

**FIRST AMENDMENT TO NOVATION TO SERVICE AGREEMENT**

This First Amendment to Novation to Service Agreement (this "**Amendment**") is dated to be effective as of October 1, 2019 and is by and among Mississippi Correction Services, LLC ("MCS"), VitalCore Health Strategies, LLC ("VitalCore") and the County of Madison, Mississippi ("Madison" and, together with MCS and VitalCore, each a "Party" and collectively the "Parties").

WHEREAS, the Parties entered into that certain Novation to Service Agreement (Madison County) dated September 30, 2019 and effective October 1, 2019 (the "Agreement");

WHEREAS, certain language was erroneously omitted from the Agreement upon execution that the Parties had agreed upon and intended to include in the Agreement; and

WHEREAS, the Parties desire to amend the Agreement to insert the omitted language.

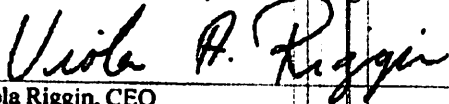
NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Addition of Paragraph 5.** A new Section 5 is hereby added to the Agreement after Section 4, as follows:

"5. **Liabilities.** VitalCore assumes no liability for any harm or injury of any sort arising from actions or omissions, negligent or intentional, of Mississippi Correctional Services, LLC, or its officers, employees, agents, or contractors occurring prior to October 1, 2019, and Mississippi Correctional Services remains responsible for all such liability as provided in the September 27, 2019 letter of understanding between it and VitalCore. MCS assumes no liability for any harm or injury of any sort arising from actions or omissions, negligent or intentional, of VitalCore, or its officers, employees, agents, or contractors occurring on or after October 1, 2019, and VitalCore will be responsible for all such liability as provided in the September 27, 2019 letter of understanding between it and MCS."

2. **Miscellaneous.** This Amendment may be executed in counterparts, and if executed in counterparts, each executed copy shall be deemed an original, but all counterparts together shall constitute one and the same Amendment. Except as expressly modified by this Amendment, all terms and conditions of the Agreement shall remain in full force and effect.

In witness whereof, the parties have signed this instrument to be effective as of October 1, 2019.



Viola Riggan, CEO  
Managing Member  
VitalCore Health Strategies, LLC



Paul Millette, Authorized Member  
Mississippi Correctional Services, LLC

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County Manager, Madison County