



Department of Administration  
 Purchasing Division  
 2019 Washington Street East  
 Post Office Box 50130  
 Charleston, WV 25305-0130

State of West Virginia  
**Master Agreement**

Order Date: 06-21-2022

CORRECT ORDER NUMBER MUST  
 APPEAR ON ALL PACKAGES, INVOICES,  
 AND SHIPPING PAPERS. QUESTIONS  
 CONCERNING THIS ORDER SHOULD BE  
 DIRECTED TO THE DEPARTMENT  
 CONTACT.

Order Number:	CMA 0506 3147 EHP2100000002 2	Procurement Folder:	838266
Document Name:	CANCER ABSTRACTION SERVICES	Reason for Modification:	CHANGE ORDER 1 TO RE-ISSUE CONTRACT
Document Description:	CANCER ABSTRACTION SERVICES		
Procurement Type:	Central Master Agreement		
Buyer Name:			
Telephone:			
Email:			
Shipping Method:	Best Way	Effective Start Date:	2021-05-10
Free on Board:	FOB Dest, Freight Prepaid	Effective End Date:	2022-05-09

VENDOR		DEPARTMENT CONTACT	
Vendor Customer Code:	000000216551	Requestor Name:	Jodie F Miller
CIOX HEALTH LLC		Requestor Phone:	(304) 356-4057
PO BOX 409669		Requestor Email:	jodie.f.miller@wv.gov
ATLANTA	GA 30384	<div style="font-size: 48px; font-weight: bold;">22</div> <div style="font-weight: bold;">FILE LOCATION _____</div>	
US			
Vendor Contact Phone:	770-754-6000 Extension:		
Discount Details:			
Discount Allowed	Discount Percentage	Discount Days	
#1 No	0.0000	0	
#2 No			
#3 No			
#4 No			

INVOICE TO	SHIP TO
PURCHASING DIRECTOR 304-356-4116 HEALTH AND HUMAN RESOURCES BPH - CANCER REGISTRY 350 CAPITOL ST, RM 125 CHARLESTON WV 25301-3715 US	PURCHASING DIRECTOR 304-356-4116 HEALTH AND HUMAN RESOURCES BPH - CANCER REGISTRY 350 CAPITOL ST, RM 125 CHARLESTON WV 25301-3715 US

*On 6/23/2022*

Purchasing Division's File Copy

Total Order Amount:	Open End
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*CH 6/21/22*

**ENTERED**

PURCHASING DIVISION AUTHORIZATION <i>Linda Harper</i>
DATE: <i>6-22-2022</i>
ELECTRONIC SIGNATURE ON FILE

ATTORNEY GENERAL APPROVAL AS TO FORM
DATE: <i>John S. Gray</i>
ELECTRONIC SIGNATURE ON FILE

ENCUMBRANCE CERTIFICATION
DATE: <i>6/27/2022</i>
ELECTRONIC SIGNATURE ON FILE

*6/27/2022*

**Extended Description:**

CHANGE ORDER 1

CHANGE ORDER NO. 1 IS ISSUED FOR ADMINISTRATIVE PURPOSES ONLY AND IS INTENDED TO CHANGE THE NAME OF THE VENDOR FROM CIOX HEALTH LLC (V/C ACCOUNT 000000216551) TO Q-CENTRIX LLC (V/C ACCOUNT VS0000040192). SYSTEM LIMITATIONS REQUIRE THAT THIS CONTRACT BE GIVEN A NEW NUMBER MOVING FORWARD BUT THE ORIGINAL CONTRACT, INCLUDING ALL TERMS, CONDITIONS, PRICES, SPECIFICATIONS, AND CHANGE ORDERS CONTAINED THEREIN REMAIN IN FULL FORCE AND EFFECT.

EFFECTIVE DATE OF CHANGE: 05/09/2022

NEW PROCUREMENT FOLDER: 1043124

NO OTHER CHANGES

Line	Commodity Code	Manufacturer	Model No	Unit	Unit Price
1	80101600			EA	75.000000
	<b>Service From</b>	<b>Service To</b>			

**Commodity Line Description:** Tier 1: 100-250

**Extended Description:**

Tier 1: 100-250

Line	Commodity Code	Manufacturer	Model No	Unit	Unit Price
2	80101600			EA	75.000000
	<b>Service From</b>	<b>Service To</b>			

**Commodity Line Description:** Tier 2: 251-500

**Extended Description:**

Tier 2: 251-500

Line	Commodity Code	Manufacturer	Model No	Unit	Unit Price
3	80101600			EA	75.000000
	<b>Service From</b>	<b>Service To</b>			

**Commodity Line Description:** Tier 3: 501-750

**Extended Description:**

Tier 3: 501-750

Line	Commodity Code	Manufacturer	Model No	Unit	Unit Price
4	80101600			EA	75.000000
	<b>Service From</b>	<b>Service To</b>			

**Commodity Line Description:** Tier 4: 751-1,000

**Extended Description:**

Tier 4: 751-1,000



June 16, 2022

Via Email and US Certified Mail

State of West Virginia, Department of Health and Human Resources

Attn: Althea Greenhowe  
Attn: Jodie F. Miller  
350 Capitol Street, RM 125  
Charleston, WV 25301  
jodie.f.miller@wv.gov

**RE: Request for Consent to Assignment of Master Services Agreement and Service Order**

Dear Sir or Madam:

To follow up on our conversation from earlier this month, I write seeking assignment and novation of that certain Master Services Agreement (the "MSA") dated May 5, 2021 by and between Ciox Health, LLC ("Ciox") and State of West Virginia, Department of Administration Purchasing Division ("Client") and more specifically the service order dated February 19, 2021 between Ciox and Client (the "SOW") pursuant to which the Client engaged Ciox to perform certain outsourced oncology and trauma data abstraction services to assist Client in reporting to certain cancer and trauma registries and databases ("Services") and the related Business Associate Agreement between Ciox and Client ("BAA").

In connection with an anticipated transfer of certain business assets related to the sale of Ciox's business providing the Services, Ciox intends to assign the MSA and SOW, including assignment of all of Ciox's rights and delegation of all of Ciox's performance under the applicable MSA and SOW terms and conditions as described herein to Q-Centrix LLC ("Q-Centrix") (such assignment, the "Assignment"), effective as of the anticipated close date of on or about January 12, 2022 (the "Close Date"). As part of the Assignment, as of the Close Date, Ciox also plans to assign the BAA, including its rights and delegation of performance of its obligations under the BAA to Q-Centrix.

In connection with the Assignment, as of the Close Date, Ciox will transfer to Q-Centrix the protected health information (or "PHI" as that term is defined under HIPAA at 45 CFR 160.103) that Ciox maintains on behalf of Client in connection with the Services to be held by Q-Centrix under the BAA that Q-Centrix agrees to be bound by. When Ciox has delivered to Q-Centrix such PHI, then Ciox, but not Q-Centrix, shall be fully and unconditionally released from any and all obligations pertaining to such transferred PHI without any further action by any person or entity. Ciox shall remain liable for any breaches or liabilities that may have arisen under the assigned MSA, BAA or SOW prior to the Close Date including any warranty obligations arising with respect to the Services performed by Ciox thereunder. Notwithstanding the foregoing, Ciox



may retain a copy of the transferred PHI for a reasonable period of time to ensure successful transfer of the PHI to Q-Centrix and any such PHI retained by Ciox will remain subject to the BAA between Client and Ciox until such time as Ciox returns or destroys Client's PHI in accordance with the terms of the BAA between Ciox and Client. Inquiries for executing a new business associate agreement with Q-Centrix can be sent to [mitch@q-centrix.com](mailto:mitch@q-centrix.com).

In accordance with Section 27 of the SOW, Ciox hereby requests Client's consent to the Assignment of Services effective prior to the Assignment of the MSA, SOW and BAA to Q-Centrix and that such Assignment constitutes a novation in which the original MSA and SOW are extinguished and the Assignment results in a valid and enforceable new agreement between Client and Q-Centrix as it applies to the Services as of the Close Date. Please kindly countersign this letter to confirm that the Client grants such consent and novation as of the Close Date and return it via email to [Jennifer Zahn](mailto:JZahn@q-centrix.com), Sr Director Oncology Data Services at Q-Centrix, email: [JZahn@q-centrix.com](mailto:JZahn@q-centrix.com).

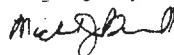
I respectfully request that you send the executed consent by June 27, 2022.

If you have any questions regarding the Assignment or this request for consent, please direct them to the attention of Lorie Blount, Sr. Deputy General Counsel at Ciox, email: [lorie.blount@cioxhealth.com](mailto:lorie.blount@cioxhealth.com).

Thank you in advance for your prompt attention to and assistance with this matter.

Very truly yours,

Michael Burwell, CFO

DocuSigned by:  
  
47257D9A1E93428...

**Consented By:**

**West Virginia Department of Health and Human Resources**

By:   
Name: Robert Price  
Title: Administrative Services Manger II  
Date: 06/21/2022

Monday, April 25, 2022

**Via e-mail**

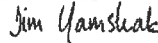
State of West Virginia  
Purchasing Division  
2019 Washington St.  
Charleston, WV 25305

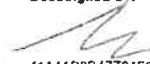
Re: Letter of Intent with Q-Centrix LLC

This Letter of Intent ("LOI") is entered into for the State of West Virginia, located at the address above ("West Virginia"), by Q-Centrix LLC, located at 1 North Franklin, Suite 1800, Chicago, IL 60606 ("Q-Centrix").


West Virginia has previously purchased services under the contract CMA EHP2100000002 between CIOX and West Virginia. Q-Centrix and West Virginia intend to cancel CMA EHP2100000002 and have it reissued to Q-Centrix due to Q-Centrix having purchased the contract from CIOX. Q-Centrix agrees that all terms, conditions, prices, specifications, and change orders contained in CMA EHP2100000002 remain in full force and effect.

Agreed upon by Q-Centrix as of the date above.

DocuSigned by: 	Jim Yamshak	
<small>767630568167474...</small>	Chief Business Development Officer	4/25/2022
Signature of Authorized Party	Printed Name & Title	Date
On behalf of		
Q-Centrix LLC		

DocuSigned by:  
  
41A4AB0B47794F8...

Legal  
Approved.  
4/25/2022

OK  
  
Greenhouse