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**AMENDMENT #1 TO INTERGOVERNMENTAL AGREEMENT
TO FUND ACUTE CARE PSYCHIATRIC HOSPITAL ALTERNATIVE
(Yamhill County and Linn County)**

This amendment #1 to the intergovernmental agreement to fund acute care psychiatric hospital alternatives between Yamhill County, a political subdivision of the State of Oregon, acting through its Health & Human Services Department ("Yamhill") and Linn County, a political subdivision of the State of Oregon ("Linn").

RECITALS:

A. Yamhill and Linn are parties to that certain agreement dated as of July 2, 2007 (the "Underlying Agreement"), pursuant to which Yamhill acts as fiscal agent for the Mid-Willamette Acute Care Council.

B. Yamhill and Linn now desire to amend the Underlying Agreement upon the terms and conditions as more particularly set forth herein below.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein below and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, Yamhill and Linn, intending legally to be bound, hereby agree as follows:

1. Section 2 of the Underlying Agreement is hereby amended to read as follows: To assist with provision of Council services, each of the member counties of the Council will be given a specified sum of money as agreed by member counties to develop and manage alternative programs to psychiatric hospitalization. The Council member counties have agreed to a 65% reduction of the original amounts for such services for the period beginning January 1, 2014 through June 30, 2015.

2. Section A of the Underlying Agreement is hereby amended as follows: To the extent of available funds it receives from the State of Oregon for purposes specified in this agreement, and after all Council member counties have approved similar intergovernmental agreements, Yamhill shall pay \$7,055.21 for the period of January 1, 2014 through June 30, 2015, to use solely to develop and manage alternative programs to psychiatric hospitalizations. Payment of the allocation shall be made in three equal installments, following execution of the contract: January 2014, July 2014 and January 2015.

3. The balance of the Underlying Agreement remains unchanged.

4. Ratification. Except as otherwise expressly modified by the terms of this Amendment #1, the Underlying Agreement shall remain unchanged and continue in full force and effect. All terms, covenants and conditions of the Underlying Agreement not expressly modified herein are hereby confirmed and ratified and remain in full force and effect, and constitute valid and binding obligations of County and Linn enforceable according to the terms thereof.

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5. Authority. County and Linn and each of the persons executing this Amendment #1 on behalf of County and Linn hereby covenants and warrants that: (i) such party has full right and authority to enter into this Amendment #1 and has taken all action required to authorize such party (and each person executing this Amendment #1 on behalf of such party) to enter into this Amendment #1, and (ii) the person signing on behalf of such party is authorized to do so on behalf of such entity.

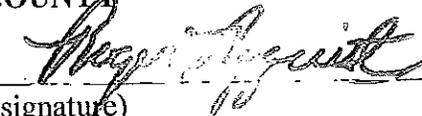
6. Binding Effect. All of the covenants contained in this Amendment #1 shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, legal representatives and permitted successors and assigns.

7. Counterparts. This Amendment #1 may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same Amendment #1.

8. Recitals. The foregoing recitals are intended to be a material part of this Amendment #1 and are incorporated herein by this reference.

IN WITNESS WHEREOF, the parties hereto have executed, or caused to be executed, this Amendment #1 on the date indicated by their duly authorized officials.

LINN COUNTY

By: 
(signature)

Roger Nyquist
(printed name)

Chairman
(title)

Date: 1-8-2014

YAMHILL COUNTY

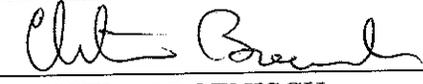
By: 
MARY P. STERN, Chair
Board of Commissioners

Date: 2/24/14

By: 
SILAS HALLORAN-STEINER, Director
Department of Health and Human Services

Date: 2/19/14

APPROVED AS TO FORM:

By: 
CHRISTIAN BOENISCH
County Counsel

Date: 2/20/14

Accepted by Yamhill County
Board of Commissioners on
2/20/14 by Board Order
14-96