

## SERVICES AGREEMENT

This Services Agreement ("Agreement"), dated as of September 1, 2018 (the "Signing Date") is entered by and between, [REDACTED] Associates, PLLC, a New York professional limited liability company, with its primary office located at [REDACTED], New York, NY 10034 (the "PLLC"), and [REDACTED] Gastroenterology Associates, P.C. (the "PC"), a New York professional services corporation, located at 4 [REDACTED] Broadway, New York, NY 10034.

### RECITALS

**WHEREAS**, PLLC operates a medical practice engaged in the furnishing of gastroenterology and endoscopy services;

**WHEREAS**, PC operated a medical practice engaged in the furnishing of gastroenterology and endoscopy services, but is now in the business of providing professional and administrative services to other medical practices engage in the business of furnishing gastroenterology and endoscopy services;

**WHEREAS**, the parties previously entered into a transaction for the sale of all of the PC's rights, title to and interest in all of the assets and property of the PC that were then owned, used or held for use to conduct the practice (the "Sale") the terms and conditions of which, together with certain related matters, were documented in that certain Operating Agreement of PLLC, dated March 1, 2017 (the "Effective Date"), by and among the Parties and those other individuals listed therein as parties thereto (the "Operating Agreement");

**WHEREAS**, in furtherance of the Sale, the Operating Agreement provided that the PC, through the continued services of its sole shareholder Thomas Gould, M.D. ("Dr. Gould"), would provide professional services to the PLLC for a period of time following the Effective Date (the "Professional Services");

**WHEREAS**, in addition to the Professional Services, the Operating Agreement also provided that the PC, through [REDACTED], would provide certain administrative services to the PLLC (the "Administrative Services" and together with the Professional Services, the "Services");

**WHEREAS**, the parties agree that certain terms of the Operating Agreement did not accurately reflect the intention of the parties at the time with respect to the transactions contemplated thereby, including with respect to the Services;

**WHEREAS**, in order more accurately reflect the intent of the Parties and to clarify certain terms of the Operating Agreement with respect to the Services, the Parties desire to enter into in this Agreement with the understanding and intent that the terms and conditions set forth herein are effective as of the Effective Date and supersede and replace in all respects the Operating Agreement, which shall have no force or effect ab initio;