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**ADOPTED**

BOARD OF SUPERVISORS  
COUNTY OF LOS ANGELES

16 June 26, 2018

CELIA ZAVALA  
ACTING EXECUTIVE OFFICER

June 26, 2018

The Honorable Board of Supervisors  
County of Los Angeles  
383 Kenneth Hahn Hall of Administration  
500 West Temple Street  
Los Angeles, CA 90012

Dear Supervisors:

**APPROVAL OF AMENDMENT TO AGREEMENT WITH  
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE  
(SUPERVISORIAL DISTRICT 2)  
(3 VOTES)**

**SUBJECT**

Request for approval of an Amendment to the Medical Research and Education Agreement with L.A. Biomedical Research Institute to amend the term of the Agreement pending the execution of a successor Agreement.

**IT IS RECOMMENDED THAT THE BOARD:**

Delegate authority to the Acting Director of Health Services (Director), or her designee to execute Amendment No. 12 to the Medical Research and Education Agreement No. H-201979 with Los Angeles BioMedical Research Institute (LA BioMed), effective upon execution, to extend the Agreement term for up to two successive three-month option periods so medical research and education projects at Harbor-UCLA Medical Center (H-UCLA MC) may continue until the parties complete their negotiations and execute a successor agreement approved by the Board.

**PURPOSE/JUSTIFICATION OF RECOMMENDED ACTIONS**

LA BioMed, a non-profit medical research organization, has a long history of administering research and education projects at H-UCLA MC, and is a nationally-recognized leader in the field of bringing the findings of basic research to clinical application. Among their many notable achievements, LA BioMed's research has prevented blindness in newborns, enabled premature infants with fragile lungs to breathe, and provided children with certain hereditary diseases the chance to lead normal, healthy lives. LA BioMed also created the first paramedic model for emergency care, developed the initial training programs for nurse practitioners, and created the first test to detect cholesterol. These projects benefit the delivery of health care to County patients, and to the medical community and public at large.

The current Agreement with LA BioMed was approved by the Board on June 2, 1992, and subsequently amended and extended through June 30, 2018. As such, the Department of Health Services (DHS) and LA BioMed are currently negotiating a replacement Agreement to: 1) update the general terms and conditions; 2) ensure that all research and education projects conducted at H-UCLA MC are aligned with DHS' mission to improve the County's health care delivery system; 3) ensure that the projects do not adversely impact H-UCLA MC's limited resources for direct patient care; and 4) enable the Department to support certain research activities that are well-aligned with DHS' business needs and strategic priorities. The upcoming successor agreement with LA BioMed is the third in a series of Medical Research and Education Agreements for individual DHS facilities. DHS intends to align all of these agreements (and any future similar agreements) taking into account the various nuances and any requirements of the specific facility. With that goal in mind, negotiations with LA BioMed have required more time than initially contemplated. DHS anticipates completion of the negotiations during this extension, and will seek Board approval of the successor agreement immediately thereafter.

Approval of the recommendation will allow the Director, or his designee to execute an amendment, substantially similar to Exhibit I, to the Agreement with LA BioMed to continue medical research and education projects at H-UCLA MC for up to six months, pending execution of a successor agreement.

### **Implementation of Strategic Plan Goals**

The recommended actions support Strategy II.2, "Support the Wellness of Our Communities" and III.3, "Pursue Operational Effectiveness, Fiscal Responsibility, and Accountability" of the County's Strategic Plan.

### **FISCAL IMPACT/FINANCING**

There is no County cost under the current Agreement. LA BioMed reimburses the County for the use of County space and cost of utilities in support of research activities under a separate Master Lease Agreement.

### **FACTS AND PROVISIONS/LEGAL REQUIREMENTS**

The current Agreement enables LA BioMed to administer its medical research and education projects conducted at specific research buildings on the H-UCLA MC campus. Such projects are funded by non-County sources, including, but not limited to, government and private agencies, public foundations, and private donations. The Agreement also provides LA BioMed with access to H-UCLA MC facilities, patients, and medical records to the extent that such access is authorized by the Agreement.

County Counsel has reviewed and approved Exhibit I as to form.

**CONTRACTING PROCESS**

LA BioMed's work under the Agreement and its successor agreement is not appropriate for a competitive solicitation.

**IMPACT ON CURRENT SERVICES (OR PROJECTS)**

Approval of the recommendations will ensure continuation of medical research and education at H-UCLA MC, while the parties complete their negotiations and execute a replacement agreement thereafter.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Christina R. Ghaly".

Christina R. Ghaly, M.D.  
Acting Director

CRG:ck

Enclosure (1)

c: Chief Executive Office  
County Counsel  
Executive Office, Board of Supervisors

**MEDICAL RESEARCH AND EDUCATION AGREEMENT**

Amendment No. 12

THIS AMENDMENT is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2018,

By and between

COUNTY OF LOS ANGELES  
(hereafter "County"),

And

LOS ANGELES BIOMEDICAL  
RESEARCH INSTITUTE AT  
HARBOR-UCLA MEDICAL  
CENTER, a California Non-Profit  
Public Benefit Corporation  
(hereafter "Contractor")

Business Address:

1124 West Carson Street, No. 16  
Torrance, California 90502

WHEREAS, reference is made to that certain document entitled "MEDICAL RESEARCH AND EDUCATION AGREEMENT," dated June 2, 1992, and further identified as Agreement No.: H-201979, and any amendments thereto (all hereafter referred to as "Agreement"); and

WHEREAS, on June 26, 2018, the Board of Supervisors delegated authority to the Director of Health Services or her designee to extend the Agreement term for the period July 1, 2018 through September 30, 2018, including an option to further extend the term not to exceed three months, while the parties complete negotiations of a successor agreement; and

WHEREAS, it is the intent of the parties hereto to amend Agreement to extend its term; and

WHEREAS, Agreement provides that changes in accordance to Paragraph 20, Alteration of Terms, may be made in the form of an Amendment which is formally approved and executed by the parties; and

WHEREAS, Contractor warrants that it possesses the competence, expertise and personnel necessary to provide services consistent with the requirements of this Agreement and consistent with the professional standard of care for these services.

NOW, THEREFORE, THE PARTIES HERETO AGREE AS FOLLOWS:

1. This Amendment shall commence and be effective upon execution.
2. Agreement, Paragraph 1.0, Term of Agreement, is deleted in its entirety and replaced as follows:

"1.0 TERM OF AGREEMENT:

1.1 The term of this Agreement shall commence on July 1, 1991 and shall continue in full force and effect through September 30, 2018, unless the parties have executed a successor agreement to replace this Agreement or either party terminates earlier under the terms of this Agreement.

1.2 At the option of the Director, or her designee, the term of this Agreement may be extended for up to an additional three months through December 31, 2018, if additional time is needed by the parties to complete negotiations and execute the successor agreement. To implement such extension of time, an Amendment to the Agreement shall be prepared by the County and then executed by LA BioMed and by the Director."

4. Except for the changes set forth hereinabove, Agreement shall not be changed in any respect by this Amendment.

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IN WITNESS WHEREOF, the Board of Supervisors of the County of Los Angeles has caused this Amendment to be executed by the County's Director of Health Services and Contractor has caused this Amendment to be executed on its behalf by its duly authorized officer, the day, month, and year first above written.

COUNTY OF LOS ANGELES

By: \_\_\_\_\_ for  
Christina R. Ghaly, M.D.  
Acting Director of Health Services

LOS ANGELES BIOMEDICAL  
RESEARCH INSTITUTE AT  
HARBOR-UCLA MEDICAL CENTER

By: \_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

APPROVED AS TO FORM:  
MARY C. WICKHAM  
County Counsel

By \_\_\_\_\_  
Carolyn S. Craddock, Deputy County Counsel