

**AMENDMENT NO. 2 TO AGREEMENT A4603X
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND MOBILE-MED WORK HEALTH SOLUTIONS, INC.**

This Amendment No. 2 (Amendment), effective as of the date it is fully executed by the Parties, amends the terms and conditions of the Master Services Agreement A4603X (Agreement) dated April 4, 2022 as amended by Amendment No. 1 dated October 3, 2022, between SANTA CLARA VALLEY WATER DISTRICT (District or Valley Water) and MOBILE-MED WORK HEALTH SOLUTIONS, INC., (Contractor), collectively, the Parties.

RECITALS

WHEREAS, the Contractor is currently providing COVID-19 Medical Health Provider Services (Project) Project;

WHEREAS, the Parties desire to amend the Agreement to increase the total amount not-to-exceed fee to allow the Contractor to continue providing COVID-19 Medical Health Provider Services.

NOW, THEREFORE, in consideration of the mutual promises and agreements stated herein and notwithstanding anything to the contrary stated in the Agreement Valley Water and Contractor hereby agree to amend the Agreement as follows:

1. Exhibit B, Fee Schedule, Section 1, Total Compensation, is amended to state as follows:

“1. Total compensation and total payment for Services performed, to the satisfaction of Valley Water, as described in Exhibit A – Scope of Services will not exceed the total amount of \$320,000 (Not-to-Exceed Fees or NTE) including all rates and authorized reimbursable expenses. Under no conditions will the total compensation to the Client exceed this fixed fee payment amount without prior written approval in the form of an amendment to this Agreement executed by the Client.”

2. All other terms and conditions of Agreement A4603X, and Amendment No. 1 not otherwise amended as stated herein remain in full force and effect.

(SIGNATURES FOLLOW ON NEXT PAGE)

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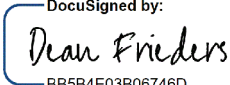
**IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH BELOW THEIR CONSENT TO
THE TERMS AND CONDITIONS OF THIS AMENDMENT NO. 2 TO AGREEMENT A4603X
THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.**

SANTA CLARA VALLEY WATER DISTRICT
Valley Water

By: _____
Rick L. Callender, Esq.
Chief Executive Officer
Santa Clara Valley Water District

Date: _____

**MOBILE-MED WORK HEALTH
SOLUTIONS, INC.**
Contractor

By:  _____
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Dean Frieders
Chief Solutions Officer

Date: 10/20/2022

Consultant's Address:
2101 Forest Ave., Suite 220A
San Jose, CA 95128

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