

AGREEMENT FOR SERVICES OF INDEPENDENT CONTRACTOR

between

COUNTY OF SANTA BARBARA

and

340B HOLDINGS, LLC (formerly SUNRx LLC)

for

PRESCRIPTION DRUG ADMINISTRATIVE SERVICES

THIRD AMENDMENT

Effective April 14, 2016

THIS IS THE THIRD AMENDMENT (hereinafter **Third Amendment**) to the Agreement for Prescription Drug Administrative Services, (hereinafter **Agreement**), by and between the County of Santa Barbara (hereafter **Eligible Entity**) and 340B Holdings, LLC. (hereinafter referred to as **SUNRx**) for the provision of 340B Drug Discount Program Administrative Services. (Each a "Party" and collectively the "Parties".)

WHEREAS, the Agreement is effective through June 30, 2018; and

WHEREAS, SUNRx and Eligible Entity desire to amend the Agreement to modify the exclusivity requirements set forth in Section 9 of the Agreement, to enable the Eligible Entity with options for additional 340B Administrative Services in connection therewith, in accordance with the terms of this Amendment; and

WHEREAS, this Third Amendment incorporates the terms and conditions set forth in the Agreement and Second Amendment 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. **Incorporation.** Except as otherwise stated in this Amendment, all terms and provisions of the Agreement are hereby incorporated into this Amendment, as if fully restated herein. In the event that the terms of this Amendment conflict with the terms of the Agreement, the terms of this Amendment shall govern. All capitalized terms in this Amendment, not specifically defined herein, shall have the meaning of such terms as defined in the Agreement.

2. **Amendments.**

The Agreement is amended as follows:

- a) Section 9. **Exclusivity** set forth in the Agreement shall be revised as follows:

9. Exclusivity. Unless expressly prohibited by applicable HRSA guidelines or requirements, Eligible Entity agrees that, during the term of this Agreement, SUNRx shall be the sole and exclusive agent for Eligible Entity for each of the services

described in this Agreement, including without limitation the 340B virtual inventory services. Notwithstanding the above, SUNRx agrees that the exclusivity requirements of this Section 9, shall not apply to all Rite Aid pharmacies, Walgreens pharmacies, **and Safeway pharmacies** located in Santa Barbara County, and Eligible Entity may enter into a direct contract pharmacy relationship with Rite Aid, Walgreens, **and/or Safeway**.

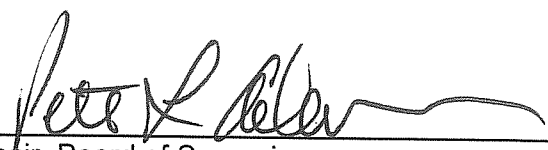
3. **Counterparts.** This Third Amendment may be executed in several counterparts, all of which taken together shall constitute a single agreement between the parties.

Third Amendment to Agreement for Prescription Drug Administrative Services between the
County of Santa Barbara and 340B Holdings, LLC.

IN WITNESS WHEREOF, the parties have executed this Third Amendment to be effective April
14, 2016.

COUNTY OF SANTA BARBARA

ATTEST:
MONA H. MIYASATO
CLERK OF THE BOARD

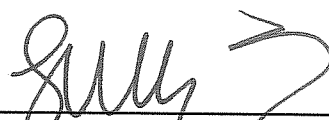

Chair, Board of Supervisors

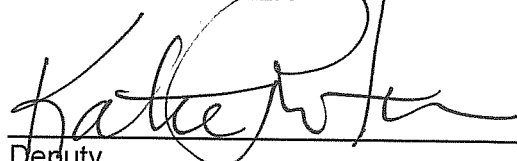
By: 
Deputy Clerk

Date: 4-19-16

APPROVED AS TO FORM:
MICHAEL C. GHIZZONI
COUNTY COUNSEL

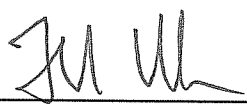
APPROVED AS TO ACCOUNTING FORM:
THEODORE A. FALLATI, CPA
AUDITOR-CONTROLLER

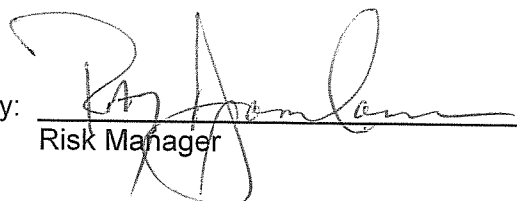
By: 
Deputy County Counsel

By: 
Deputy

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

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

By: 
Director

By: 
Risk Manager

Third Amendment to Agreement for Prescription Drug Administrative Services between the County of Santa Barbara and 340B Holdings, LLC.

IN WITNESS WHEREOF, the parties have executed this Third Amendment to be effective April 14, 2016.

340B Holdings, LLC.

By: _____

Name: Jill G. Simoes, General Manager

Date: _____

Jill G. Simoes, General Manager
April 5, 2016