



**FIRST AMENDMENT TO MASTER SERVICES AGREEMENT**

This First Amendment ("Amendment") refers to and modifies that certain Master Services Agreement ("MSA") between Viverae, Inc. ("Viverae") and **San Joaquin Valley Insurance Authority** ("Client") with an effective date of August 29<sup>th</sup>, 2014 (hereinafter referred to as the "Agreement").

WHEREAS, the parties desire to modify certain terms and conditions of the Agreement;

NOW THEREFORE, in consideration of the mutual promises and obligations set forth in this Amendment and the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, Viverae and Client agree as follows:

1. **Eligible Member Definition.** The Eligible Member definition set forth in Attachment B is deleted in its entirety and replaced with: "All SJVIA health plan participants enrolled as a primary subscriber in the plan with his or her respective employer, and excluding spouses or dependents of such participants."
2. Except as expressly modified in this Amendment, all other terms and conditions of the Agreement shall remain in full force and effect.

**IN WITNESS WHEREOF, by placing their duly authorized signatures below, the Parties hereby agree to be bound by the terms and conditions of this Amendment and the Agreement as of the last date signed below.**

<b>Client: San Joaquin Valley Insurance Authority</b>	<b>Viverae, Inc.</b>
By:	By:
Name: Deborah Poochigian	Name: Michael K. Lamb
Title: President, SJVIA Board of Directors	Title: President & COO
Date:	Date: