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**FIRST AMENDMENT TO AGREEMENT
SCHOOL BASED HEALTH CENTER SERVICES
Yamhill County HHS and Virginia Garcia Memorial Health Center**

THIS FIRST AMENDMENT TO AGREEMENT ("Amendment #1") is made effective July 1, 2014, between Yamhill County, a political subdivision of the State of Oregon, acting by and through its Department of Health and Human Services ("County"), and Virginia Garcia Memorial Health Center ("VGMHC"), an Oregon nonprofit corporation 1151 N. Adair Street, Cornelius, OR 97113.

RECITALS:

A. County and VGMHC are parties to that certain agreement dated as of July 23, 2012 (the "Underlying Agreement"), pursuant to which VGMHC operates the Willamina School Based Health Center.

B. County and VGMHC now desire to further amend the Underlying Agreement upon the terms and conditions as more particularly set forth herein below.

C. Capitalized terms not defined herein shall have the meanings attributed to such terms in the Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein below and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, County and VGMHC, intending legally to be bound, hereby agree as follows:

1. Section 3 of the Underlying Agreement is amended to include the following: The maximum amount due VGMHC for performance of services under this agreement for the fiscal period of July 1, 2014 through June 30, 2015, is \$60,000.

2. The balance of the Underlying Agreement remains unchanged.

3. Ratification. Except as otherwise expressly modified by the terms of this Amendment #1, the Underlying Agreement shall remain unchanged and continue in full force and effect. All terms, covenants and conditions of the Underlying Agreement not expressly modified herein are hereby confirmed and ratified and remain in full force and effect, and constitute valid and binding obligations of County and VGMHC enforceable according to the terms thereof.

4. Authority. County and VGMHC and each of the persons executing this Amendment #1 on behalf of County and VGMHC hereby covenants and warrants that: (i) such party has full right and authority to enter into this Amendment #1 and has taken all action required to authorize such party (and each person executing this Amendment #1 on behalf of such party) to enter into this Amendment #1, and (ii) the person signing on behalf of such party is authorized to do so on behalf of such entity.

B.O. 14-509

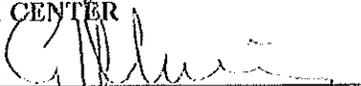
5. Binding Effect. All of the covenants contained in this Amendment #1 shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, legal representatives and permitted successors and assigns.

6. Counterparts. This Amendment #1 may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same Amendment #1.

7. Recitals. The foregoing recitals are intended to be a material part of this Amendment #1 and are incorporated herein by this reference.

IN WITNESS WHEREOF, the parties hereto have executed, or caused to be executed, this Amendment #1 on the date indicated by their duly authorized officials.

VIRGINIA GARCIA MEMORIAL
HEALTH CENTER

By: 
(signature)
Date: 8/13/14

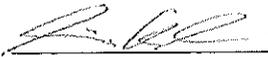
Gil Munoz
(printed name)

CEO
(title)

Tax ID No.: 93-0717997

YAMHILL COUNTY, OREGON


ALLEN SPRINGER, Chair
Board of Commissioners
Date: 8-20-14


SILAS HALLORAN-STEINER, Director
Department of Health & Human Services
Date: 8/25/14

FORM APPROVED BY:

CHRISTIAN BOENISCH
County Counsel
Date: 8/19/14

Accepted by Yamhill County
Board of Commissioners on
8/21/14 by Board Order
17-509