

FIFTH AMENDMENT TO THE INTERLOCAL AGREEMENT BETWEEN TRAVIS COUNTY HEALTHCARE DISTRICT AND CITY OF AUSTIN, TEXAS

This Fifth Amendment to the Interlocal Agreement between the Travis County Hospital District and the City of Austin, Texas ("Fifth Amendment") is effective as of May 1, 2007.

Whereas, the Travis County Hospital District, now known as the Travis County Healthcare District (the "District") and the City of Austin, Texas (the "City") entered into an interlocal agreement, effective on October 1, 2004, as amended ("Interlocal Agreement") under which the City manages community health centers and provides certain other services to the District; and

Whereas, the District and the City wish to amend the Interlocal Agreement to reflect revised payments due under the Interlocal Agreement beginning in May 2007 for the remainder of Fiscal Year 2007 to fund additional services in the E-merge Program;

Therefore, the District and the City hereby agree as follows:

- Exhibit H, entitled "Service Payments," shall be amended to insert the following schedule of payments after the schedule currently in Exhibit H and before the text "as supported by the schedule attached hereto as Attachment 1" to read as follows:

10/06	\$2,242,552.00	02/07	\$2,242,552.00	06/07	\$2,258,881.80
11/06	\$2,242,552.00	03/07	\$2,242,552.00	07/07	\$2,258,881.80
12/06	\$2,242,552.00	04/07	\$2,242,552.00	08/07	\$2,258,881.80
01/07	\$2,242,552.00	05/07	\$2,258,881.80	09/07	\$2,258,881.80

IN WITNESS WHEREOF, this Fifth Amendment has been executed and delivered on behalf of the District and the City by their duly authorized representatives in one or more counterparts, which together shall constitute one agreement.

TRAVIS COUNTY HEALTHCARE DISTRICT

By: Patricia A. Young Brown
 Name: Patricia A. Young Brown
 Title: President and Chief Executive Officer

CITY OF AUSTIN, TEXAS

By: _____
 Name:
 Title: