

STATE OF TEXAS

COUNTY OF FORT BEND

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KNOW ALL MEN BY THESE PRESENTS:

**FIRST AMENDMENT TO
AGREEMENT FOR ON-SITE HEALTH SERVICES**

THIS FIRST AMENDMENT is made and entered into by and between Fort Bend County, a body corporate and politic under the laws of the State of Texas, by and through the Fort Bend County Commissioners Court, hereinafter referred to as the "County," and CONCENTRA HEALTH SERVICES, INC., hereinafter referred to as "CONCENTRA" authorized to conduct business in the State of Texas.

RECITALS

WHEREAS, County and CONCENTRA entered an Agreement for On-Site Health Services commencing October 1, 2011, (collectively, the "Agreement") attached hereto as Exhibit A, incorporated by reference as if set forth herein verbatim. County and CONCENTRA desire to amend said Agreement as if set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the Agreement between County and CONCENTRA is hereby amended as follows:

- A. Section 2.01 in the Agreement is hereby replaced with the following:

The term of this Agreement shall be for a period of twenty-four (24) months, commencing on January 1, 2012, and ending at the close of business on December 31, 2013, with two (2) additional one-year renewal options on the same terms and conditions at County's sole discretion. Either party shall have the right to terminate this Agreement as provided herein.

- B. Section 3.01 of the Agreement is hereby replaced with the following:

In consideration of CONCENTRA's provision of the Services pursuant to Section I of this Agreement and Exhibit A & B of this Agreement, County shall pay to CONCENTRA an amount not to exceed \$1,345,062.00 over the twenty-four (24) month term, payable as follows and in accordance with the fee schedule as set forth in Exhibit B. CONCENTRA shall invoice County no more frequently than monthly, and County shall remit payment to CONCENTRA within thirty (30) days of receipt of invoice.

MONTH	TOTAL	MONTH	TOTAL
January 2012	\$134,373	January 2013	\$53,258
February 2012	\$51,963	February 2013	\$53,258
March 2012	\$51,963	March 2013	\$53,258
April 2012	\$51,963	April 2013	\$53,258
May 2012	\$51,963	May 2013	\$53,258
June 2012	\$51,963	June 2013	\$53,258
July 2012	\$51,963	July 2013	\$53,258
August 2012	\$51,963	August 2013	\$53,258
September 2012	\$51,963	September 2013	\$53,258
October 2012	\$51,963	October 2013	\$53,258
November 2012	\$51,963	November 2013	\$53,258
December 2012	\$51,963	December 2013	\$53,258
Total Year 1	\$705,966	Total Year 2	\$639,096

C. Section 3.04 of the Agreement is hereby replaced with the following:

Commencing on June 1, 2012, CONCENTRA guarantees that it will meet the performance guarantees described in Exhibit C, incorporated by reference as if set forth herein verbatim for all purposes. CONCENTRA will place up to eleven percent (11%) of the CONCENTRA administration fee at risk as outlined in Exhibit C. While performance will be monitored monthly, liquidated damages, if any, will be the percentage of CONCENTRA's administration fee based on the annual performance results upon a final determination that a performance standard has not been met. Any payment from CONCENTRA will be paid to County, if due, annually by CONCENTRA, or offset at County's option, from payments due in the following month's invoice after liquidated damages have been determined.

D. Except as modified herein, the Agreement remains in full force and effect and has not been modified or amended.

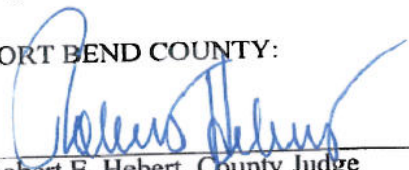
E. If there is a conflict between this First Amendment and the Agreement, the provisions of this Amendment shall prevail.

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EXECUTION


IN TESTIMONY AND WITNESS OF WHICH this Agreement has been executed in duplicate originals as follows:

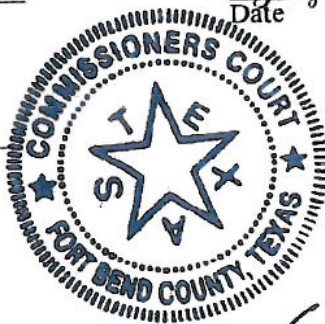
FORT BEND COUNTY:


Robert E. Hebert, County Judge


July 12, 2011
Date

Attest:


Dianne Wilson, County Clerk



CONCENTRA HEALTH SERVICES, INC.


Signature

6/27/2011
Date

A. Michael McCallum
Printed Name

Assistant Concentra
Title

Health Services

Attachments:

Exhibit A: Agreement for On-Site Health Services dated November 23, 2010