

**AMENDMENT NO. 2
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN The Camden Group AND
THE NATIVIDAD MEDICAL CENTER
FOR
Development of Integrated Systems of Healthcare Services**

This Amendment No. 2 to Professional Services Agreement (“Agreement”), dated January 1, 2013 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (“NMC”), and The Camden Group (Contractor), with respect to the following:

RECITALS

WHEREAS, the County and Contractor amended the Agreement previously on January 1, 2013 via Amendment No. 1; and

WHEREAS, the County and Contractor wish to amend the Agreement to increase the amount of the Agreement by \$1,400,000 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. MYA740/A-12386)
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 \$179,000.*” and replacing it with “*The total amount payable by County to CONTRACTOR under Agreement No. (MYA740/A-12386) shall not exceed the total sum of \$2,200,000 for the full term of the Agreement*”.
3. Section 3 of the Agreement, “TERM OF AGREEMENT” shall be amended by removing, “*The term of this Agreement is from January 1, 2013 to June 30, 2013 unless sooner terminated pursuant to this Agreement*” and replacing it with “*The term of this Agreement is from January 1, 2013 through December 31, 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. MYA740/A-12386).
6. The effective date of this Amendment No. 2 is December 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: _____

By:  _____
Harry Weis, NMC Chief Executive Officer

Date: 11/15/13

APPROVED AS TO LEGAL PROVISIONS

By:  _____
Anne Brereton, Deputy County Counsel

Date: NOV. 22, 2013

APPROVED AS TO FISCAL PROVISIONS

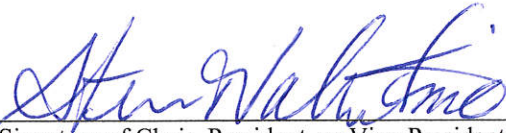
By:  _____
Gary Giboney
Monterey County Auditor/Controller's Office

Date: Nov. 26, 2013

Contractor


THE CAMDEN GROUP

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

 _____
Signature of Chair, President, or Vice-President

Steven T. Valentine, President
Name and Title

Date: Nov 6, 2013

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

MARK DUBOW SENIOR VICE PRESIDENT
Name and Title

Date: Nov. 7, 2013

***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)