

**FIRST AMENDMENT TO AGREEMENT**  
**Harmony Living, Inc.**

THIS FIRST AMENDMENT TO AGREEMENT (“Amendment #1”) is made effective January 1, 2020 between Yamhill County, a political subdivision of the State of Oregon acting by and through its Board of Commissioners and its Health and Human Services Department, Behavioral Health Programs (“County”) and Harmony Living, Inc., an Oregon corporation (“Contractor”), 1535 SW Shirley Ann Drive, McMinnville, OR 97128.

**RECITALS:**

A. County and Contractor are parties to that certain agreement dated as of September 19, 2016, (the “Underlying Agreement”), pursuant to which Contractor operates an Enhanced Care Facility in McMinnville, Oregon. The Underlying Agreement is memorialized in Yamhill County records as Board Order 16-380.

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

C. Capitalized terms not defined herein shall have the meanings attributed to such terms in the Agreement.

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, County and Contractor, intending legally to be bound, hereby agree as follows:

1. Section 2, subsection A of the Underlying Agreement is hereby deleted in its entirety and replaced with the following: “County will provide Residents with mental and behavioral health services in accordance with OAR 309.019-0155 (2) (a).”

2. The balance of Section 2 of the Underlying Agreement remains unchanged.

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, as further amended hereby, constitute valid and binding obligations of Contractor enforceable according to the terms thereof.

5. Authority. County and Contractor and each of the persons executing this Amendment #1 on behalf of County and Contractor 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 on the date indicated by their duly authorized officials, this Amendment #1 in duplicate, each of which shall be deemed an original on the date executed by all parties.

DONE the last date set forth adjacent to the signatures of the parties below.

**HARMONY LIVING, INC.**

By: [Signature]  
(signature)  
Date: 12/3/19

Poonah Gray  
(printed name)

president/powner  
(title)

Tax ID No.: 93-1317162

**YAMHILL COUNTY, OREGON**

[Signature]  
RICHARD L. "RICK" OLSON, Chair  
Board of Commissioners  
Date: \_\_\_\_\_

[Signature]  
SILAS HALLORAN-STEINER, Director  
Department of Health & Human Services  
Date: 12/6/19

FORM APPROVED BY:  
[Signature]  
CHRISTIAN BOENISCH  
County Counsel  
Date: 12/12/19

Accepted by Yamhill County  
Board of Commissioners on  
12/12/19 by Board Order  
# 19-489