

THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT

THIS THIRD AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT (the "**Amendment**") is made and entered into as of January 1, 2017, by and between COUNTY OF MONTEREY ("**County**") on behalf of NATIVIDAD MEDICAL CENTER ("**Hospital**"), and KALLE VARAV, M.D., A PROFESSIONAL CORPORATION, a California professional corporation ("**Contractor**") with respect to the following:

RECITALS

A. County owns and operates Hospital, a general acute care teaching hospital facility located in Salinas, California under its acute care license.

B. Contractor and Hospital have entered into that certain Professional Services Agreement dated effective as of January 1, 2013, as amended effective January 1, 2014 and January 1, 2015 (collectively, the "**Agreement**"), pursuant to which Contractor provides professional consultation and treatment to Clinic Patients.

C. Hospital and Contractor desire to amend the Agreement to extend the term by twenty four (24) months and increase the amount payable for services provided under the Agreement by Two Hundred Thousand Dollars (\$200,000).

AGREEMENT

IN CONSIDERATION of the foregoing recitals and the mutual promises and covenants contained herein, Hospital and Contractor agree as follows:

1. **Defined Terms.** Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

2. **Section 2.1.** Section 2.1 to the Agreement is hereby amended to read in its entirety as follows:

"2.1 Compensation. Hospital shall pay to Contractor the amount determined in accordance with **Exhibit 2.1** (the "**Compensation**"), upon the terms and conditions set forth therein. The amount payable by Hospital to Contractor under this Agreement shall not exceed Five Hundred Thousand Dollars (\$500,000) for the full term of the Agreement."

3. **Section 5.1.** Section 5.1 to the Agreement is hereby amended to read in its entirety as follows:

“5.1 Term. This Agreement shall become effective on January 1, 2013 (the **“Effective Date”**), and shall continue until December 31, 2018 (the **“Expiration Date”**), subject to the termination provisions of this Agreement.”

4. **Counterparts.** This Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

5. **Continuing Effect of Agreement.** Except as herein provided, all of the terms and conditions of the Agreement remain in full force and effect from the Effective Date of the Agreement.

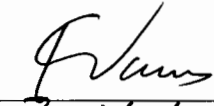
6. **Reference.** After the date of this Amendment, any reference to the Agreement shall mean the Agreement as amended by this Amendment.

[signature page follows]

IN WITNESS WHEREOF, Hospital and Contractor have executed this Amendment as of the day and year first written above.

CONTRACTOR

KALLE VARAV, M.D., A PROFESSIONAL CORPORATION, a California professional corporation

By: 
Its President

Date: 11/6, 20 16

By: _____
Its _____

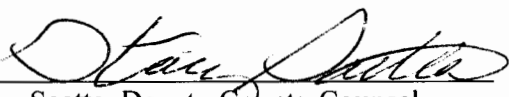
Date: _____, 20__

NATIVIDAD MEDICAL CENTER

Deputy Purchasing Agent

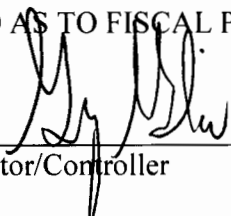
Date: _____, 20__

APPROVED AS TO LEGAL PROVISIONS:


Stacy Saetta, Deputy County Counsel

Date: 11/15, 2016

APPROVED AS TO FISCAL PROVISIONS:


Deputy Auditor/Controller

Date: 11-15, 2016