



Monterey County Board of Supervisors

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Board Order

A motion was made by Supervisor Wendy Root Askew, seconded by Supervisor Luis A. Alejo to:

Agreement No.: A-15010 ; Amendment No.: 2

- a. Authorize the Chief Executive Officer for Natividad Medical Center or his designee to execute the Second Amendment to the Professional and Call Coverage Services Agreement (A-15010) with Ventana Faculty Medical Associates to provide family medicine and physician assistant services, extending the term by twelve months (January 1, 2023 to December 31, 2023) for a revised full agreement term of November 1, 2020 to December 31, 2023, and adding \$200,000 for a revised not to exceed amount of \$900,000 in the aggregate; and
- b. Authorize the Chief Executive Officer for Natividad or his designee to sign up to three (3) future amendments to this Agreement where the total amendments do not exceed 10% (\$50,000) of the original contract amount and do not significantly change the scope of work.

PASSED AND ADOPTED on this 6th day of December 2022, by roll call vote:

AYES: Supervisors Alejo, Phillips, Lopez, Askew, and Adams

NOES: None

ABSENT: None

(Government Code 54953)

I, Valerie Ralph, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 82 for the meeting December 6, 2022.

Dated: December 8, 2022

File ID: A 22-588

Agenda Item No.: 24

Valerie Ralph, Clerk of the Board of Supervisors
County of Monterey, State of California

Emmanuel H. Santos, Deputy

SECOND AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT

THIS SECOND AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT (the “**Amendment**”) is made and entered into as of January 1, 2023, by and between COUNTY OF MONTEREY (“**County**”) on behalf of NATIVIDAD MEDICAL CENTER (“**Hospital**”), and VENTANA FACULTY MEDICAL ASSOCIATES OF MONTEREY COUNTY, INC., a California professional corporation (“**Contractor**”) with respect to the following:

RECITALS

A. County owns and operates Hospital, a general acute care teaching hospital facility located in Salinas, California and various outpatient clinics (collectively, the “**Clinic**”) under its acute care license.

B. Contractor and Hospital have entered into that certain Professional Services Agreement dated effective as of November 1, 2020, as amended effective January 1, 2022 (collectively, the “**Agreement**”) pursuant to which Contractor provides Specialty services to Hospital Patients.

C. Hospital and Contractor desire to amend the Agreement to extend the term by twelve (12) months and add Two Hundred Thousand Dollars (\$200,000) to the aggregate amount payable to Contractor.

AGREEMENT

IN CONSIDERATION of the foregoing recitals and the mutual promises and covenants contained herein, Hospital and Contractor agree as follows:

1. **Defined Terms**. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Agreement.
2. **Section 2.1**. Section 2.1 to the Agreement is hereby amended and restated to read in its entirety as follows:

“**2.1 Compensation**. Hospital shall pay to Contractor the amount determined in accordance with **Exhibit 2.1** (the “**Compensation**”), upon the terms and conditions set forth therein. The total amount payable by Hospital to Contractor under this Agreement shall not exceed the sum of Nine Hundred Thousand Dollars (\$900,000).”

3. **Section 5.1**. Section 5.1 to the Agreement is hereby amended and restated to read in its entirety as follows:

“**5.1 Term**. This Agreement shall become effective on November 1, 2020 (the “**Effective Date**”) and shall continue until December 31, 2023 (the “**Expiration Date**”), subject to the termination provisions of this Agreement.”

4. **Counterparts.** This Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

5. **Continuing Effect of Agreement.** Except as herein provided, all of the terms and conditions of the Agreement remain in full force and effect from the Effective Date of the Agreement.

6. **Reference.** After the date of this Amendment, any reference to the Agreement shall mean the Agreement as amended by this Amendment.

[signature page follows]

IN WITNESS WHEREOF, Hospital and Contractor have executed this Amendment as of the day and year first written above.

CONTRACTOR

VENTANA FACULTY MEDICAL ASSOCIATES OF MONTEREY COUNTY, INC., a California professional corporation

DocuSigned by:
Wendell Harry
By: _____
7A09F354FD0B496
Its President/CEO

Date: 11/10/2022 | 10:24 AM PST

DocuSigned by:
Wendell Harry
By: _____
7A09F354FD0B496
Its President/CEO

Date: 11/10/2022 | 10:24 AM PST

NATIVIDAD MEDICAL CENTER

DocuSigned by:
Charles Harris
By: _____
4E1F837D204E481...
Deputy Purchasing Agent

Date: 12/14/2022 | 5:46 PM PST

APPROVED AS TO LEGAL PROVISIONS:

DocuSigned by:
Stacy Saetta
By: _____
C0ECE1B99F444A9...
Stacy Saetta, Deputy County Counsel

Date: 11/14/2022 | 1:46 PM PST

APPROVED AS TO FISCAL PROVISIONS:

DocuSigned by:
Jennifer Forsyth
By: _____
4E7E657875454AE...
Deputy Auditor/Controller

Date: 11/15/2022 | 1:00 PM PST