

**AMENDMENT NO. 5
TO THE AMENDED AND RESTATED AGREEMENT
FOR ACUTE REHABILITATION SERVICES**

This Amendment No. 5 to the Amended and Restated Agreement for Acute Rehabilitation Services (“Amendment No. 5”) is made and entered into as of the 1st day of January, 2017 by and between the County of Monterey, a political subdivision of the State of California, on behalf of Natividad Medical Center (“County”) and RehabCare Group of California, LLC d/b/a Kindred Hospital Rehabilitation (formerly RehabCare Group of California, LLC d/b/a RehabCare) (“Contractor”).

WHEREAS, County and Contractor are parties to a certain Amended and Restated Agreement for Acute Rehabilitation Services with an effective date of July 1, 2010 (the “Services Agreement”); an Amendment No. 1 to the Services Agreement with an effective date of July 1, 2012 (“Amendment One”); an Amendment No. 2 to the Services Agreement with an effective date of July 1, 2014 (“Amendment Two”); a Second Modification to the Services Agreement with an effective date of July 1, 2014 (“Second Modification”); and a Third Modification to the Services Agreement with an effective date of July 1, 2015 (“Third Modification”); and Amendment No. 4 with an effective date of July 1, 2016 (“Amendment No. 4”) (the Services Agreement, Amendment One, Amendment Two, Second Modification, Third Modification and Amendment No. 4 are collectively referred to herein as the “Agreement”).

WHEREAS, County and Contractor wish to amend the Agreement to extend the Services Agreement term on a month to month basis as needed until a new Agreement for services is established and executed.

Now, THEREFORE, in consideration of the mutual covenants and promises set forth herein, and for such other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree that effective as of January 1, 2017, the following is modified in the Agreement:

1. Section 5.7 of the Agreement (added per Amendment No. 1) is deleted in its entirety and replaced with the following:

“5.7 **Maximum Liability.** The total amount payable by County to CONTRACTOR under this Agreement (A-09333) shall not exceed the total sum of fifteen million, two hundred fifty seven thousand, seven hundred twenty dollars (\$15,257,720) for the full term of the Agreement”.

2. Section 6.1 of the Agreement is deleted in its entirety and replaced with the following:

“6.1 **Term.** This term of this Agreement commenced originally on February 25, 2003, and was amended and restated effective July 1, 2010, and shall continue on a month to month basis as needed until such time as both parties have executed a new Agreement for similar services unless sooner terminated in accordance with the provisions of this ARTICLE VI”.

3. All other terms of the Agreement remain in full force and effect. In the event of conflict, the provisions, terms and conditions of this Amendment No. 5 will prevail.
4. This Amendment No. 5 may be executed in one or more counterparts, all of which together will constitute only one agreement and may be executed by facsimile.

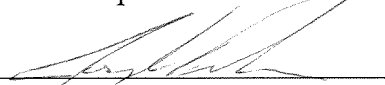
IN WITNESS WHEREOF, the Parties hereto have caused this Amendment No. 5 to be executed as of the Date first written above.

<p style="text-align: center;">“COUNTY”</p> <p style="text-align: center;">COUNTY OF MONTEREY ON BEHALF OF NATIVIDAD MEDICAL CENTER</p> <p>By: _____</p> <p>Print Name: <u>Gary R. Gray, DO</u></p> <p>Its: Chief Executive Officer at Natividad Medical Center</p>	<p style="text-align: center;">“CONTRACTOR”</p> <p style="text-align: center;">REHABCARE GROUP OF CALIFORNIA, LLC., d/b/a Kindred Hospital Rehabilitation</p> <p>By: _____</p> <p>Print Name: _____</p> <p>Its: _____</p> <p>By: _____</p> <p>Print Name: _____</p> <p>Its: _____</p>
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<p style="text-align: center;">APPROVED AS TO PAYMENT PROVISIONS:</p> <p>By: _____</p> <p style="text-align: center;"><i>[Signature]</i></p> <p>Print Name: <u>B. J. [Signature]</u></p> <p>Chief-Deputy Auditor-Controller, County of Monterey</p>	<p style="text-align: center;">APPROVED AS TO FORM:</p> <p>By: _____</p> <p style="text-align: center;"><i>[Signature]</i></p> <p>Print Name: <u>Stacy Saetta</u></p> <p>Deputy County Counsel, County of Monterey</p>
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<p style="text-align: center;">APPROVED AS TO PAYMENT PROVISIONS:</p> <p>By: _____</p> <p>Print Name: _____</p> <p>Chief-Deputy Auditor-Controller, County of Monterey</p>	<p style="text-align: center;">APPROVED AS TO FORM:</p> <p>By: _____</p> <p>Print Name: _____</p> <p>Deputy County Counsel, County of Monterey</p>
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