

Exhibit C

Modification to Monterey County Standard Agreement

Section 8.01 Indemnification shall be changed to the following:

8.01 CONTRACTOR shall indemnify, defend, and hold harmless the County, its officers, agents, and employees from and against any and all claims, liabilities and losses whatsoever (including damages to property and injuries to or death of persons, court costs, and reasonable attorneys' fees) occurring or resulting to any and all persons, firms or corporations furnishing or supplying work, services, materials, or supplies in connection with the performance of this Agreement, and from any and all claims, liabilities, and losses occurring or resulting to any person, firm, or corporation for damages, injury, or death arising out of or connection with the CONTRACTOR's performance of this Agreement, **unless such claims, liabilities, or losses arise out of the negligence or misconduct of the County.** "CONTRACTOR's performance" includes CONTRACTOR's action or inaction and the action or inaction of CONTRACTOR's officers, employees, agents and subcontractors.