



Monterey County Board of Supervisors

Board Order

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1st Floor
Salinas, CA 93901
831.755.5066

www.co.monterey.ca.us

A motion was made by Supervisor Wendy Root Askew, seconded by Supervisor Luis A. Alejo to:

Agreement No.: A-15194 ; Amendment No.: 2

- a. Authorize the Chief Executive Officer (CEO) for Natividad Medical Center (NMC) or his designee to execute the Second Amendment to the Professional Services Agreement (A-15194) with The Regents of the University of California on behalf of the University of California, San Francisco, School of Medicine, Department of Pediatrics (UCSF) to provide neonatology services extending the term by twelve months (April 1, 2024 to March 31, 2025) for a revised full agreement term of April 1, 2021 to March 31, 2025, and adding \$450,000 for a revised total not to exceed amount of \$1,500,000 in the aggregate; and
- b. Authorize the CEO or his designee to sign up to three (3) future amendments to this agreement where the total amendments do not significantly change the scope of work, do not cause an increase of more than 10% (\$70,000) of the original contract amount and do not increase the total contract amount above \$1,570,000.

PASSED AND ADOPTED on this 26th day of March 2024, by roll call vote:

AYES: Supervisors Alejo, Church, Lopez, Askew, and Adams

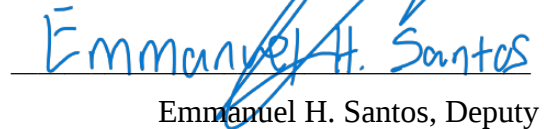
NOES: None

ABSENT: None

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 March 26, 2024.

Dated: April 2, 2024
File ID: A 24-113
Agenda Item No.: 25

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


Emmanuel H. Santos, Deputy

**SECOND AMENDMENT
TO
MEDICAL DIRECTOR AND PROFESSIONAL SERVICES AGREEMENT**

This Second Amendment to Medical Director and Professional Services Agreement (“Second Amendment”) is entered into by and between The Regents of the University of California, a corporation described in California Constitution Art. IX, Sec. 9, on behalf of the University of California, San Francisco, School of School of Medicine, Department of Pediatrics (“UCSF”) and County of Monterey, on behalf of Natividad Medical Center (“Hospital”).

RECITALS:

WHEREAS, UCSF and Hospital entered into a Medical Director and Professional Services Agreement for UCSF to provide medical director and professional neonatology services (the “Services”) for Hospital patients with an effective date of April 1, 2021, and a First Amendment to the Medical Director and Professional Services Agreement with an effective date of April 1, 2023 (collectively, the “Agreement”).

WHEREAS, UCSF and Hospital wish to amend certain terms of the Agreement in accordance with Section 8.17 of the Agreement, Amendments.

NOW THEREFORE, UCSF and Hospital hereby agree to amend the Agreement as follows:

1. Section 4.3.1. is hereby amended and restated to read in its entirety as follows:

“4.3.1 Compensation. The total The total amount payable by Hospital to UCSF under this Agreement shall not exceed the sum of One Million Five Hundred Thousand Dollars (\$1,500,000).

2. Section 4.3.2 is hereby amended and restated to read in its entirety as follows:

“4.3.2 Guarantee. Hospital and UCSF agree that Hospital shall pay to UCSF the difference (the “Guarantee”) between (i) the Professional Services Net Collections, and (ii) the UCSF Physicians Compensation Expense. For purposes of this section, the term “Professional Services Net Collections” shall mean all net income (including adjustments for, but not limited to, fees, charges, taxes, direct pass through expenses, etc.) collected by UCSF on behalf of the Professional Services performed under this Agreement. The term “UCSF Physicians Compensation Expense” shall mean the sum of (i) 2.0 FTE of Pediatric Neonatology total salaries and fringe benefits paid and/or provided to the UCSF Physicians and (ii) professional liability coverage expenses in accordance with Exhibit 6.1 and other related expenses for the UCSF Physicians to provide clinical coverage at Hospital. The Guarantee paid by Hospital to UCSF shall not exceed \$450,000 per year. The Guarantee is based on UCSF Department of Pediatrics’ fair market value assessment using the Medical Group Management Association (“MGMA”) published rate for a neonatologist of \$338,686 (median) and \$410,162 (75th percentile).

3. Section 5.1 is hereby amended and restated to read in its entirety as follows:

“5.1 Term of Agreement. This Agreement shall become effective on April 1, 2021 (the “Effective Date”) and shall continue until March 31, 2025 (the “Expiration Date”), subject to the termination provisions of this Agreement.”

4. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Second Amendment and shall continue in full force and effect.
5. This Second Amendment shall be effective as of April 1, 2024.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS, WHEREOF, intending to be legally bound, each party has caused this Second Amendment to be signed by its duly authorized office as of the day and year written below.

THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, on behalf of UCSF, Department of Pediatrics (“UCSF”)

NATIVIDAD MEDICAL CENTER (“Hospital”)

DocuSigned by:
Neal Cohen
Neal Cohen, MD
Vice Dean, UCSF School of Medicine
Date: 2/5/2024

DocuSigned by:
Charles R. Harris
4E1F837D204E481...
Name: Charles R. Harris
Title: CEO
Date: 4/1/2024 | 10:24 AM PDT

READ AND ACKNOWLEDGED:

APPROVED AS TO LEGAL PROVISIONS:

DocuSigned by:
Raphael Hirsch
Raphael Hirsch, MD
Chair, UCSF Department of Pediatrics

DocuSigned by:
Stacy Saetta
C0ECE1B99F444A9...
Name: Stacy Saetta
Title: Chief Deputy County Counsel.
Date: 2/5/2024 | 3:17 PM PST

APPROVED AS TO FISCAL PROVISIONS:

DocuSigned by:
Patricia Ruiz
E79EF83E57454F8...
Name: Patricia Ruiz
Title: Auditor Controller Analyst I
Date: 2/6/2024 | 9:22 AM PST

Certificate Of Completion

Envelope Id: 516D4AD7FDFC4EDEAD391E74B8DC07CD

Subject: Complete with DocuSign: Natividad_UCSF Pediatrics_Neonatology MDA PSA_AMD 2.pdf

Source Envelope:

Document Pages: 3

Certificate Pages: 2

AutoNav: Enabled

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Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Status: Completed

Envelope Originator:

Megan DeLain

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IP Address: 128.218.42.200

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Status: Original

2/5/2024 11:28:31 AM

Holder: Megan DeLain

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Signer Events

Neal Cohen
CohenN@ucsf.edu
Vice Dean
University of California, San Francisco
Security Level: Email, Account Authentication (Optional)

Signature

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Signature Adoption: Pre-selected Style

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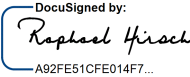
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Electronic Record and Signature Disclosure:
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Raphael Hirsch
Raphael.Hirsch@ucsf.edu
Chair
University of California, San Francisco
Security Level: Email, Account Authentication (Optional)

DocuSigned by:



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Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Jenny Godbout	COPIED	Sent: 2/5/2024 1:07:00 PM
Jenny.Godbout@ucsf.edu		
Division Administrator, Neonatology		
University of California, San Francisco		
Security Level: Email, Account Authentication (Optional)		

Electronic Record and Signature Disclosure:
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Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
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Signing Complete	Security Checked	2/5/2024 1:06:59 PM
Completed	Security Checked	2/5/2024 1:07:00 PM
Payment Events	Status	Timestamps