

**AMENDMENT NO. 2
TO SERVICES AGREEMENT
BETWEEN SMILE BUSINESS PRODUCTS INC. AND
NATIVIDAD MEDICAL CENTER
FOR
COPY MACHINE RENTAL AND MAINTENANCE SERVICES**

This Amendment No. 2 to the Services Agreement (“Agreement”) which was effective on July 1, 2013 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter “NMC”), and Smile Business Products, Inc. (hereinafter “CONTRACTOR”); (collectively, the County, NMC and CONTRACTOR are referred to as the “Parties”), with respect to the following:

RECITALS

WHEREAS, NMC and Tri-County Business Systems, Inc. entered into Agreement for copy machine rental and maintenance services with a term July 1, 2013 through June 30, 2016 and a total Agreement amount not to exceed \$690,000; and

WHEREAS, Tri-County Business Systems, Inc. and CONTRACTOR executed an Assignment and Assumption Agreement wherein Tri-County Business Systems, Inc. assigned the Agreement to CONTRACTOR effective April 1, 2016; and

WHEREAS, NMC consented in writing, with an effective date of April 1, 2016 to the assignment by Tri-County Business Systems, Inc. and assumption by Smile Business Products, Inc. of the Agreement; and

WHEREAS, NMC and CONTRACTOR amended the Agreement on June 30, 2016 via Amendment No. 1 to extend the term for an additional three (3) year period through June 30, 2019 and to add an additional \$750,000 thereby increasing the total Agreement amount to \$1,440,000; and

WHEREAS, NMC and CONTRACTOR currently wish to amend the Agreement to extend it for an additional one (1) year period through June 30, 2020 to allow for services to continue with revisions to the Scope of Services/Payment Provisions attached hereto as “Exhibit A-2 per Amendment No. 2” with a \$305,000 increase for the additional year of services for a total Agreement amount of \$1,745,000.

AGREEMENT

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

The Agreement is hereby renewed on the terms and conditions as set forth in the Original Agreement and in Amendment No. 1 incorporated herein by this reference, except as specifically set forth below.

1. Section 2 titled, “PAYMENTS BY NMC” shall be amended to the following:
“NMC shall pay the CONTRACTOR in accordance with the payment provisions set forth in EXHIBIT A attached to the original Agreement plus EXHIBIT A-2 attached hereto this Amendment No. 2. The total amount payable by NMC to CONTRACTOR under this Agreement shall not exceed the sum of \$1,745,000.”
2. The first sentence of Section 3.1 titled, “TERM OF AGREEMENT” shall be amended to the following:
“The term of this Agreement is from July 1, 2013 through June 30, 2020 unless sooner terminated pursuant to the terms of this Agreement.”

3. Section 4 titled, “ADDITIONAL PROVISIONS/EXHIBITS” shall be amended to the following:
“The following attached exhibits are incorporated herein by reference and constitute a part of this Agreement:
Exhibit A: Scope of Services/Payment Provisions
Exhibit A-2: Revised Scope of Services/Payment Provisions as per Amendment No. 2.”
4. Except as provided herein, all remaining terms, conditions and provisions of the Original Agreement are unchanged and unaffected by this Amendment No. 2 and shall continue in full force and effect as set forth in the Agreement and in Amendment No. 1.
5. A copy of this Amendment No. 2 shall be attached to the Original Agreement.
6. This Amendment No. 2 shall be effective when signed by both parties.

The remainder of this page was intentionally left blank.

~ Signature page to follow ~

IN WITNESS WHEREOF, the Parties hereto are in agreement with this Amendment No. 2 on the basis set forth in this document and have executed this Amendment No. 2 on the day and year set forth herein.

NATIVIDAD MEDICAL CENTER

By: _____
Gary R. Gray, DO, CEO

Date: _____

APPROVED AS TO LEGAL PROVISIONS

By: ARB
Monterey County Deputy County Counsel

Date: May 1, 2019

APPROVED AS TO FISCAL PROVISIONS

By: [Signature]
Monterey County Deputy Auditor/Controller

Date: 5-1-19

CONTRACTOR

Smile Business Products, Inc.

CONTRACTOR's Business Name
See instructions below

By: [Signature]
(Signature of: Chair, President, or Vice-President)

Joseph Ramos Pross & CEO
Name and Title

Date: 3-8-2019

By: [Signature]
(Signature of: Secretary, Asst. Secretary, CFO, Treasurer, or Asst. Treasurer)

Cathy Hetherington VP of Operations
Name and Title

Date: 3/8/2019

*****Instructions*****

If CONTRACTOR is a corporation; including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If CONTRACTOR is a partnership; the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required).

**EXHIBIT A-2 PER AMENDMENT 2
NMC/Smile Business Products, Inc. Copy Machine Inventory**

Contract	Location	Equipment ID	Model	Serial	Start Date	Expiration Date	Notes	BW Avg Monthly Vol.	CLR Avg Monthly Vol.
6301-TC-01	Audiology	M0546	AR208D	5019041	8/16/2010	8/16/2013		720	
6302-TC-01	Reception		AR208D	5014991	8/16/2010	8/16/2013		5	
6339-TC-01	Environmental Services		MXM260	95041628	10/19/2010	10/19/2013		2070	
6423-TC-01	Navidad Medical Group	M0461	MXM363N	5007058	2/16/2011	2/16/2014		5370	
6593-PT-01	Specialty Clinic Nurse	M0436	MXM363N	15007922	11/10/2011	11/10/2014		3840	
6665-PT-01	Engineering Facilities		MX2610N	15086578	4/6/2012	4/6/2015		1240	2270
6915-TC-01	Surgical Scheduling		MXB201D	35010312	8/1/2013	8/1/2016		460	
7071-TC-01	Nursing Education	M0551	MX4141N	45111261	4/3/2014	4/3/2017		2970	4070
7139-PT-01	E.R	M0544 (Loaner) COPY-14315-TC	MXM314N MX- M314N	45041575 45041575	7/14/2014	7/14/2017	11/13/18 loaner provided M0544 in shop for repairs.	11290	
7201-PT-01	Specialty Clinic Scheduling Office		MXM465N	45006372	9/8/2014	9/8/2017		2530	
7202-PT-01	Specialty Clinic #2 2nd Floor	M0435	MXM464N	35035387	9/8/2014	9/8/2017		14360	
7271-PT-01	Business Office/Vinec's Office		MXM465N	45004089	9/8/2014	9/8/2017		14360	
7272-PT-01	Bldg 500 Business Office Back	M0542	MXM465N	45003989	12/8/2014	12/8/2017		10430	
7273-TC-01	Managed Care	M0162	MXM365N	45005109	12/8/2014	12/8/2017		1380	
7287-PT-01	Financial Counseling	M0545	MXM565N	45020660	1/12/2015	1/11/2018		6440	
7294-PT-01	Dietary	M0434	MXC402SC	45140037	1/23/2015	1/22/2018		7450	1680
7309-PT-01	ER Registration	M0174	MXB201D	45003294	2/12/2015	2/11/2018		640	
7324-PT-01	Admitting/Main Office	M0438	MXM465N	55003781	2/12/2015	2/11/2018		4060	
7345-PT-01	Radiology Room		MXM314N	4501856X	4/10/2015	4/9/2018		4870	
7346-PT-01	Med Surg 3rd Floor	M0169	MX4141N	55142931	4/10/2015	4/9/2018		20045	7210
7349-PT-01	Family Practice Residency	M0842	MX5141N	55006822	4/15/2015	4/14/2018		5400	5650
7372-PT-01	MHU Case Management		MXM264N	4500385X	5/21/2015	5/20/2018		5620	
7373-PT-01	Auxiliary		MXC300W	45139025	5/20/2015	5/19/2018		1660	90
7374-TC-01	Records Retention	M0466	MX2640N	55014333	5/20/2015	5/19/2018		695	101
7375-PT-01	Telecommunications	M0561	MXC300W	45139385	5/20/2015	5/19/2018		1920	1320
7395-PT-01	ICU		MXM365N	55004365	7/8/2015	7/7/2018		4300	
7396-PT-01	Radiology Reception	M0151	MXM354N	55011532	7/8/2015	7/7/2018		2120	
7397-PT-01	Medical Staff		MX5141N	55101525	7/9/2015	7/8/2018		12400	15070
7398-PT-01	Physical Outpatient Therapy	M0553	MX4141N	55097255	7/9/2015	7/8/2018		4580	6280
7399-PT-01	Palliative Care Office	M0446	MXC300W	53004544	7/9/2015	7/8/2018		610	1645
7400-PT-01	Administration	BS491	MX5141N	35121076	7/10/2015	7/10/2018		9190	10760
7405-PT-01	Outpatient Physical Therapy	M0554	MXC300W	53004804	7/27/2015	7/27/2018		550	320
7415-PT-01	Medical Library	M1112	MX2640N	55051965	8/13/2015	8/12/2018		2060	3420
7421-TC-01	Medical Records Release		MXM264N	55045246	8/27/2015	8/26/2018		2,830	
7422-PT-01	Medical Records Release		MXM565N	55019963	8/27/2015	8/27/2018		15790	

8711-01	Bariatrics Clinic	C0153	MX-4070N	75077555	8/1/2017	7/31/2020		1480	1700
8981-01	Pharmacy	C0330	MX-3050N	75026697	9/19/2017	9/18/2020		no usage history available	
9169-01	Cardiopulmonary Unit Bldg 400 1st Floor	C0763	MX-M465N	75007068	11/13/2017	11/13/2020		no usage history available	
9170-01	Cardiopulmonary Unit Bldg 400 1st Floor	C0757	MX-C301W	73019439	11/13/2017	11/13/2020	installed 12/29	no usage history available	
9308-01	HR	C0446	MX-7580N	75016290	12/29/2017	12/28/2020		no usage history available	
9342-01	Utilization Review Dept. Bldg 300	M1124	MX-M5070	7501842X	1/9/2018	1/9/2021			
9411-01	Administration Dept.	C0896	MX-M4070	75007170	1/31/2018	1/30/2021			
9487-0P	Materials Management	C0914	MX-M3050	7500541X	3/5/2018	3/4/2021			
9502-0P	Materials Management Warehouse	C0927	MX-M3050	7500092Y	3/15/2018	3/14/2021			
10302-0P	ARU Therapy Unit	C0520	MX-C301W	83016228	10/25/2018	10/25/2021	installed 10/25/2018		
10431-09	ER	C1557	MX-M5070	8501660X	12/20/2018	12/20/2021	installed 12/20/2018		