

**JOINT REQUEST FOR CONSENT TO ASSIGNMENT
OF AGREEMENT FOR SERVICES OF INDEPENDENT CONTRACTOR**

This Joint Request for Consent to Assignment ("Assignment Agreement") is brought by Aegis Medical Systems, Inc. and Aegis Treatment Centers, LLC for the consent of the County of Santa Barbara, authorizing assignment of the Agreement for Services of Independent Contractor, as amended ("Current Services Agreement"), by and between the **County of Santa Barbara** ("County") and **Aegis Medical Systems, Inc.** (Contractor, "Assignor"), to **Aegis Treatment Centers, LLC** (Contractor, "Assignee"), for the continued provision of Narcotic Treatment Programs.

Recitals:

Whereas, on July 1, 2012, the County entered into an Agreement for Services of Independent Contractor for the provision of Narcotic Treatment Programs with Assignor for Fiscal Year 2012-2013 (BC 13-012, Original Agreement), attached hereto and incorporated by reference as Attachment A;

Whereas, on May 7, 2013 the County increased the Contract Maximum of the Original Agreement through an amendment to the Original Agreement (BC 13-012 Amendment 1), attached hereto and incorporated by reference as Attachment B;

Whereas, on July 1, 2013, the County extended the Original Agreement as Amended into Fiscal Year 2013-2014 through a second amendment (BC 14-015 (previously referenced as BC 13-012) Amendment 2), attached hereto and incorporated by reference as Attachment C;

Whereas, pursuant to the terms of the Current Services Agreement as set forth in Attachments A-C, the Assignor may assign the Agreement only upon the written consent of the County;

Whereas, as of January 11, 2014, Assignor transferred all assets and operations of its Narcotic Treatment Programs, including all existing service agreements, to Aegis Treatment Centers, LLC;

Whereas, Aegis Treatment Centers, LLC represents that it is specially trained, skilled, experienced, and competent to perform the special services required by the County according to the terms, covenants, and conditions set forth in the Current Services Agreement, and the County wishes to approve the assignment;

Agreement:

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, including the foregoing preambles which by this reference are incorporated herein, the parties hereby agree as follows:

1. ASSIGNMENT.

Assignor Aegis Medical Systems, Inc., with an address at PO Box 1980, Agoura Hills, California, hereby conveys, assigns, and transfers to Assignee Aegis Treatment Centers, LLC, with an address at 7246 Remmet Ave., Canoga Park, California, 91303 all of Assignor's rights, title and interest in and to the Current Services Agreement, effective

January 11, 2014 ("Effective Date") between Assignor and the County of Santa Barbara, for the provision of Narcotic Treatment Programs;

Assignee Aegis Treatment Centers, LLC hereby assumes all rights, burdens and obligations imposed by the Current Services Agreement, and agrees to furnish the services under the terms of the Current Services Agreement at the rates specified therein, and to perform all other obligations set forth in the Current Services Agreement, as of the Effective Date.

2. **CONSENT OF THE COUNTY.**

The County hereby consents to the assignment of Assignor's right, title and interest under the Current Services Agreement to Assignee, and the assumption by Assignee of any and all liabilities and obligations of Assignor under the Current Services Agreement upon the Effective Date. As of the Effective Date, the County also undertakes to perform the Current Services Agreement and to be bound by its terms in every way as if Assignee were a party to the Current Services Agreement in lieu of Assignor.

3. **RELEASE AND DISCHARGE.**

As of the Effective Date, Assignor releases and discharges the County from any and all obligations and liabilities owed to Assignor under the Current Services Agreement. As of the Effective Date, the County hereby releases and discharges Assignor from any and all obligations and liabilities owed to the County under the Current Services Agreement, and accepts the obligations and liability of Assignee under the Current Services Agreement in lieu of the liability of Assignor.

4. **REPRESENTATIONS.**

A. **Assignor Representations.** Assignor hereby represents and warrants that Assignor (i) has full power and authority to assign the Current Services Agreement to Assignee, (ii) has not previously transferred or conveyed its interest in the Current Services Agreement to any person or entity collaterally or otherwise, and (iii) has full power and authority to enter into the Assignment Agreement.

B. **Assignee Representations.** Assignee hereby represents and warrants that Assignee has full power and authority to enter into the Assignment Agreement.

5. **NOTICES**

Any notice or consent required or permitted to be given under this Agreement shall be given to the respective parties in writing, by personal delivery or facsimile, or with postage prepaid by first class mail, registered or certified mail, or express courier service, as follows:

To COUNTY:

Director
Santa Barbara County
Alcohol, Drug, and Mental Health Services
300 N. San Antonio Rd, Bldg. 3
Santa Barbara, CA 93110
Fax: 805-681-5262

To CONTRACTOR:

Ehud Barkai, President and CEO
Aegis Treatment Centers, LLC
7246 Remmet Ave.
Canoga Park, CA 91303
Fax: 818-206-0370

or at such other address or to such other person that the parties may from time to time designate in accordance with this Notices section. If sent by first class mail, notices and consents under this section shall be deemed to be received five (5) days following their deposit in the U.S. mail. This Notices section shall not be construed as meaning that either party agrees to service of process except as required by applicable law.


SIGNATURE PAGE

Joint Request for Consent to Assignment by Aegis Medical Systems, Inc. and Aegis Treatment Centers, LLC, assigning the Agreement for Services of Independent Contractor (as amended) between the County of Santa Barbara and Aegis Medical Systems, Inc. to Aegis Treatment Centers, LLC.

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective on January 11, 2014.

ATTEST:
MONA MIYASATO, COUNTY EXECUTIVE OFFICER
CLERK OF THE BOARD

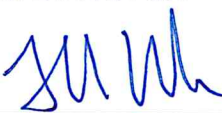
COUNTY OF SANTA BARBARA

By: 
STEVE LAVAGNINO, CHAIR
BOARD OF SUPERVISORS

By: 
Deputy

Date: 2-18-14

RECOMMENDED FOR APPROVAL:
ALCOHOL, DRUG, AND MENTAL HEALTH
SERVICES
TAKASHI WADA, MD, MPH
INTERIM DIRECTOR

By: 
Director

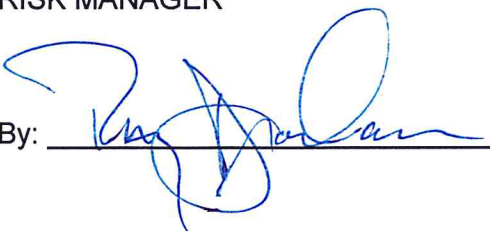
APPROVED AS TO ACCOUNTING FORM:
ROBERT W. GEIS, CPA
AUDITOR-CONTROLLER

APPROVED AS TO FORM:
MICHAEL C. GHIZZONI
COUNTY COUNSEL

By: 
Deputy County Counsel

By: 
Deputy

APPROVED AS TO FORM:
RAY AROMATORIO
RISK MANAGER

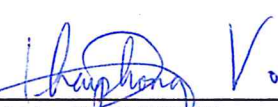
By: 

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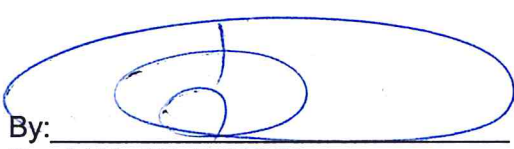
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CONTRACTOR-ASSIGNEE:
MR. THAIPHONG VO, IN-HOUSE COUNSEL
AEGIS TREATMENT CENTERS, LLC

By: 

Tax Id No 46-2568903

CONTRACTOR - ASSIGNOR:
MR. EHUD BARKAI, PRESIDENT AND CEO
AEGIS MEDICAL SYSTEMS, INC

By: 

Tax Id No 95-4580047