



Angelica Tapia <angelica.tapia@co.hidalgo.tx.us>

**Fwd: Updated invitation: VERA Service Agreement @ Wed Jul 29, 2020 2:30pm - 3pm (CDT) (josephine.ramirez@da.co.hidalgo.tx.us)**

1 message

**Josephine Ramirez** <josephine.ramirez@da.co.hidalgo.tx.us> Mon, Aug 3, 2020 at 4:52 PM  
To: Sergio Cruz <sergio.cruz@co.hidalgo.tx.us>, "tapia, angelica" <angelica.tapia@co.hidalgo.tx.us>  
Cc: Victor Garza <victor.garza@da.co.hidalgo.tx.us>

Sergio,

Our office has reviewed the attached revised agreement and approves as to form. However, please make sure the correct "redlined" version is executed. The second document includes both requested change to paragraphs 7.2 and 10.5.

Thank you,

**Josephine Ramirez Solis**

*Assistant Criminal District Attorney*

Chief - Civil Division

**Office of Criminal District Attorney**

Hidalgo County, Texas

100 E. Cano

Edinburg, TX 78539

(956) 292-7609 ext. 8186

(956) 292-7619 FAX

[josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us)

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----- Forwarded message -----  
From: **Sarah Cole** <[sarahc@verawholehealth.com](mailto:sarahc@verawholehealth.com)>  
Date: Thu, Jul 30, 2020 at 3:05 PM

Subject: RE: Updated invitation: VERA Service Agreement @ Wed Jul 29, 2020 2:30pm - 3pm (CDT)  
([josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us))  
To: Josephine Ramirez <[josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us)>  
Cc: Sergio Cruz <[sergio.cruz@co.hidalgo.tx.us](mailto:sergio.cruz@co.hidalgo.tx.us)>, Victor Garza <[victor.garza@da.co.hidalgo.tx.us](mailto:victor.garza@da.co.hidalgo.tx.us)>, Chris King <[ChrisK@verawholehealth.com](mailto:ChrisK@verawholehealth.com)>

Hi all –

Attached is the red line and clean version of the contract edited for all of what you have asked for. I also changed the effective date on the clean version to be Tuesday next week when you indicated you expect to sign.

Let me know if I missed anything.

Thanks,

Sarah Cole, CPA, MBA

[Chief Financial Officer](#)

Direct: 206.395.7863

Cell: 206.883.8333

[verawholehealth.com](http://verawholehealth.com)

[LinkedIn](#) | [Facebook](#) | [Twitter](#)

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**From:** Josephine Ramirez <[josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us)>  
**Sent:** Thursday, July 30, 2020 6:54 AM  
**To:** Sarah Cole <[sarahc@verawholehealth.com](mailto:sarahc@verawholehealth.com)>  
**Cc:** Sergio Cruz <[sergio.cruz@co.hidalgo.tx.us](mailto:sergio.cruz@co.hidalgo.tx.us)>; Victor Garza <[victor.garza@da.co.hidalgo.tx.us](mailto:victor.garza@da.co.hidalgo.tx.us)>; Chris King <[ChrisK@verawholehealth.com](mailto:ChrisK@verawholehealth.com)>  
**Subject:** Re: Updated invitation: VERA Service Agreement @ Wed Jul 29, 2020 2:30pm - 3pm (CDT)  
([josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us))

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Thank you. Yes, as to paragraph 10.5.

**Josephine Ramirez Solis**

*Assistant Criminal District Attorney*

Chief - Civil Division

**Office of Criminal District Attorney**

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On Wed, Jul 29, 2020 at 7:51 PM Sarah Cole <[sarahc@verawholehealth.com](mailto:sarahc@verawholehealth.com)> wrote:

Thanks Josephine,

I will read through this and if all seems fine on our end, will make the edits and send back the revised contract tomorrow.

Question about 10.5: I have assumed that you would like it to be "Hidalgo County, Texas" but wanted to confirm that is correct?

Sarah

**From:** Josephine Ramirez <josephine.ramirez@da.co.hidalgo.tx.us>  
**Sent:** Wednesday, July 29, 2020 5:28 PM  
**To:** Sergio Cruz <sergio.cruz@co.hidalgo.tx.us>  
**Cc:** Victor Garza <victor.garza@da.co.hidalgo.tx.us>; Chris King <ChrisK@verawholehealth.com>; Sarah Cole <sarahc@verawholehealth.com>  
**Subject:** Re: Updated invitation: VERA Service Agreement @ Wed Jul 29, 2020 2:30pm - 3pm (CDT) (josephine.ramirez@da.co.hidalgo.tx.us)

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Sarah,

It was a pleasure meeting and speaking with you today. Below is the County's proposed language for paragraph 7.2 in the Agreement with Vera:

**LIMITATION OF LIABILITY.** To the extent allowed under the law, the PARTIES agree VERA OR VERA P.C. WILL NOT BE LIABLE FOR ANY INDIRECT, INCIDENTAL, CONSEQUENTIAL, SPECIAL OR PUNITIVE DAMAGES (INCLUDING WITHOUT LIMITATION TO DAMAGES FOR LOST REVENUE, PROFIT, BUSINESS USE OR DATA) EVEN IF SUCH PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. NOTWITHSTANDING THE FOREGOING, NO LIMITATION OR EXCLUSION OF ANY VERA OR VERA P.C.'S LIABILITY WILL APPLY WITH RESPECT TO ANY CLAIMS ARISING OUT OF OR RELATING TO THE WILLFUL MISCONDUCT OR GROSS NEGLIGENCE OF A PARTY. THE AGGREGATE LIABILITY OF A PARTY RELATING TO OR ARISING OUT OF THIS AGREEMENT FOR ANY AND ALL CAUSES OF ACTION SHALL BE LIMITED TO THOSE AUTHORIZED UNDER TEXAS LAW, including THE TEXAS MEDICAL PRACTICE ACT AND/OR AS PRESCRIBED UNDER THE TEXAS TORT CLAIMS ACT PROVIDED HOWEVER THAT THE LIMITATIONS SET FORTH IN THIS SECTION 7.2 SHALL NOT APPLY TO VERA OR VERA P.C.'S OBLIGATION TO INDEMNIFY UNDER SECTION 7.1 OR LIABILITIES ARISING OUT OF A BREACH OF SECTION 10.12 (CONFIDENTIALITY) OR A BREACH OF THE BUSINESS ASSOCIATE AGREEMENT. FOR THE AVOIDANCE OF DOUBT, ANY FINES OR PENALTIES ASSESSED ON A PARTY UNDER APPLICABLE LAW ARISING OUT OF THE OTHER PARTY'S BREACH OF THIS AGREEMENT ARE DIRECT DAMAGES.

Also, as discussed, we are requesting that paragraph 10.5 be modified to reflect governing law would be in Texas.

Should you have any questions or need additional information, please feel free to contact our office.

Thank you,

**Josephine Ramirez Solis**  
*Assistant Criminal District Attorney*

Chief - Civil Division

**Office of Criminal District Attorney**

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On Wed, Jul 29, 2020 at 1:07 PM <[sergio.cruz@co.hidalgo.tx.us](mailto:sergio.cruz@co.hidalgo.tx.us)> wrote:

**This event has been changed.**

**VERA Service Agreement**

When **Changed:** Wed Jul 29, 2020 2:30pm – 3pm Central Time - Chicago

Where <https://hidalgocounty.zoom.us/j/95202642172?pwd=UUhWcnlINkhvVG4yS3FERHVqY25wZz09>  
(map)

Calendar [josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us)

- Who
- [sergio.cruz@co.hidalgo.tx.us](mailto:sergio.cruz@co.hidalgo.tx.us) - organizer
  - [josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us)
  - [victor.garza@da.co.hidalgo.tx.us](mailto:victor.garza@da.co.hidalgo.tx.us)
  - [chrisk@verawholehealth.com](mailto:chrisk@verawholehealth.com)
  - [sarahc@verawholehealth.com](mailto:sarahc@verawholehealth.com)

**more details »**

Sergio Cruz is inviting you to a scheduled Zoom meeting.

Join Zoom Meeting  
<https://hidalgocounty.zoom.us/j/95202642172?pwd=UUhWcnlINkhvVG4yS3FERHVqY25wZz09>

Meeting ID: 952 0264 2172  
Passcode: 461961  
One tap mobile  
+13462487799,,95202642172#,,,,,0#,,461961# US (Houston)  
+16699006833,,95202642172#,,,,,0#,,461961# US (San Jose)

Dial by your location  
+1 346 248 7799 US (Houston)  
+1 669 900 6833 US (San Jose)  
+1 312 626 6799 US (Chicago)  
+1 929 205 6099 US (New York)  
833 548 0276 US Toll-free  
833 548 0282 US Toll-free  
877 853 5247 US Toll-free  
888 788 0099 US Toll-free  
Meeting ID: 952 0264 2172  
Passcode: 461961  
Find your local number: <https://hidalgocounty.zoom.us/u/abKqC2du0A>

Join by SIP  
[95202642172@zoomcrc.com](mailto:95202642172@zoomcrc.com)

Join by H.323  
162.255.37.11 (US West)  
162.255.36.11 (US East)  
115.114.131.7 (India Mumbai)  
115.114.115.7 (India Hyderabad)  
213.19.144.110 (EMEA)  
103.122.166.55 (Australia)  
209.9.211.110 (Hong Kong SAR)  
64.211.144.160 (Brazil)  
69.174.57.160 (Canada)

207.226.132.110 (Japan)  
Meeting ID: 952 0264 2172  
Passcode: 461961

Going ([josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us))? **Yes - Maybe - No** [more options »](#)

Invitation from [Google Calendar](#)

You are receiving this email at the account [josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us) because you are subscribed for updated invitations on calendar [josephine.ramirez@da.co.hidalgo.tx.us](mailto:josephine.ramirez@da.co.hidalgo.tx.us).

To stop receiving these emails, please log in to <https://www.google.com/calendar/> and change your notification settings for this calendar.

Forwarding this invitation could allow any recipient to send a response to the organizer and be added to the guest list, or invite others regardless of their own invitation status, or to modify your RSVP. [Learn More](#).

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## 2 attachments



**Hidalgo.VERA Advanced Primary Care Services Agreement.final.clean.docx**  
159K



**Hidalgo.VERA Advanced Primary Care Services Agreement.redline.v2.7-29-20.docx**  
159K