

**AMENDMENT No. 5
TO SERVICES AGREEMENT
BETWEEN Latham & Watkins LLP, AND
NATIVIDAD MEDICAL CENTER
FOR
Consulting and Legal Services**

This Amendment No. 5 to the Services Agreement ("Agreement"), dated May 1, 2010 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"), and Latham & Watkins LLP., (hereinafter "CONTRACTOR"), with respect to the following:

RECITALS

WHEREAS, the Agreement was executed for CONTRACTOR to provide Consulting and Legal Services for NMC's Administrations Division with a one year term and a total Agreement amount not to exceed \$100,000; and

WHEREAS, NMC and CONTRACTOR amended the Agreement on January 11, 2011 via Amendment No. 1 to add an additional \$300,000, thereby increasing the total agreement amount to \$400,000; and

WHEREAS, NMC and CONTRACTOR amended the Agreement effective July 1, 2011, via Renewal and Amendment No.2 to extend the term for an additional one year period through June 30, 2012 and to add an additional \$600,000, thereby increasing the total agreement amount to \$1,000,000; and

WHEREAS, NMC and CONTRACTOR amended the Agreement effective July 1, 2012, via Amendment No.3 to extend the term for an additional one year period through June 30, 2013 and;

WHEREAS, NMC and CONTRACTOR amended the Agreement, effective July 1, 2013, via Renewal and Amendment No.4 to extend the term for an additional two (2) year period through June 30, 2015 and to add an additional \$500,000, thereby increasing the total agreement amount to \$1,500,000; and

WHEREAS, NMC and CONTRACTOR currently wish to amend the Agreement to extend it for an additional three (3) year period through June 30, 2018 with no increase to the total agreement amount.

AGREEMENT

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

1. Paragraph 4, Section 6., Rates, Fees and Charges "TERM OF AGREEMENT", first sentence shall be amended to the following; *"The term of this Agreement is July 1, 2015 through June 30, 2018 unless sooner terminated pursuant to this Agreement"*.
2. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Amendment No. 5 and shall continue in full force and effect.
3. A copy of this Amendment No. 5 shall be attached to the Original Agreement.
4. The effective date of this Amendment is July 1, 2015.

IN WITNESS WHEREOF, the parties hereto are in agreement with this Amendment No. 5 on the basis set forth in this document and have executed this Amendment No. 5 on the day and year set forth herein.

Natividad Medical Center

By: _____
Gary Gray, DO, Interim Chief Executive Officer

Date: _____

APPROVED AS TO LEGAL PROVISIONS

By: _____
Monterey County Deputy County Counsel

Date: 6/8/15

APPROVED AS TO FISCAL PROVISIONS

By: _____
Monterey County Deputy Auditor/Controller

Date: 6-8-15

CONTRACTOR

LATHAM & WATKINS LLP
CONTRACTOR's Business Name*** (see instructions)

Betty Pang, COO
Signature of Chair, President or Vice-President

BETTY PANG, Counsel
Name and Title

Date: June 1, 2015

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

Jerry Peters, Partner
Name and Title

Date: June 1, 2015

***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)

IN WITNESS WHEREOF, the parties hereto are in agreement with this Amendment No. 5 on the basis set forth in this document and have executed this Amendment No. 5 on the day and year set forth herein.

Natividad Medical Center

By: _____
Gary Gray, DO, Interim Chief Executive Officer

Date: _____

APPROVED AS TO LEGAL PROVISIONS

By: _____
Monterey County Deputy County Counsel

Date: _____

APPROVED AS TO FISCAL PROVISIONS

By: _____
Monterey County Deputy Auditor/Controller

Date: _____

CONTRACTOR

LATHAM & WATKINS LLP
CONTRACTOR's Business Name*** (see instructions)

Betty Pang, esq
Signature of Chair, President, or Vice-President

BETTY PANG, Counsel
Name and Title

Date: June 1, 2015

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

Jerry Peters, Partner
Name and Title

Date: June 1, 2015

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