

AMENDMENT TO THE
EMPLOYEE ASSISTANCE PROGRAM SERVICES AGREEMENT
BETWEEN
MANAGED HEALTH NETWORK
AND
COUNY OF EL DORADO
GROUP # 6178

The Employee Assistance Program Services Agreement effective July 1, 2005, ("Agreement") by and between **MANAGED HEALTH NETWORK** ("MHN"), a California corporation and **COUNTY OF EL DORADO** ("Client") is hereby amended by both Parties (hereinafter referred to as "Amendment").

RECITALS

WHEREAS, in order to continue their existing relationship, the Parties desire to amend the Agreement;

NOW THEREFORE, in consideration of the premises, terms, and conditions set forth herein, the Parties agree to amend the Agreement as follows:

1. Section V, "Term and Termination", paragraph 5.1, "Term", shall be deleted and replaced with:

"This Agreement shall commence upon the 1st day of July, 2007 (the "Effective Date"), and shall initially continue in effect for a period of twelve (12) months, through the 30th day of June, 2008, following which it shall be automatically extended for successive periods of one (1) year, subject to section 4.3, "Adjustment of Fees", unless either party terminates this Agreement in writing at least sixty (60) days prior to the end of the then current Term, or unless otherwise terminated in accordance with the provisions hereof."

2. Exhibit 2.3, "Client Training Programs", shall be deleted and replaced with the attached updated Exhibit 2.3.

3. Exhibit 2.5, "Work & Life Services", shall be deleted and replaced with the attached updated Exhibit 2.5.

4. Exhibit 2.6, "MHN Online Member Services", shall be deleted and replaced with the attached updated Exhibit 2.6.


5. All provisions of the Agreement and any written Amendment thereto, not inconsistent herewith, shall remain in full force and effect.


6. This Amendment shall be effective July 1, 2007.

IN WITNESS WHEREOF, the Parties have executed this Amendment on the dates indicated below.

"Client"
COUNTY OF EL DORADO-EAP ONLY
330 Fair Lane
Placerville, CA 95667

"MHN"
MANAGED HEALTH NETWORK
1600 Los Gamos Drive, Suite 300
San Rafael, CA 94903

By: 
Name: Ted J. Cwiek

By: 
Name: Steven J. Sell

Title: Director of Human Resources

Title: President

Date: 10/8/07

Date: 7-18-07

**AMENDMENT TO THE
ADMINISTRATIVE SERVICES AGREEMENT
BETWEEN
MHN SERVICES
AND
COUNTY OF EL DORADO
GROUP #6179**

The Administrative Services Agreement effective the 1st day of July, 2005, ("Agreement") by and between **MHN SERVICES** ("MHN"), a California corporation, and **COUNTY OF EL DORADO** ("Client") is hereby amended by both Parties.

RECITALS

WHEREAS, in order to continue their existing relationship, the Parties desire to amend the Agreement;

NOW THEREFORE, in consideration of the premises, terms, and conditions set forth herein, the Parties agree to amend the Agreement as follows:

1. Section 5, "Term and Termination", paragraph 5.1 shall be deleted and replaced with:

"5.1 This Agreement shall commence upon 1st day of July, 2007 (the "Effective Date"), and shall continue in effect for a period of one (1) year, following which it shall be automatically extended for periods of one (1) year thereafter, subject to 4.2, unless either party terminates this Agreement in writing at least sixty (60) days prior to the end of the term, or unless it is otherwise terminated in accordance with the provisions hereof."

2. Exhibit 3.8, "Employee Assistance Program" shall be deleted in its entirety and replaced with the attached Exhibit 3.8, which includes updated training services, updated Work & Life services descriptions, and the addition of MHN Online Member Services.


3. All provisions of the Agreement and any written Amendment thereto, not inconsistent herewith, shall remain in full force and effect.

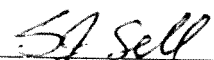
4. This Amendment shall be effective July 1, 2007.

IN WITNESS WHEREOF, the Parties have executed this Amendment on the dates indicated below.

"Client"
COUNTY OF EL DORADO
330 Fair Lane
Placerville, CA 95667

"MHN"
MHN SERVICES
1600 Los Gamos Drive, Suite 300
San Rafael, CA 94903

By: 

By: 

Name: Ted J. Cwiek

Name: Steven J. Sell

Title: Director of Human Resources

Title: President

Date: 10/8/07

Date: 7-20-07

**AMENDMENT TO THE
ADMINISTRATIVE SERVICES AGREEMENT
BETWEEN
MHN SERVICES
AND
COUNTY OF EL DORADO
GROUP #6180**

The Administrative Services Agreement effective the 1st day of July, 2005, ("Agreement") by and between **MHN SERVICES** ("MHN"), a California corporation, and **COUNTY OF EL DORADO** ("Client") is hereby amended by both Parties.

RECITALS

WHEREAS, in order to continue their existing relationship, the Parties desire to amend the Agreement;

NOW THEREFORE, in consideration of the premises, terms, and conditions set forth herein, the Parties agree to amend the Agreement as follows:

1. Section 5, "Term and Termination", paragraph 5.1 shall be deleted and replaced with:

"5.1 This Agreement shall commence upon 1st day of July, 2007 (the "Effective Date"), and shall continue in effect for a period of one (1) year, following which it shall be automatically extended for periods of one (1) year thereafter, subject to 4.2, unless either party terminates this Agreement in writing at least sixty (60) days prior to the end of the term, or unless it is otherwise terminated in accordance with the provisions hereof."

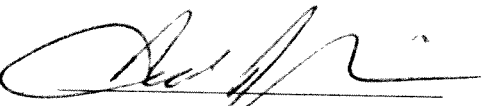
2. All provisions of the Agreement and any written Amendment thereto, not inconsistent herewith, shall remain in full force and effect.

3. This Amendment shall be effective July 1, 2007.

IN WITNESS WHEREOF, the Parties have executed this Amendment on the dates indicated below.

"Client"
COUNTY OF EL DORADO
330 Fair Lane
Placerville, CA 95667

"MHN"
MHN SERVICES
1600 Los Gamos Drive, Suite 300
San Rafael, CA 94903

By: 

By: 

Name: Ted J. Cwiek

Name: Steven J. Sell

Title: Director of Human Resources

Title: President

Date: 10/8/07

Date: 7-20-07