

Contract No.: 00008342

**RENEWAL AND AMENDMENT No. 2 TO AGREEMENT**

This Amendment to Agreement (this "Amendment") is made as of the date last set forth on the signature page hereto ("Amendment Effective Date") by and between UpToDate, Inc., with its principle business location at 230 3<sup>rd</sup> Avenue, Waltham, MA 02451 ("UpToDate"), and County of Monterey, on behalf of Natividad Medical Center, with its principle business location at 1441 Constitution Blvd, Salinas, California 93906, United States, (the "Customer", and together with UpToDate, the "Parties").

**RECITALS**

- A. UpToDate and Customer are parties to that certain Agreement dated December 14, 2016, Contract No. 001-00-42879464, as modified by Contract No. 00007524 ("Agreement"), pursuant to which Customer has subscribed for the *UpToDate Anywhere* license.
- B. UpToDate and Customer wish to amend the Agreement to extend the term of the Agreement in exchange for Customers payment of the Subscription Fees (as defined below) as set forth in this Amendment.
- C. Capitalized terms used but not defined in this Amendment shall have the meaning given to them in the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Subscription Fees.** Customer shall pay to UpToDate the additional Subscription Fee of \$85,690.00 USD (plus tax where applicable) for the extension of the term of the Agreement (the "Term") by one year, in accordance with the terms applicable to fees set forth in the Agreement. The price quote reflects a 20% educational discount for those facilities denoted below by an asterisk as they are accredited teaching facilities. The payment of the additional subscription Fee shall be paid within thirty (30) days from the County Auditor-Controller receives the certified invoice.
2. **Term.** The Term is hereby extended for one year, retroactive March 1, 2020 and ending February 28, 2021.
3. **Confirmation of Your Information.** The statistics on which UpToDate based the additional Subscription Fee for the extension of the Term are as follows:

Institution	Inpatient Admissions	Clinicians	Residents
Natividad Medical Center*	10,925	225	30
Total	10,925	225	30

Customer represents and warrants that these statistics (the "Operating Statistics") are accurate and complete figures as of the execution date of this amendment.



The *Designated Sites* are deleted in their entirety and replaced as follows:

Natividad Medical Center  
1441 Constitution Blvd  
Salinas, California 93906  
United States

The *IP Addresses* are deleted in their entirety and replaced as follows:

12.177.137.4 - 12.177.137.4

- 4. Except as explicitly amended or modified hereby, the terms of the Agreement shall remain in full force and effect.
- 5. This Amendment may be executed and delivered by fax or PDF file and in counterparts, each of which shall be deemed to be an original but both of which together shall constitute one and the same instrument.

In Witness Whereof, the Parties hereto have executed this Amendment as of the Amendment Effective Date.

UpToDate, Inc.

By: [Signature]

Printed Name: Drew Rogers

Title: Manager of Enterprise Contracts

Date: 1/27/20

Natividad Medical Center

By: [Signature]

Printed Name: Gary R. Gray

Title: CFO

Date: 3/27/2020

Reviewed as to fiscal provisions

[Signature] 1/30/20

Auditor-Controller  
County of Monterey

APPROVED AS TO FORM

BY: [Signature]

MONTEREY COUNTY COUNSEL