

**MODIFICATION TO THIRD PARTY ADMINISTRATIVE (TPA) SERVICES FOR  
FLEXIBLE SPENDING ACCOUNTS (FSAs) - HEALTHCARE AND  
DEPENDENT CARE**

THIS SECOND MODIFICATION AGREEMENT is made as of this <sup>10</sup>~~30~~ of <sup>May</sup>~~April~~ 2013 by and between ConnectYourCare, LLC (Contractor), Express Scripts, Inc., (Guarantor), and the State of Maryland, acting through the Department of Budget and Management.



IN CONSIDERATION of the promises and the covenants herein contained, the parties agree to modify the Contract (defined below) as follows:

**1. Definitions**

In this Modification, the following words have the meanings indicated:

- 1.1 "Calendar Plan Year" means the twelve - month period of benefit coverage beginning January 1 and ending December 31.
- 1.2 "Contract" means the Contract for Third Party Administrative (TPA) Services for Flexible Spending Accounts (FSAs)-Healthcare and Dependent Care, between the Contractor and the State of Maryland acting through the Department of Budget and Management dated 21<sup>st</sup> of January, 2010 as amended by a First Modification dated May 5, 2012.
- 1.3 "Contractor" means ConnectYourCare, LLC.
- 1.4 "Contract Year 4" means the fourth year of the Contract beginning July 1, 2013 through June 30, 2014, as defined in the Financial Proposal.
- 1.5 "Department" means the Maryland Department of Budget and Management.
- 1.6 "Financial Proposal" means Contractor's Financial Proposal dated December 14, 2009.
- 1.7 "Fiscal Plan Year" means the twelve-month period of benefit coverage beginning July 1 and ending June 30.
- 1.8 "Guarantor" means Express Scripts, Inc.
- 1.9 "Modification" means this Modification Agreement.
- 1.10 "RFP" means the Request for Proposals for F10B9200027 dated June 30, 2009 including attachments and Excel worksheets and as amended.
- 1.11 "Short Plan Year" means the six-month period of benefit coverage beginning July 1, 2013 and ending December 31, 2013.

1.12 "Short Plan Year Open Enrollment" means the Open Enrollment period prior to the Short Plan Year.

1.13 "State" means the State of Maryland.

1.14 "Technical Proposal" means Contractor's Technical Proposal dated August 25, 2009, as supplemented by the Contractor's submissions through September 29, 2009.



## 2. Scope of Modification

This Modification amends the Contract specifically as described herein. Except as specifically revised by the terms of this Modification, all of the terms of the Contract shall remain in full force and effect.

## 3. Term of the Contract

Subject to the provisions of Section 8 below, Section 3 of the Contract shall be amended to extend the Contract end date from June 30, 2015 to December 31, 2015 with an eight (8) month run-out administration period extending through September 30, 2016. Provisions regarding run-out, audit rights, dispute resolution, and record retention shall survive the expiration of the Contract.

## 4. Plan Year

4.1 The 2014 Fiscal Plan Year, beginning July 1, 2013, will be converted to the Short Plan Year ending December 31, 2013.

4.2 The 2014 Calendar Plan Year will commence January 1, 2014 and end on December 31, 2014.

4.4 All references in the Contract, including documents incorporated therein, to "fiscal year", "plan year", or "year" with regard to plan design, administering benefits, and obligations of the Contractor impacted by the change from the Fiscal Year Plan to the Calendar Year Plan are replaced with "Calendar Plan Year," as the case may be.

## 5. Open Enrollment Services

The Contractor agrees to provide all Open Enrollment Services, as specified in the Contract, for the Short Plan Year, the 2014 Calendar Plan Year and the 2015 Calendar Plan Year.



**6. Short Plan Year Provisions**

**6.1** The Contract Year 4 Administration Fees required by the RFP, Attachment F-4A, and any and all rates quoted by the Contractor in its Financial Proposal with regard to Contract Year 4 shall apply without increase to the Short Plan Year. All provisions in the RFP, Contract, and all documents incorporated therein specific to Contract Year 4, or the Fiscal Plan Year period of July 1, 2013 through June 30, 2014 shall apply to the Short Plan Year.

**6.2** Deductibles and Out-of-Pocket Maximums will be cut in half for the Short Plan Year and the Contract amended as follows:

**(a)** Short Plan Year Minimum and Maximum for Healthcare:

Minimum: \$60  
Maximum: \$1,250

**(b)** Short Plan Year Minimum and Maximums for Dependent Care:

Minimum: \$60  
Maximum: \$2,500

**6.3** Performance Guarantees and Reporting Requirements as defined in the RFP shall remain in effect for the Short Plan Year except as modified as follows:

**(a)** All Fiscal Plan Year annual Performance Guarantees, annual Reporting Requirements, and any annual provision of the Technical Proposal apply to the Short Plan Year covering the period July 1, 2013 through December 31, 2013.

**(b)** During the Short Plan Year, Fiscal Plan Year quarterly Performance Guarantees, quarterly Reporting Requirements, and any quarterly provision of the Technical Proposal will be made available for Quarter 1 (ending September 30, 2013) and Quarter 2 (ending December 31, 2013).

**7. Calendar Plan Year Provisions**

**7.1** The Contract Year 4 Administration Fees required by the RFP, Attachment F-4A, and any and all rates quoted by the Contractor in its Financial Proposal with regard to Contract Year 4 shall apply without increase to the 2014 Calendar Plan Year. All provisions in the RFP, Contract, and all documents incorporated therein specific to Contract Year 4, or the Fiscal Plan Year period of July 1, 2013 through June 30, 2014 shall apply to the 2014 Calendar Plan Year.



7.2 The Contract Year 5 Administration Fees required by the RFP, Attachment F-4A, and any and all rates quoted by the Contractor in its Financial Proposal with regard to Contract Year 5 shall apply without increase to the 2015 Calendar Plan Year. All provisions in the RFP, Contract, and all documents incorporated therein specific to Contract Year 5, or the Fiscal Plan Year period of July 1, 2014 through June 30, 2015 shall apply to the 2015 Calendar Plan Year.

7.3 Performance Guarantees and Reporting Requirements as defined in the RFP shall apply to the Calendar Plan Years as provided in the Contract and as amended herein.

7.4 For the Calendar Plan Years, the Quarterly periods will be amended and defined as follows:

- First Quarter: January-March
- Second Quarter: April-June
- Third Quarter: July-September
- Fourth Quarter: October-December

**8. Guarantor Terms.**

8.1 Initial Contract Term. The "Initial Contract Term" is defined as the period January 21, 2010 - June 30, 2015 and the run-out administration period to the extent applicable. Guarantor shall remain guarantor of the Contract through the Initial Contract Term.

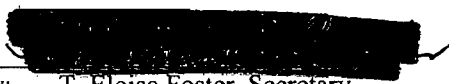
8.2 Extension Term. The "Extension Term" is defined as the period July 1, 2015 - December 31, 2015 and the run-out administration period. As of July 1, 2015, Contractor shall assume full responsibility for the Extension Term of the Contract; provided however, that if the Department determines, in its sole discretion, that the Contractor has not satisfied the State's responsibility requirements, Contractor shall provide, subject to the Procurement Officer's approval, a replacement guarantor for the Extension Term.

**IN WITNESS THEREOF**, the parties have executed this Second Modification Agreement as of the date hereinabove set forth.

**CONTRACTOR:**  
**ConnectYourCare, LLC**

**STATE OF MARYLAND:**  
**DEPARTMENT OF BUDGET AND**  
**MANAGEMENT**

By: 

By:  T. Eloise Foster, Secretary

April 30, 2013  
Date

5-10-13  
Date

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Witness

Witness



GUARANTOR

Express Scripts, Inc.

[Redacted] (SEAL)

BY: Jeff Hall

DATE 4/30/13

[Redacted]

WITNESS



APPROVED FOR FORM AND LEGAL SUFFICIENCY

THIS 8<sup>th</sup> DAY OF May, 2013.

[Redacted]  
ASSISTANT ATTORNEY GENERAL

APPROVED BY BPW: 3/20/2013  
(Date)

13-S-mod  
(BPW Item#)