

**THIRD AMENDMENT TO PROFESSIONAL SERVICES
AGREEMENT BETWEEN
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
AND
COUNTY OF MONTEREY**

THIS THIRD AMENDMENT is entered into by and between The Regents Of The University of California, a California Constitutional corporation, on behalf of the University of California, San Francisco, School of Medicine, Department of Medicine at San Francisco General Hospital, Division of Endocrinology ("UCSF") and County of Monterey on behalf of its Health Department, (hereinafter "HEALTH DEPARTMENT"), a political subdivision of the State of California.

WITNESSETH:

WHEREAS, UCSF and HEALTH DEPARTMENT entered into a "Professional Services Agreement" (hereinafter "Agreement") effective September 21, 2011 for UCSF to provide physician specialty services in endocrinology for the HEALTH DEPARTMENT, and subsequently entered into Amendment No. 1, with an effective date of September 21, 2013, and Amendment No. 2 with an effective date of September 21, 2015, which are hereinafter collectively known as the "Agreement".

WHEREAS, The Agreement provides that it may be amended at any time by mutual written consent of the parties.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises set forth below, it is understood and agreed to by the parties hereto that:

1. Effective November 21, 2015 the term of the Agreement shall be extended through December 31, 2016 or until earlier terminated.
2. The table on the second page of Exhibit 1.1 UCSF SCOPE/DESCRIPTION OF SERVICES; located on page 12 of 14 of the Agreement, shall be deleted and replaced in its entirety with:

Term: November 21, 2015-December 31, 2016

	Days/ Year	Per Clinic Session	Total
Endocrinology	Approximately 2 Days/Month	\$1,975	Up to \$59,250

CONTINUED ON NEXT PAGE


3. Except as modified above, all terms and conditions of the Agreement, including all previous amendments, if any, shall remain in full force and effect.

The individuals executing this Amendment on behalf of the named parties represent and warrant that they are authorized to do so.

SIGNATURE PAGE TO FOLLOW

IN WITNESS WHEREOF, the parties have executed this Second Amendment to Agreement hereto as follows:

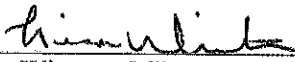
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

By: 
Neal Cohen, MD

Title: Vice Dean, Academic Affairs,
UCSF School of Medicine


Date: 12/26/15

Acknowledged and Understood by:


By: 
Lisa Winston, MD

Title: Vice Chief of Medical Services
Zuckerberg San Francisco General
Department of Medicine

Date: 12/21/15


Debra Witt
Deputy Purchasing Agent
3/11/2016

COUNTY OF MONTEREY HEALTH DEPARTMENT

By: 
Ray Bullick, Director
Department of Health

Date: 1-27-16


Approved as to Legal Form:

By: 
Stacy Saetta, Deputy County Counsel

Date: 1/5/16

~~THIRD AMENDMENT~~
COUNTY OF MONTEREY
Approved as to Liability Provisions:
**APPROVED AS TO INDEMNITY/
INSURANCE LANGUAGE**

Steven Mauck, Risk Management

By: 
Date: 1-16-16


Approved as to Fiscal Provisions:

By: 
Gary Giboney, Auditor-Controller

Date: 1-6-16

IN WITNESS WHEREOF, the parties have executed this Second Amendment to Agreement hereto as follows:

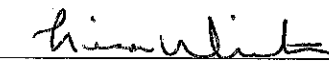
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

By: 
Neal Cohen, MD

Title: Vice Dean, Academic Affairs,
UCSF School of Medicine


Date: 12/16/15

Acknowledged and Understood by:


By: 
Lisa Winston, MD

Title: Vice Chief of Medical Services
Zuckerberg San Francisco General
Department of Medicine

Date: 12/2/15

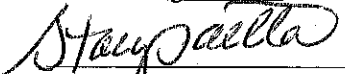

Deputy Purchasing Agent
2 Feb 2016

COUNTY OF MONTEREY HEALTH DEPARTMENT

By: 
Ray Bullick, Director
Department of Health

Date: 1-27-16


Approved as to Legal Form:

By: 
Stacy Saetta, Deputy County Counsel

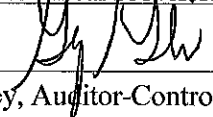
Date: 1/5/16

RISK MANAGEMENT

Approved as to Liability Provisions:
**APPROVED AS TO INDEMNITY/
INSURANCE LANGUAGE**

Steven Mauck, Risk Management
By: 
Date: 1-6-16

Approved as to Fiscal Provisions:

By: 
Gary Giboney, Auditor-Controller

Date: 1-6-16