



Monterey County Board of Supervisors

Board Order

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1st Floor
Salinas, CA 93901
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A motion was made by Supervisor Mary L. Adams, seconded by Supervisor John M. Phillips to:

Agreement No.: A-13418

- a. Authorize the NMC Chief Executive Officer for Natividad Medical Center (NMC) or his designee to execute amendment No. 1 to the agreement (A- 13418) with Agiliti Surgical, Inc. (Formerly UHS Surgical Services, Inc.) for the provision of lithotripsy, cryotherapy, and laser-guided imagery services, extending the agreement an additional two (2) year period (January 1, 2021 through December 31, 2022) for a revised full agreement term of January 1, 2017 through December 31, 2022, and adding \$145,000 for a revised total agreement amount not to exceed \$270,000.
- b. Approve the NMC Chief Executive Officer's recommendation to accept non-standard indemnification, insurance, limitations on liability, and limitations on damages provisions within the agreement.

PASSED AND ADOPTED on this 27th day of October 2020, by roll call vote:

AYES: Supervisors Alejo, Phillips, Lopez, Parker and Adams

NOES: None

ABSENT: None

(Government Code 54953)

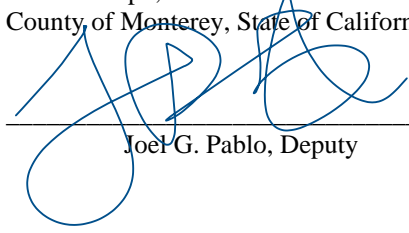
I, Valerie Ralph, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 82 for the meeting October 27, 2020.

Dated: October 27, 2020

File ID: A 20-426

Agenda Item No.: 20

Valerie Ralph, Clerk of the Board of Supervisors
County of Monterey, State of California



Joel G. Pablo, Deputy

**AMENDMENT NO. 2
TO SERVICES AGREEMENT
BETWEEN AGILITI SURGICAL, INC. AND
NATIVIDAD MEDICAL CENTER
FOR
THE PROVISION OF LITHOTRIPSY, CRYOTHERAPY, AND LASER GUIDED IMAGERY
SERVICES**

This Amendment No. 2 to the Services Agreement ("Agreement") which was effective on January 10, 2017 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"), and Agiliti Surgical, Inc. (hereinafter "CONTRACTOR"); (collectively, the County, NMC and CONTRACTOR are referred to as the "Parties"), with respect to the following:

RECITALS

WHEREAS, the Agreement was executed for UHS Surgical Services with a term January 1, 2017 through December 31, 2020 and a total Agreement amount not to exceed \$125,000; and

WHEREAS, UHS Surgical Services assigned all of its right, title, interest in and to, and all of its terms, covenants, conditions and obligations on December 3, 2018 to Agiliti Surgical, Inc. who accepts the assignment and expressly assumes and agrees to keep, perform and fulfill all of the terms, covenants, conditions and obligations required to be kept, performed, and fulfilled. The County of Monterey consented to the foregoing assignment and assumption on March 15, 2019; and

WHEREAS, NMC and CONTRACTOR currently wish to amend the Agreement to extend it for an additional two (2) year period (January 1, 2021 through December 31, 2022) for a revised full agreement term of January 1, 2017 through December 31, 2022, and adding \$145,000 for a revised total agreement amount not to exceed \$270,000.

AGREEMENT

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

The Agreement is hereby renewed on the terms and conditions as set forth in the Original Agreement incorporated herein by this reference, except as specifically set forth below.

1. Wherever appearing in the Agreement, the term **CONTRACTOR** shall refer to **Agiliti Surgical, Inc.**, rather than to **UHS Surgical Services**.
2. Section 2 / Paragraph titled, "PAYMENTS BY NMC" shall be amended to the following:
"NMC shall pay the CONTRACTOR in accordance with the payment provisions set forth in EXHIBIT A as per Original Agreement. The total amount payable by NMC to CONTRACTOR under this Agreement shall not exceed the sum of \$270,000."
3. The first sentence of Section 3 /Paragraph titled, "TERM OF AGREEMENT" shall be amended to the following:
"The term of this Agreement is from January 1, 2021 through December 31, 2022 unless sooner terminated pursuant to the terms of this Agreement."

4. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Amendment No. 1 and shall continue in full force and effect as set forth in the Agreement.
5. A copy of this Amendment No. 2 shall be attached to the Agreement.
6. This Amendment No. 2 shall be effective when both parties have signed.

The remainder of this page was intentionally left blank.

~ Signature page to follow ~

IN WITNESS WHEREOF, the Parties hereto are in agreement with this Amendment No. 2 on the basis set forth in this document and have executed this Amendment No. 2 on the day and year set forth herein.

NATIVIDAD MEDICAL CENTER

By: Dr. Gary R. Gray
Gary R. Gray, DO, CEO

Date: 10/29/20

APPROVED AS TO LEGAL PROVISIONS

By: Stacy L. Speltz
Monterey County Deputy County Counsel

Date: 10/6/2020

APPROVED AS TO FISCAL PROVISIONS

By: Gary K. Giboney
Monterey County Deputy Auditor/Controller

Date: 10-6/2020

CONTRACTOR

Agiliti Surgical

CONTRACTOR's Business Name

See instructions below

By: Matthew McCabe, VP Finance
(Signature of: Chair, President, or Vice-President)
Digitally signed by Matthew McCabe, VP Finance
Date: 2020.10.05 09:12:33 -05'00'

Date: _____

By: Lee Neumann
(Signature of: Secretary, Asst. Secretary, CFO, Treasurer, or Asst. Treasurer)

Senior Vice President, General Counsel & Secretary

Name and Title

Date: 10/6/20

*****Instructions*****

If CONTRACTOR is a corporation; including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If CONTRACTOR is a partnership; the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required).