

**SECOND AMENDMENT
TO
AGREEMENT
BETWEEN
COUNTY OF CUYAHOGA
AND
THE METROHEALTH SYSTEM
FOR
THE SERVICES OF LICENSED PROFESSIONALS**

This Second Amendment to the Agreement for the Services of Licensed Professionals (the "Second Amendment") is entered into on January 24, 2013 (the "Effective Date"), by and between the County of Cuyahoga (the "County") on behalf of the County Sheriff's Department located at 1215 West 3rd Street, Cleveland, Ohio 44113 ("CCSD"), and The MetroHealth System, a County hospital organized and operated by its board of county hospital trustees under Chapter 339 of the Ohio Revised Code located at 2500 MetroHealth Drive, Cleveland, Ohio 44109 ("MetroHealth").

RECITALS

WHEREAS, the County and MetroHealth (the "Parties") entered into an Agreement on December 14, 2011 for the provision of medical services by MetroHealth (the "Agreement") at the Cuyahoga County Corrections Center (the "Center") located at 1215 West Third Street, Cleveland, Ohio 44113.

WHEREAS said Agreement was first amended by the County and MetroHealth on December 14, 2012 (the "First Amendment");

WHEREAS the County now desires to amend the Agreement again to extend the term of the Agreement through March 15, 2013; and

WHEREAS, except as otherwise stated herein, MetroHealth agrees to continue to provide medical services, and the County agrees to continue to pay the fees for such services, under the terms of the Agreement, as amended, through March 15, 2013;

WHEREAS by executing this Second Amendment the Parties agree to be bound by this Second Amendment and MetroHealth agrees to continue provide the Services under the terms specified under this Second Amendment.

NOW, THEREFORE, the County and MetroHealth further agree to amend the Agreement as follows:

1. Effective February 1, 2013, Exhibit C to the Agreement is modified by deletion of the line item titled "Dentist" and MetroHealth will not provide, and the County will not be obligated to pay fees for, a Dentist.

2. As amended above, the term of this Agreement shall be extended from February 1, 2013 and end on March 15, 2013.
3. The provisions of this Second Amendment are incorporated into the original amended Agreement, as if fully rewritten in the Agreement. All terms used in this Second Amendment shall be defined and construed in the manner set forth in the original Agreement, as amended. Except as otherwise provided in, or as otherwise necessary or appropriate to give effect to the terms of this Second Amendment, all the provisions, terms, and conditions contained in the Agreement, as amended, and not inconsistent with this Second Amendment shall remain unchanged and in full force and effect. In the event of any conflict between the original Agreement, as amended, and this Second Amendment, the terms, the conditions and provisions of this Second Amendment shall control.

IN WITNESS WHEREOF, the Parties hereto have executed this Second Amendment as of the Effective Date.

The MetroHealth System

By: [Signature]
Edward Hills, D.D.S., Interim President and Chief Executive Officer

Date: 1-24-13

County of Cuyahoga

Edward FitzGerald, County Executive

By: [Signature]
Edward FitzGerald, County Executive
2013-03-07 09:30:45

Date: _____

Approved as to Form
The MetroHealth System
Office of General Counsel
By: [Signature]
Date: 1/24/2013

The legal form and correctness
of this Agreement is hereby approved:
Cuyahoga County Law Department
Majeed G. Makhoul, Director of Law

By: [Signature]
Name: LISA C. AVERYHART

Date: _____