

**AMENDMENT NO. 2
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN Marci Bracco Cain AND
THE NATIVIDAD MEDICAL CENTER
FOR
Marketing & Public Relations Consulting Services**

This Amendment No. 2 to Professional Services Agreement ("Agreement"), dated January 1, 2012, is entered into by and between the County of Monterey, on behalf of Natividad Medical Center ("NMC"), and Marci Bracco Cain (Contractor), with respect to the following:

RECITALS

WHEREAS, the County and Contractor amended the Agreement previously on January 1, 2012 via Amendment No. 1; and

WHEREAS, the County and Contractor wish to amend the Agreement to extend the term end date to allow for existing services to continue; and

WHEREAS, the County and Contractor wish to amend the Agreement to increase the amount of the Agreement because of the term extension and the amount payable for services rendered.

AGREEMENT

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

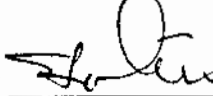
1. Contractor will continue to provide NMC with the same scope of services as stated in the original Agreement (No. MYA221).
2. Section 1. "PAYMENTS BY NMC" shall be amended by removing, "*The total amount payable by NMC to CONTRACTOR under this Agreement shall not exceed the sum of \$100,000.*" and replacing it with "*The total amount payable by County to CONTRACTOR under Agreement No. (MYA221) shall not exceed the total sum of \$200,000 for the full term of the Agreement*".
3. Section 2. "TERM OF AGREEMENT" shall be amended by removing, "*The term of this Agreement is from January 1, 2012 to December 31, 2012 unless sooner terminated pursuant to this Agreement*" and replacing it with "*The term of this Agreement is January 1, 2012 to June 30, 2014 unless sooner terminated pursuant to this Agreement*".
4. Except as provided herein, all remaining terms, conditions and provisions of the Agreement and Amendment No. 1 are unchanged and unaffected by this Amendment No. 2 and shall continue in full force and effect as set forth in the Agreement.
5. A copy of this Amendment No. 2 and all previous amendments shall be attached to the original Agreement (No. MYA221).
6. The effective date of this Amendment is July 1, 2013.

IN WITNESS WHEREOF, the parties hereto are in agreement with this Amendment on the basis set forth in this document and have executed this Amendment on the day and year set forth herein.

Natividad Medical Center

By: 
Sid Cato, NMC Contracts Manager

Date: 6-12-13

By: 
Harry Weis, NMC Chief Executive Officer

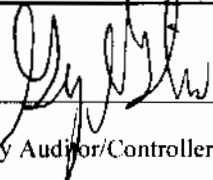
Date: 7/30/13

APPROVED AS TO LEGAL PROVISIONS

By: 
Anne Brauer
Monterey County, Deputy County Counsel

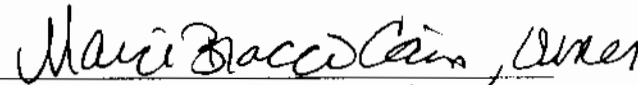
Date: May 6, 2013

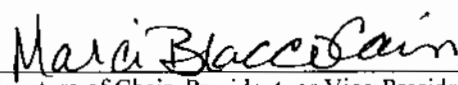
APPROVED AS TO FISCAL PROVISIONS

By: 
Gary Giboney
Monterey County Auditor/Controller's Office

Date: 5-6-13


Contractor

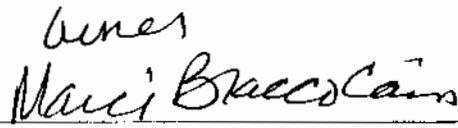

Contractor's Business Name*** (see instructions)


Signature of Chair, President, or Vice-President


Name and Title

Date: 4-25-13

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


Name and Title

Date: 4-25-13

*****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 and individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required)