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Chairman Phil Mendelson
on behalf of the Not-for-Profit
Hospital Corporation

A BILL

IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

To approve, on an emergency basis, Modification Nos. 2 and 3 to Contract NFPHC-NUR-23-C-00039 between the Not-for-Profit Hospital Corporation, commonly known as United Medical Center (“Hospital”) and Aya Healthcare, Inc. for the provision of nurse staffing services pertaining to of supplemental staffing in nursing (“Contract”), and to authorize payment for the services received and to be received under the Contract.

BE IT ENACTED BY THE COUNCIL OF THE DISTRICT OF COLUMBIA,
That this act may be cited as the “Modification Nos. 2 and 3 to Contract NFPHC-NUR-23-C-00039 between Not-for-Profit Hospital Corporation and Aya Healthcare, Inc. Approval and Payment Authorization Emergency Act of 2025”.

Sec. 2. Pursuant to section 451 of the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 803; D.C. Official Code § 1-204.51), and notwithstanding the requirements of section 202 of the Procurement Practices Reform Act of 2010, effective April 8, 2011 (D.C. Law 18-371; D.C. Official Code § 2-352.02), the Council approves Modification Nos. 2 and 3 to Contract NFPHC-NUR-23-C-00039 between the Not-for-Profit Hospital Corporation and Aya Healthcare, Inc.

36 for the provision of nurse staffing services pertaining to of supplemental staffing in
37 nursing, and authorizes payments for the services received and to be received under this
38 Contract in the amount of \$3,200,000.00 for the revised Option Year 1, and
39 \$1,200,000.00 to partially exercise Option Year 2.

40 Sec. 3. Fiscal impact statement.

41 The Council adopts the fiscal impact statement of the Chief Financial Officer as
42 the fiscal impact statement required by section 4a of the General Legislative Procedures
43 Act of 1975, approved October 16, 2006 (120 Stat. 2038; D.C. Official Code § 1-
44 301.47a).

45 Sec. 4. Effective date.

46 This act shall take effect following approval by the Mayor (or in the event of veto
47 by the Mayor, action by the Council to override the veto), and shall remain in effect for
48 no longer than 90 days, as provided for emergency acts of the Council of the District of
49 Columbia in section 412(a) of the District of Columbia Home Rule Act, approved
50 December 24, 1973 (87 Stat. 788; D.C. Official Code § 1-204.12(a))

51

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Office of Contracting and Procurement



Pursuant to section 202(c-1) of the Procurement Practices Reform Act of 2010, as amended, D.C. Official Code § 2-352.02(c-1), the following contract summary is provided:

COUNCIL CONTRACT SUMMARY

(Retro)

(A) Contract Number: NFPHC- NUR-23-C-00039

Proposed Contractor: Aya Healthcare, Inc.

Contract Amount:

<u>Option Year 1 (January 3, 2024 – January 2, 2025)</u>		
- Mod 1	\$2,500,000	CA25-0573
- <u>Proposed Mod 2</u>	<u>\$3,200,000</u>	
- Rev Total	\$5,700,000	

Option Year 2 (January 3, 2025 – March 31, 2025)
- Proposed Mod 3 \$1,200,000

Unit and Method of Compensation: Monthly with proper invoices

Term of Contracts: Proposed Mod 2: 1/3/24 – 1/2/25 (retroactive)
Proposed Mod 3: 1/3/25 – 3/31/25 (retroactive)

Type of Contract: Fixed Fee, with monthly reconciliation

Source Selection Method: Sole Source under 27 DCMR 4618

(B) For a contract containing option periods, the contract amount for the base period and for each option period. If the contract amount for one or more of the option periods differs from the amount for the base period, provide an explanation of the reason for the difference:

- Base Period:
 - o \$6,000,000.00 (January 3, 2023 to January 2, 2024) CA24-0763

- Option Year One
 - o Modification #1 \$2,500,000.00 (January 3, 2024 to January 2, 2025) CA25-0573
 - o Proposed Modification #2 \$ 3,200,000.00 (January 3, 2024 to January 2, 2025)
 - If approved Modifications #2 Revised the total 12-month Option Year 1 retroactive value to \$5,700,000.00.

- Option Year Two
 - o Proposed Modification #3 \$1,200,000.00 (January 3, 2025 to March 31, 2025)

(C) The goods or services to be provided, the methods of delivering goods or services, and any significant program changes reflected in the proposed contract:

This Contract is for the provision of nurse staffing services at United Medical Center (“UMC”) of supplemental staffing in nursing, for a period from January 3, 2024 to January 2, 2025 for Modification 2 and January 3, 2025 to March 31, 2025 for Modification 3.

(D) The selection process, including the number of offerors, the evaluation criteria, and the evaluation results, including price, technical or quality, and past performance components:

Option year 1 and option year 2 were sole sourced under 27 DCMR 4618 after several attempts to find less costly alternatives. See Response to K

(E) A description of any bid protest related to the award of the contract, including whether the protest was resolved through litigation, withdrawal of the protest by the protestor, or voluntary corrective action by the District. Include the identity of the protestor, the grounds alleged in the protest, and any deficiencies identified by the District as a result of the protest:

There were no protests associated with this procurement.

(F) The background and qualifications of the proposed contractor, including its organization, financial stability, personnel, and performance on past or current government or private sector contracts with requirements similar to those of the proposed contract:

Aya Healthcare, INC. the largest healthcare staffing provider in the United States. Aya is the only company to develop a technology-driven staffing platform connecting U.S. healthcare systems and the widest base of clinicians at scale on one platform. Their digital-first strategy and personalized algorithms ensure the ideal match between clinicians and healthcare facilities. Aya is contracted in twenty-seven states within the United States.

(G) The period of performance associated with the proposed change, including date as of which the proposed change is to be made effective:

Proposed Modification #2 (January 3, 2024 to January 2, 2025) will be effective on January 3, 2024, should Council approve the Contract.

Proposed Modification #3 (January 3, 2025 to March 31, 2025) will be effective on January 3, 2025 , should Council approve the Contract.

(H) The value of any work or services performed pursuant to a proposed change for which the Council has not provided approval, disaggregated by each proposed change if more than one proposed change has been aggregated for Council review:

Value of work performed pursuant to Proposed Modification #2 is \$2,902,100.96

Value of work pursuant to Proposed Modification #3 for Option Year 4: N/A

(I) The aggregate dollar value of the proposed changes as compared with the amount of the contract as awarded:

The aggregate dollar value of Proposed Modification #2 is \$3,200,000.00.

The aggregate value of Proposed Modification #3 is \$1,200,000.00.

(J) The date on which the contracting officer was notified of the proposed change:

December 6, 2024

(K) The reason why the proposed change was sent to Council for approval after it is intended to take effect:

UMC submitted the Council approved_initial renewal for Option Year 1 with Aya Healthcare, Inc. at only \$2,500,000.00 to explore potential savings options for the hospital through contracting with other Nursing staffing vendors. However, UMC has not able to procure other supplemental nursing staffing vendors due to regional and national staffing demand and because the hospital was winding-down operations in preparation for a tentative March 31, 2025 closure.. Thus, UMC needed to enter into Modification #2, for an additional \$3,200,000.00 for Option Year 1 and for Option Year 2 to ensure nurse staffing was available.

(L) The reason for the proposed change:

See Response to K

(M) The legal, regulatory, or contractual authority for the proposed change:

NFPHC Contracting Authority; NFPHC Establishment Act; Home Rule Act.

(N) A summary of the subcontracting plan required under section 2346 of the Small, Local, and Disadvantaged Business Enterprise Development and Assistance Act of 2005, as amended, D.C. Official Code § 2-218.01 *et seq.* (“Act”), including a certification that the subcontracting plan meets the minimum requirements of the Act and the dollar volume of the portion of the

contract to be subcontracted, expressed both in total dollars and as a percentage of the total contract amount:

UMC has worked diligently with DC Department of Small and Local Business Development (DSLBD) to find local Vendors to provide these services. There wasn't a Certified Business Enterprise (CBE) that provides Nursing staffing. There was no subcontracting plan due the critical need and highly specialized nature of the services to be provided under this proposed Contract, so a subcontracting plan and waiver were not obtained before the contract execution. (Per DSLBD, once a contract is exercised, a waiver cannot be provided).

(O) Performance standards and the expected outcome of the proposed contract:

The Contractor's performance will be monitored by the Not-for-Profit Hospital Corporation Interim CEO and Chief Nursing Officer. The performance standards are as outlined in the proposed Contract and as required by applicable local, federal, industry, and licensing entities.

(P) The amount and date of any expenditure of funds by the District pursuant to the contract prior to its submission to the Council for approval:

Expenditure of funds pursuant to Proposed Modification #2 to Option Year 1: \$5,052,799.71

Expenditure of funds pursuant to Proposed Modification #3 for Option Year 2: N/A

(Q) A certification that the proposed contract is within the appropriated budget authority for the agency for the fiscal year and is consistent with the financial plan and budget adopted in accordance with D.C. Official Code §§ 47-392.01 and 47-392.02:

See enclosed fiscal certification from the OCFO.

(R) A certification that the contract is legally sufficient, including whether the proposed contractor has any pending legal claims against the District:

See enclosed legal certification from UMC Counsel.

(S) A certification that Citywide Clean Hands database indicates that the proposed contractor is current with its District taxes. If the Citywide Clean Hands Database indicates that the proposed contractor is not current with its District taxes, either: (1) a certification that the contractor has worked out and is current with a payment schedule approved by the District; or (2) a certification that the contractor will be current with its District taxes after the District recovers any outstanding debt as provided under D.C. Official Code § 2-353.01(b):

See enclosed Clean Hands Certification.

(T) A certification from the proposed contractor that it is current with its federal taxes, or has worked out and is current with a payment schedule approved by the federal government:

The proposed contractor has certified its compliance.

- (U) The status of the proposed contractor as a certified local, small, or disadvantaged business enterprise as defined in the Small, Local, and Disadvantaged Business Enterprise Development and Assistance Act of 2005, as amended, D.C. Official Code § 2-218.01 *et seq.*:**

The Contractor is not certified as a local, small, or disadvantaged business enterprise.

- (V) Other aspects of the proposed contract that the Chief Procurement Officer considers significant:**

All relevant aspects of the proposed Contract are enclosed.

- (W) A statement indicating whether the proposed contractor is currently debarred from providing services or goods to the District or federal government, the dates of the debarment, and the reasons for debarment:**

As of November 20, 2024, the Contractor does not appear on the District or Federal Excluded Parties List.

- (X) Any determination and findings issues relating to the contract's formation, including any determination and findings made under D.C. Official Code § 2-352.05 (privatization contracts):**

None.

- (Y) Where the contract, and any amendments or modifications, if executed, will be made available online:**

Due to the hospital's pending closure, the website will not undergo further upgrades; however, the contract remains available onsite.

- (Z) Where the original solicitation, and any amendments or modifications, will be made available online:**

Due to the hospital's pending closure, the website will not undergo further upgrades; however, the contract remains available onsite.



Date of Notice: January 16, 2025

Notice Number: L0013148992

AYA HEALTHCARE, INC & SUBSIDIA
5930 CORNERSTONE CT W STE 300
SAN DIEGO CA 92121-3772

FEIN: **-***8500
Case ID: 18407253



CERTIFICATE OF CLEAN HANDS

As reported in the Clean Hands system, the above referenced individual/entity has no outstanding liability with the District of Columbia Office of Tax and Revenue or the Department of Employment Services. As of the date above, the individual/entity has complied with DC Code § 47-2862, therefore this Certificate of Clean Hands is issued.

TITLE 47. TAXATION, LICENSING, PERMITS, ASSESSMENTS, AND FEES
CHAPTER 28 GENERAL LICENSE
SUBCHAPTER II. CLEAN HANDS BEFORE RECEIVING A LICENSE OR PERMIT
D.C. CODE § 47-2862 (2006)
§ 47-2862 PROHIBITION AGAINST ISSUANCE OF LICENSE OR PERMIT

Authorized By Melinda Jenkins

Branch Chief, Collection and Enforcement Administration

To validate this certificate, please visit MyTax.DC.gov. On the MyTax DC homepage, click the "Validate a Certificate of Clean Hands" hyperlink under the Clean Hands section.

Government of the District of Columbia
Office of the Chief Financial Officer



MEMORANDUM

To: Jacqueline Payne-Borden, Chief Executive Officer

From: Lilian Chukwuma, CFO – Not-for-Profit Hospital Corporation 

Date: January 28, 2025

Re: Modification Nos. 2 and 3 to Contract NFPHC-NUR-23-C-00039 between Not-for-Profit Hospital Corporation and Aya Healthcare, Inc. Approval and Payment Authorization Emergency Act of 2025

The Not-for-Profit Hospital Corporation (NFPHC) intends to contract with Aya Healthcare, Inc for the provision of nurse staffing services pertaining to supplemental staffing in nursing. Modification 1 of the Contract for a total amount of \$2,500,000.00 for the period from January 3, 2024 – January 2, 2025 (CA25-573). Proposed Modification #2 of the Contract would add \$3,200,000.00 to Option Year 1, revising the total retroactive dollar amount for twelve months to \$5,700,000.00.

The proposed Modification #3 to partially exercised Option Year Two in the amount of \$1,200,000.00 for the period January 3, 2025 through March 31, 2025.

The Office of the Chief Financial Officer hereby certifies that the funds are included in the NFPHC FY 2024 and FY 2025 budgets



NOT-FOR-PROFIT HOSPITAL CORPORATION

MEMORANDUM

To: Jacqueline Payne-Borden
Chief Executive Officer

From: Eric Goulet *Eric J. Goulet*
General Counsel

Reference: Modification Nos. 2 and 3 to Contract NFPHC-NUR-23-C-00039 between Not-for-Profit Hospital Corporation and Aya Healthcare, Inc. Approval and Payment Authorization Emergency Act of 2025

Date: January 28, 2025

Subject: Legal Sufficiency

I have reviewed the above-referenced Contract No. NFPHC-NUR-23-C-00039 Modifications 2 and 3 between the Not-for-Profit Hospital Corporation, commonly known as United Medical Center (“Hospital”), and Aya Healthcare, Inc., for the provision of nurse staffing services pertaining supplemental staffing in nursing.

I hereby certify that it appears to be legally sufficient. Please be advised that my finding is premised on the Contract being submitted to and approved by the Council of the District of Columbia.

NOT-FOR-PROFIT HOSPITAL CORPORATION, commonly known as United Medical Center, an instrumentality of the District of Columbia government, hereinafter known as the "Hospital".	CONTRACT MODIFICATION/ CHANGE ORDER NFPHC-NUR-23-C-00039	Page 1 of 1
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2. Address (Send invoices here) Not-For-Profit Hospital Corporation United Medical Center – Accounts Payable 1310 Southern Avenue, S.E. Washington, D.C. 20032	3a. Effective Date: <p style="text-align: center;">01/03/2024</p> 3b. Date of Council Approval:	4. Requisition/Purchase Order/Task Order/Modification Number: Modification 1
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5. Department(s) Using Goods or Services: Nursing Department	
6. Contractor: name; address; phone number and email address Aya Healthcare, Inc. 5930 Cornerstone Court West, Suite 300 San Diego, CA 92121 facilitycontracts@ayahealthcare.com	7. Subject: Modification to exercise Option Year One (OY1) for the provision of supplemental nursing staffing. The term of this agreement shall be from January 3, 2024 to January 2, 2025


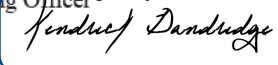
8.	Exercise of Option <input checked="" type="checkbox"/>	Change Order	Supplemental Agreement	Letter Contract/ Contract Extension	Other:
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9. Modification/Change Order Amount: \$2,500,000.00	10. Total Contract Amount: \$2,500,000.00
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11. **Modification to exercise Option Year One (OY1) for the provision of nurses, in accordance with the following rates:**


Contract Line Item No. (LIN)	Item Description	Duration	Unit Price	Annual Not to Exceed Amount
00001	Supplemental Nursing Staff	12 months	See price schedule	\$2,500,000.00

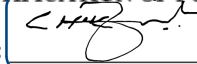
***All other terms and conditions of the contract shall remain the same.**

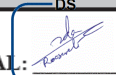

12. Name of Contractor: Aya Healthcare, Inc. Signature:  Peter Kaufman, EVP, Enterprise Services	Date: 11/27/2023	13. Signature of Contracting Officer: Kendrick Dandridge, Contracting Officer Signature:  FDF0138D30144B0...	Date: 1/2/2024
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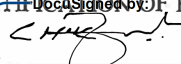


14. **GENERAL COUNSEL – LEGAL SUFFICIENCY**

This contract appears legally sufficient. Please be advised that my finding is premised on the Contract receiving any and all requisite approvals. In additions, the Hospital continues to work with other District agencies to determine the most effective manner for all involved to achieve their respective legislative mandates while the Hospital strives to meet: (i) its Establishment Act purposes (D.C Official Code §44-95 I02(b)); (ii) the Hospital Board of Directors approved Strategic Plan (all thirteen Councilmembers introduced the Sense of the Council Not-for-Profit Hospital Corporation Transformation and Sustainability Resolution of 2014 (PRO-731)), which expressed the desire that the Hospital move swiftly to implement the strategic plan); and (iii) its clarified District government charged legislative mandate in the Fiscal Year 2015 Budget Support Emergency Act of 2014 (B20-849), which required the Hospital move forward expeditiously with improving UMC operations and soliciting proposals for private sector takeover of the ownership and management of the United Medical Center.

DocuSigned by:
 Legal Sufficiency: 
 Eric Goulet, NFPHC General Counsel
 Date: 12/20/2023

15. CERTIFICATION OF FUNDS Signature:  Linaf Chikwina, NFPHC CFO Date: 12/20/2023	I hereby certify funds are sufficiently included in the District's FY 2024 budget and financial plan to support this Contract.
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FOR INTERNAL PURPOSES ONLY	
OCF REVIEW APPROVAL:  : NFPHC Budget Officer Date: 12/20/2023	CEO REVIEW APPROVAL:  : NFPHC Chief Executive Officer

NOT-FOR-PROFIT HOSPITAL CORPORATION, commonly known as United Medical Center, an instrumentality of the District of Columbia government, hereinafter known as the "Hospital".		CONTRACT MODIFICATION/ CHANGE ORDER		Page 1 of 1		
2. Address (Send invoices here) Not-For-Profit Hospital Corporation United Medical Center – Accounts Payable 1310 Southern Avenue, S.E. Washington, D.C. 20032		3a. Effective Date: See Box 13	4. Requisition/Purchase Order/Task Order/Modification Number: Modification #2			
3b. Date of Council Approval:		5. Department(s) Using Goods or Services: Nursing Department				
6. Contractor: name; address; phone number and email address Aya Healthcare, Inc. 5930 Cornerstone Court West, Suite 300 San Diego, CA 92121 facilitycontracts@ayahealthcare.com		7. Subject: Modification to add funding to Option Year One (OY1) for the provision of supplemental nursing staffing. The term of this agreement shall be from January 3, 2024 to January 2, 2025				
8.	Exercise of Option	Change Order	<input checked="" type="checkbox"/>	Supplemental Agreement	Letter Contract/ Contract Extension	Other:
9. Modification/Change Order Amount: \$3,2000,000.00				10. Total Contract Amount: \$5,700,000.00		
11. <p style="text-align: center;">Modification/Change Order to add funding to Option Year One (OY1) for services from 01/03/2024 to 01/02/2025.*</p> <p style="text-align: center;">*All other terms and conditions of the contract shall remain the same.</p>						
12. Name of Contractor: Aya Healthcare, Inc. Signature:  Peter Kauffman, EVP, Enterprise Services		Date: 12/11/2024	13. Signature of Contracting Officer: Kendrick Dandridge, Contracting Officer Signature: _____		Date:	
14. GENERAL COUNSEL – LEGAL SUFFICIENCY This contract appears legally sufficient. Please be advised that my funding is premised on the Contract receiving any and all requisite approvals. In additions, the Hospital continues to work with other District agencies to determine the most effective manner for all involved to achieve their respective legislative mandates while the Hospital strives to meet: (i) its Establishment Act purposes (D.C Official Code §44-95 1.02(b)); (ii) the Hospital Board of Directors approved Strategic Plan (all thirteen Councilmembers introduced the Sense of the Council Not-for-Profit Hospital Corporation Transformation and Sustainability Resolution of 2014 (PRO-731)), which expressed the desire that the Hospital move swiftly to implement the strategic plan); and (iii) its clarified District government charged legislative mandate in the Fiscal Year 2015 Budget Support Emergency Act of 2014 (B20-849), which required the Hospital move forward expeditiously with improving UMC operations and soliciting proposals for private sector takeover of the ownership and management of the United Medical Center. DocuSigned by: Legal Sufficiency:  Eric Goulet, NFPHC General Counsel						
15. CERTIFICATION OF FUNDS Signature:  E. H. Williams, NFPHC CFO		Date: 12/11/2024		I hereby certify funds are sufficiently included in the District's FY 2024 & FY2025 budget and financial plan to support this Contract.		
FOR INTERNAL PURPOSES ONLY						
OCF0 REVIEW APPROVAL:  : NFPHC Budget Officer		DS 12/11/2024	CEO REVIEW APPROVAL:  : NFPHC Chief Executive Officer			

NOT-FOR-PROFIT HOSPITAL CORPORATION, commonly known as United Medical Center, an instrumentality of the District of Columbia government, hereinafter known as the "Hospital".	CONTRACT MODIFICATION/ CHANGE ORDER NFPHC-NUR-23-C-00039	Page 1 of 1
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2. Address (Send invoices here) Not-For-Profit Hospital Corporation United Medical Center – Accounts Payable 1310 Southern Avenue, S.E. Washington, D.C. 20032	3a. Effective Date: <p style="text-align: center;">01/03/2025</p> 3b. Date of Council Approval:	4. Requisition/Purchase Order/Task Order/Modification Number: <p style="text-align: center;">Modification #3</p>
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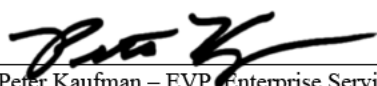
5. Department(s) Using Goods or Services: Nursing Department	
6. Contractor: name; address; phone number and email address Aya Healthcare, Inc. 5930 Cornerstone Court West, Suite 300 San Diego, CA 92121 facilitycontracts@ayahealthcare.com	7. Subject: Modification to exercise Option Year Two (OY2) for the provision of supplemental nursing staffing. The term of this agreement shall be from January 3, 2025 to March 31, 2025

8.	Exercise of Option	<input checked="" type="checkbox"/>	Change Order		Supplemental Agreement		Letter Contract/ Contract Extension		Other:
9. Modification/Change Order Amount: \$1,200,000.00					10. Total Contract Amount: \$1,200,000.00				

11.


Modification to exercise Option Year Two (OY2) for services from 01/03/2025 to 03/31/2025.*

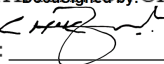
***All other terms and conditions of the contract shall remain the same.**


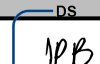
12. Name of Contractor: Aya Healthcare, Inc. Signature:  Peter Kaufman – EVP, Enterprise Services	Date: 12/26/2024	13. Signature of Contracting Officer: Kendrick Dandridge, Contracting Officer Signature: _____	Date:
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14. GENERAL COUNSEL – LEGAL SUFFICIENCY

This contract appears legally sufficient. Please be advised that my finding is premised on the Contract receiving any and all requisite approvals. In additions, the Hospital continues to work with other District agencies to determine the most effective manner for all involved to achieve their respective legislative mandates while the Hospital strives to meet: (i) its Establishment Act purposes (D.C Official Code §44-95 I.02(b)); (ii) the Hospital Board of Directors approved Strategic Plan (all thirteen Councilmembers introduced the Sense of the Council Not-for-Profit Hospital Corporation Transformation and Sustainability Resolution of 2014 (PRO-731)), which expressed the desire that the Hospital move swiftly to implement the strategic plan); and (iii) its clarified District government charged legislative mandate in the Fiscal Year 2015 Budget Support Emergency Act of 2014 (B20-849), which required the Hospital move forward expeditiously with improving UMC operations and soliciting proposals for private sector takeover of the ownership and management of the United Medical Center.

DocuSigned by:
 Legal Sufficiency: 
 Eric Goulet, NFPHC General Counsel
 Date: 12/30/2024

15. CERTIFICATION OF FUNDS Signature:  Chandra Chandra, NFPHC CFO Date: 1/3/2025	I hereby certify funds are sufficiently included in the District's FY 2024 & FY2025 budget and financial plan to support this Contract.
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FOR INTERNAL PURPOSES ONLY	
OCFO REVIEW APPROVAL:  : NFPHC Budget Officer Date: 1/3/2025	CEO REVIEW APPROVAL:  : NFPHC Chief Executive Officer