If not, explain:</i>	N/A				
*Contract Vendor Name:	Maximus Human Services, Inc.				
*Current or Proposed Maximum Liability:	\$15,075,288.00				
*Estimated Total Spend for Commodities:	N/A				
*Current or Proposed Contract Allocation by Fiscal Year: (as Shown on Most Current Fully Executed Contract Summary Sheet)					
FY: 2015	FY:2016	FY:2017	FY:2018	FY:2019	FY
\$567,266.00	\$4,103,596.00	\$3,403,596.00	\$3,972,076.00	\$3,028,754.00	\$
*Current Total Expenditures by Fiscal Year of Contract: (attach backup documentation from Edison)					
FY: 2015	FY: 2016	FY: 2017	FY: 2018	FY: 2019	FY
\$560,199.88	\$3,752,098.32	\$3,761,955.80	\$3,723,988.31	\$1,966,793.68 (Expenditures through December 2018)	\$
IF Contract Allocation has been greater than Contract Expenditures, please give the reasons and explain where surplus funds were spent:			N/A		
IF surplus funds have been carried forward, please give the reasons and provide the authority for the carry forward provision:			N/A		
IF Contract Expenditures exceeded Contract Allocation, please give the			N/A		

Supplemental Documentation Required for
Fiscal Review Committee

reasons and explain how funding was acquired to pay the overage:			
*Contract Funding Source/Amount:			
State:	\$1,507,530.00	Federal:	\$13,567,758.00
<i>Interdepartmental:</i>		<i>Other:</i>	
If “ <i>other</i> ” please define:			
If “ <i>interdepartmental</i> ” please define:			
Dates of All Previous Amendments or Revisions: <i>(if applicable)</i>		Brief Description of Actions in Previous Amendments or Revisions: <i>(if applicable)</i>	
AMD#1: October 1, 2017		Amended Scope, Increased Funds, Extended	
Method of Original Award: <i>(if applicable)</i>		Request for Proposals	
*What were the projected costs of the service for the entire term of the contract prior to contract award? How was this cost determined?		\$10,210,788.00 Cost Proposal	
*List number of other potential vendors who could provide this good or service; efforts to identify other competitive procurement alternatives; and the reason(s) a sole-source contract is in the best interest of the State.		This contract was competitively procured and Maximus Human Services Inc. was awarded the contract.	
Provide information on the circumstances and status of any disciplinary action taken or pending against the vendor during the past 5 years with state agencies/ departments, professional organizations, or through any legal action.		No disciplinary actions identified.	
In addition, please provide any information regarding the due diligence that the Department has taken to ensure that the vendor is not or has not been involved in any circumstances related to illegal activity, including but not limited to fraud.		TennCare googled this contractor and did not identify any illegal activity. Language in the contract requires immediate notification to the state regarding illegal activity or fraud if discovered during the term of this Contract.	



CONTRACT AMENDMENT COVER SHEET

Agency Tracking # 31865-00388	Edison ID NV-44806	Contract #	Amendment # 01		
Contractor Legal Entity Name Maximus Human Services, Inc.			Edison Vendor ID 0000028677		
Amendment Purpose & Effect(s) Amends Scope, Maximum Liability and Extends Term One Year					
Amendment Changes Contract End Date: <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO		End Date: April 30, 2019			
TOTAL Contract Amount INCREASE or DECREASE per this Amendment (zero if N/A):			\$ 4,864,500.00		
Funding —					
FY	State	Federal	Interdepartmental	Other	TOTAL Contract Amount
2015	\$56,727.00	\$510,539.00			\$567,266.00
2016	\$410,360.00	\$3,693,236.00			\$4,103,596.00
2017	\$340,360.00	\$3,063,236.00			\$3,403,596.00
2018	\$397,208.00	\$3,574,868.00			\$3,972,076.00
2019	\$302,875.00	\$2,725,879.00			\$3,028,754.00
TOTAL:	\$1,507,530.00	\$13,567,758.00			\$15,075,288.00
American Recovery and Reinvestment Act (ARRA) Funding: <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO					
Budget Officer Confirmation: There is a balance in the appropriation from which obligations hereunder are required to be paid that is not already encumbered to pay other obligations. 			CPO USE		
Speed Chart (optional) TN00000252		Account Code (optional) 72203000			

Maximus Human Services, Inc.
Edison Contract ID: NV-44806
Vendor #: 000028677

CONTRACT EXPENDITURES BY FISCAL YEAR
(Payment Detail Attached)

FY 2015	\$560,199.88	
FY 2016	\$3,752,098.32	
FY 2017	\$3,761,955.80	
FY 2018	\$3,723,988.31	
FY 2019	<u>\$1,966,793.68</u>	(Expenditures through December 2018)
TOTAL	<u><u>\$13,765,035.99</u></u>	

*No Liquidated Damages have been assessed at this time.

Maximus Human Services, Inc.
Edison Contract ID: NV-44806
Vendor ID: 0000028677

FY 2015 Payments

Fiscal Year	Unit	Voucher ID	Invoice	Pymt Date	Sum Amount
2015	31865	01164693	39618 0515	8/4/2015	\$273,646.73
2015	31865	01169273	39618 0615	8/12/2015	\$286,553.15

Total FY 2015: **\$560,199.88**

FY 2016 Payments

Fiscal Year	Unit	Voucher ID	Invoice	Pymt Date	Sum Amount
2016	31865	01173698	39618 0715	8/21/2015	\$301,411.38
2016	31865	01192532	39618 0815	9/24/2015	\$307,072.79
2016	31865	01204055	39618 0915	10/16/2015	\$334,968.95
2016	31865	01239918	39618 1115	12/14/2015	\$311,582.03
2016	31865	01239917	39618 1015	12/14/2015	\$341,171.97
2016	31865	01253948	39618 1215	1/20/2016	\$318,657.28
2016	31865	01273464	39618 0116	2/23/2016	\$313,636.68
2016	31865	01311431	39618 0216	4/22/2016	\$301,170.37
2016	31865	01331369	39618 0416	6/3/2016	\$289,571.27
2016	31865	01331376	39618 0316	6/3/2016	\$302,075.03
2016	31865	01343015	39618 0516	6/17/2016	\$297,183.89
2016	31865	01361804	396180616	7/28/2016	\$333,596.68

Total FY 2016: **\$3,752,098.32**

Contract Expenditures by Fiscal Year (Continued)
 Maximus Human Services, Inc. - Edison #NV-44806

FY 2017 Payments

Fiscal Year	Unit	Voucher ID	Invoice	Pymt Date	Sum Amount
2017	31865	01385041	396180716	9/2/2016	\$345,863.65
2017	31865	01400371	396180816	10/4/2016	\$315,731.41
2017	31865	01415454	396180916	11/4/2016	\$323,805.74
2017	31865	01448066	396181016	1/5/2017	\$295,490.35
2017	31865	01448071	396181116	1/9/2017	\$315,931.09
2017	31865	01462026	396181216	1/30/2017	\$320,307.56
2017	31865	01479110	396180117	3/2/2017	\$314,320.32
2017	31865	01496103	396180217	3/29/2017	\$328,527.10
2017	31865	01508379	396180317	4/20/2017	\$299,230.10
2017	31865	01531575	396180417	5/30/2017	\$296,684.08
2017	31865	01546932	396180517	7/3/2017	\$311,471.40
2017	31865	01565581	396180617	8/4/2017	\$294,593.00

Total FY 2017: \$3,761,955.80

FY 2018 Payments

Fiscal Year	Unit	Voucher ID	Invoice	Pymt Date	Sum Amount
2018	31865	01573120	396180717	8/17/2017	\$284,217.88
2018	31865	01601777	396180817	10/11/2017	\$291,129.64
2018	31865	01615907	396180917	11/6/2017	\$294,723.60
2018	31865	01633611	396181017	12/11/2017	\$305,826.78
2018	31865	01661137	396181217	2/6/2018	\$328,850.65
2018	31865	01661142	396181117	2/7/2018	\$313,797.31
2018	31865	01692605	396180118	4/3/2018	\$319,880.35
2018	31865	01703171	396180218	4/24/2018	\$281,388.82
2018	31865	01703174	396180318	4/30/2018	\$296,546.28
2018	31865	01724156	396180418	6/1/2018	\$318,469.82
2018	31865	01744292	396180518	7/13/2018	\$366,798.85
2018	31865	01767185	396180618	9/6/2018	\$322,358.33

Total FY 2018: \$3,723,988.31

Contract Expenditures by Fiscal Year (Continued)
Maximus Human Services, Inc. - Edison #NV-44806

FY 2019 Payments

Fiscal Year	Unit	Voucher ID	Invoice	Pymt Date	Sum Amount
2019	31865	01786763	396180718	10/12/2018	\$317,001.86
2019	31865	01786764	396180818	10/12/2018	\$337,944.14
2019	31865	01796639	396180918	11/7/2018	\$325,829.00
2019	31865	01815777	396181018	12/17/2018	\$345,109.24
2019	31865	01827925	396181118	1/11/2019	\$312,333.13
2019	31865	01837378	396181218	2/6/2019	\$328,576.31

Total FY 2019:

\$1,966,793.68