

December 2, 2016

Daniel Leon
Chief Financial Officer
Natividad Medical Center
1441 Constitution Blvd
PO Box 81611
Salinas, CA 93912-1611

Re: Addendum to the Amended and Restated Letter of Agreement– Health Care Advisory Board

Dear Daniel:

Thank you again for your participation in the Health Care Advisory Board program (the "**Program**"). As you know, you enrolled in the Program pursuant to the Amended and Restated Letter of Agreement – Health Care Advisory Board by and between the County of Monterey, on behalf of Natividad Medical Center ("**Member**" or "**you**") and The Advisory Board Company (the "**Advisory Board**" or "**we**") dated February 18, 2016 (as previously supplement and amended, the "**Agreement**"). This addendum to the Agreement (this "**Addendum**") confirms our discussion regarding Member enrollment in the Leader Development for Physicians (the "**LDP Membership**") under the Agreement. As such, this Addendum amends and supplements the Agreement as set forth below. Capitalized terms not defined herein shall have the meaning attributed to them in the Agreement.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

I. Terms of Coverage

Member's current membership in the Program began December 31, 2015 and is scheduled to end on December 30, 2018 (the "**Term**"). Member's LDP Membership will begin on **December 31, 2016** and end on **December 30, 2018** (the "**LD Membership Term**" and each year therein, a "**Year**") at which time all services, including any remaining or unused on-site skill-building workshops and access to our online platform will cease.

The Advisory Board will provide to you the services as described below and in the **Leader Development for Physicians Overview** attached to this Addendum. The Advisory Board research, services and materials made available to you, as described in the **Leader Development for Physicians Overview** are for the sole use of the Member.

Description of Services
Two years of service in the Leader Development for Physicians Membership: One (1) up to four hour planning session Sequence of up to four (4) half-day participant skill-building workshops per year, for a total of eight (8) or twelve (12) half-day participant skill-building workshops (dependent on election into extended-term option) Skill-building workshops for up to fifty (50) classroom participants and sponsoring executives Access to blended learning pathways corresponding to onsite topics

II. Terms of Membership

The Advisory Board is pleased to provide the preferred LDP Membership details outlined below, including your contribution amounts and membership dates. The Advisory Board requests payment of the full LDP Membership contribution within 30 days of a Member's LDP Membership Year. For those organizations that prefer to spread the contribution across the Year, the Advisory Board requests an additional annual contribution of \$1,000 to offset carrying costs of delayed invoicing.

Leader Development for Physicians Membership	Year 1	Year 2	Year 3 (Optional: Extended Term)
Preferred Annual Contribution for Member	\$44,000	\$46,200	\$46,200
Travel and Administrative Expenses	The Advisory Board will add 12% to the annual contribution amount to cover the travel and administrative expenses associated with delivering on-site workshops.		
Total Contribution (all-inclusive rate including travel costs):	\$49,280	\$51,744	\$51,744

Extended-Term Option:

Should Member decide to extend the LD Membership Term for a third year it will do so via an Amendment to this Amended and Restated Letter of Agreement which shall be executed by both parties in order to be binding.

III. Cancellation and Weekend Scheduling

The Advisory Board shall apply (a) a \$5,000 rescheduling fee to accommodate any rescheduling request made by Member fewer than 45 days in advance of a scheduled onsite session and (b) a \$4,000 fee to accommodate any onsite session requested by Member to be scheduled on a weekend (i.e. Saturday or Sunday).

IV. Enrollment

The parties acknowledge and agree that Member, through the Agreement, is a member of the Program (here the "Original Program"), which has its own separate Term. The Original Program, together with the LDP Membership, are collectively called the "Combined Programs."

A material breach of the Agreement (including this Addendum) that relates to a Program shall mean that the Agreement is only terminable with respect to the affected Program; the other Combined Programs shall continue in accordance with their terms. In addition, each Program has term and pricing, that apply only to that Program, and that shall not apply to the other Combined Programs. Unless specifically applicable to it, a Program will not be affected by termination or expiration of any of the following: (a) the Agreement, (b) this Addendum or (c) the other Combined Programs. The terms and conditions of the Agreement and this Addendum will continue to govern and apply to this Addendum or any Program for the term thereof or any extension thereof.

Except as provided in this Addendum, the terms and conditions of the Agreement remain in full force and effect. This Addendum may be signed using one or more counterparts. The multiple executed copies together will be considered an original and will be binding on the parties.

To initiate your involvement as a member of the LDP Membership under these terms of the Agreement, please return a signed copy of this Addendum via facsimile to our offices at 202-266-5700 or via email to LafhajD@advisory.com to Attn: Danielle Lafhaj no later than December 31, 2016, after which the terms of this Addendum are subject to change.

THE ADVISORY BOARD COMPANY:

By: Danielle Lafhaj *Danielle Lafhaj*
 Name: Danielle Lafhaj
 Title: Director

NATIVIDAD MEDICAL CENTER:

By: _____
 Name: Daniel Leon
 Title: Chief Financial Officer

Reviewed as to fiscal provisions
[Signature]
 Auditor-Controller
 County of Monterey
 12-14-16

AB
AB Everett DepCo 12-13-16

Leader Development for Physicians Overview

The Leader Development for Physicians Membership includes the following services for Member:

1. **Program planning and consultation** for senior leaders to support program design and implementation, which includes guidance, support and tools on:
 - Defining program goals
 - Selecting and recruiting physician participants
 - Aligning topics and activities with organizational objectives
 - Onboarding and enrolling participants into to the online platform
 - Communicating with internal stakeholders about the program
2. **Dedicated service team** to help confirm curriculum delivery and teaching is aligned with organizational priorities, and that organization-specific issues, vocabulary, and performance objectives are addressed at every session.
3. A custom-built **Talent Development Service Plan** that captures programmatic decisions, evaluation scores, program utilization metrics, and progress against articulated goals.
4. Faculty-led, interactive **onsite skill-building workshops** that develop the leadership skills most critical to achieving the organization's development and performance objectives. World-class faculty rely heavily on interactive educational techniques, including a dynamic mix of facilitated discussions, case studies, games, multimedia, application exercises, self-evaluations, and role-play to go beyond training in specific skills to actually shift participants' perspectives and attitude. Further, faculty will partner with you to incorporate organization-specific initiatives and data into teaching so that students quickly learn how to use newfound skills in the context of organizational issues and challenges.
5. **Professional education credits** for attendance. We provide all documentation required for CME accreditation and all of our workshops are approved for ACHE Category II credits.
6. Access to e-learning elements that amplify the concepts from Talent Development's core curriculum. Leaders have unlimited access to all **blended learning pathway resources** corresponding to their onsite workshops, which include:
 - Preview of key concepts
 - Online access to tools, worksheets and review materials
 - Push-based emails that prompt follow-up action, application and discovery of new opportunities to use the learning