

AGREEMENT
between
COUNTY OF SANTA BARBARA
and
MGT OF AMERICA, INC.
for
USER FEE STUDY AND CONSULTING SERVICES

FIRST AMENDMENT
Effective July 1, 2016

THIS IS THE FIRST AMENDMENT (hereinafter referred to as FIRST Amendment) to the User Fee Study and Consulting Services Agreement (the "Agreement") dated November 1, 2015 between MGT of America, Inc. (**CONTRACTOR**), a California corporation having its principle place of business at 2251 Harvard Street, Suite 134, Sacramento, California, 95815 and Santa Barbara County (**COUNTY**), a political subdivision of the State of California having its principle place of business at 105 East Anapamu Street, Room 304, Santa Barbara, California, 93101, is effective as of July 1, 2016 ("First Amendment Effective Date").

WHEREAS, the Agreement is effective through June 30, 2016; and

WHEREAS, the parties desire to amend the Agreement to extend the term; and

WHEREAS, this First Amendment incorporates the terms and conditions set forth in the Agreement, approved by the County of Santa Barbara.

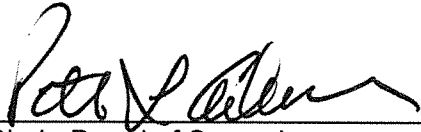
NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, the parties agree as follows:

1. **Definitions.** Capitalized terms used in this First Amendment, to the extent not otherwise defined herein shall have the same meanings as in the Agreement.
2. **Amendments.**
 - a. The Agreement is amended as follows:
 4. **TERM.** The term of this Agreement shall be for the period of ~~November 1, 2015~~ **July 1, 2016** through June 30, ~~2016~~ **2017**.
3. **Counterparts.** This First Amendment may be executed in several counterparts, all of which taken together shall constitute a single agreement between the parties.
4. **Ratification.** The terms and provisions of the Agreement, as expressly modified and superseded by this First Amendment, are ratified and confirmed and shall continue in full force and effect, and shall continue to be legal, valid, binding and enforceable obligations of the parties.

First Amendment to Agreement for User Fee Study and Consulting Services between the County of Santa Barbara and MGT of America, Inc.

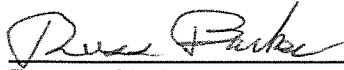
IN WITNESS WHEREOF, the parties have executed this First Amendment to be effective July 1, 2016.

COUNTY OF SANTA BARBARA


Chair, Board of Supervisors

Date: 7-19-16


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

By: 
Deputy Clerk

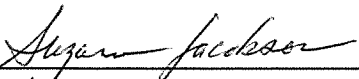
APPROVED AS TO FORM:
MICHAEL C. GHIZZONI
COUNTY COUNSEL

By: 
Deputy County Counsel

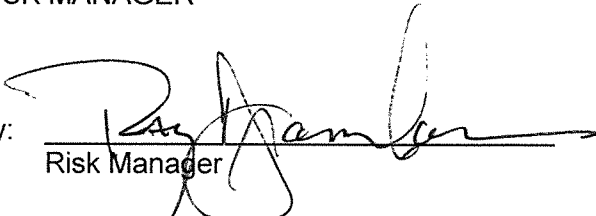
APPROVED AS TO ACCOUNTING FORM:
THEODORE A. FALLATI, CPA
AUDITOR-CONTROLLER

By: 
Deputy

for APPROVED
TAKASHI WADA, MD, MPH
DIRECTOR/HEALTH OFFICER
PUBLIC HEALTH DEPARTMENT

By: 
Director

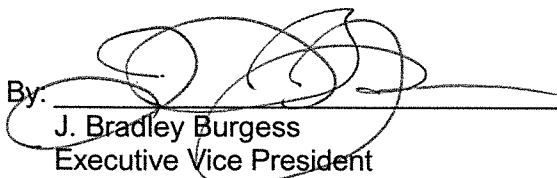
APPROVED AS TO FORM:
RAY AROMATORIO, ARM, AIC
RISK MANAGER

By: 
Risk Manager

First Amendment to Agreement for User Fee Study and Consulting Services between the **County of Santa Barbara** and **MGT of America, Inc.**

IN WITNESS WHEREOF, the parties have executed this First Amendment to be effective July 1, 2016.

MGT of America, Inc.

By: 

J. Bradley Burgess
Executive Vice President

Date: 6-21-2016