

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

THIS SIXTH MODIFICATION (the “Modification”) is made this <sup>23<sup>rd</sup></sup>/<sub>10</sub> of November, 2015 by and between ConnectYourCare, LLC (Contractor) and the State of Maryland, acting through the Department of Budget and Management.

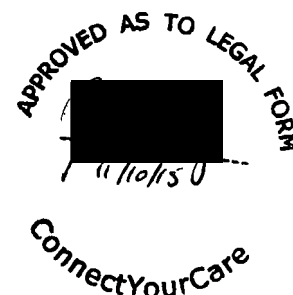
WHEREAS, the Contractor, Express Scripts, Inc. (Guarantor) and the State of Maryland acting through the Department of Budget and Management executed a contract dated 21<sup>st</sup> of January, 2010 for Third Party Administrative (TPA) Services for Flexible Spending Accounts (FSAs) – Healthcare and Dependent Care as modified by Modification No. 1 dated May 5, 2012, Modification No. 2 dated April 30, 2013, Modification No. 3 dated October 15, 2013, Modification No. 4 dated May 26, 2015, and Modification No. 5 dated September 2, 2015 (collectively, the “Contract”) relating to Request for Proposals for Third Party Administrative (TPA) Services for Flexible Spending Accounts (FSAs) – Healthcare and Dependent Care, Project No. F10B9200027 issued June 30, 2009 as amended; and

WHEREAS, Section 25 of the Contract requires the Contractor to obtain the prior written approval of the State before subcontracting any portion of the services provided under this Contract and requires that the Contractor’s subcontracts with its subcontractors shall include the terms of Sections 5 through 9 and 11 through 24 of the Contract and any other terms and conditions that the State deems necessary to protect its interests; and

WHEREAS, the Contractor desires to add additional subcontractors to work on the Contract and the parties desire to modify the Contract so that Contractor can successfully continue to perform the Services.

NOW THEREFORE, IN CONSIDERATION of the promises and the covenants herein contained, the parties agree to modify the Contract as follows:

1. The following new subcontractors (collectively referred to as the “New Subcontractors”) are added to the Contract to perform the work indicated:
  - a. Silicon Valley Bank, located in Santa Clara, California to provide a disbursement bank for all disbursements including participant claims, provider pay and card settlements.
  - b. Century Link Sales Solutions, Inc. located in Monroe, Louisiana and GTT communications, Inc. located in New York, NY to provide phone lines and internet services at the ConnectYourCare’s (CYC) call Center.
  - c. inContact, Inc. located in Midvale, Utah to provide the software for CYC’s call center, allowing tracking and reporting on customer service calls.



- d. Language Line Services, Inc. located in Monterey, California to provide foreign language services to participants who call into the CYC call center and use the IVR to request assistance in a foreign language.
  - e. Softlinx, Inc. located in North Reading, Massachusetts to provide barcoding services for claim-related faxes, allowing CYC to accept faxes from a participant with the bar code identification, thereby linking it to the participant's CYC account.
  - f. Melken Solutions, LLC located in Orlando, Florida to provide secure scanning of claim-related mail so it can be processed electronically and efficiently for participants using mail instead of online or mobile options.
  - g. Mitec Solutions, Inc. located in Westland, Michigan to provide claims processing and adjudication services for CYC.
2. Contractor has completed an Attachment G-7 Subcontractor Questionnaire for each of the New Subcontractors. The seven Attachment G-7 Subcontractor Questionnaires are attached hereto as Exhibit A and incorporated by reference herein.
  3. Contractor confirms that Contractor's subcontracts with the New Subcontractors include the terms of Sections 5 through 9, 11 through 24, and 27 through 29 of the Contract in accordance with Contract §25 (Subcontracting; Assignment) and any other terms and conditions that the State deems necessary to protect its interests.
  4. With regard to RFP Attachment G-5, Contractor confirms and agrees:
    - a. §CC-22: In connection with the HCFSA, to comply with HIPAA security regulations, 45 CFR Part 164, subpart C, including the following: (d) Contractor agrees to ensure that any agent, including a subcontractor, to whom the Contractor provides electronic PHI agrees to implement reasonable and appropriate safeguards;
    - b. §CC-23: In connection with the HCFSA, to comply with HIPAA privacy standards, 45 CFR Parts 160 and 164, subpart C, including the following: (f) Contractor shall ensure that any agents, including subcontractors, to whom it provides PHI agree in writing to the same restrictions and conditions that apply to the Contractor with respect to such PHI; and
    - c. §CC-26: to require any agents/subcontractors it brings onto the project(s) covered by this RFP to comply with the HIPAA standards for EDI.

5. Contractor confirms that in accordance with RFP §3.5 as duplicated in Exhibit B, it maintains general liability, property and casualty insurance with minimum limits sufficient to cover losses resulting from or arising out of Contractor action or inaction in the performance of the Contract by the Contractor, its agents, employees and subcontractors, including but not limited to the New Subcontractors.

6. 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 and shall apply to this Modification.

IN WITNESS THEREOF, the parties have executed this Sixth Modification.

CONNECTYOURCARE, LLC.  
CONTRACTOR

By: \_\_\_\_\_  
\_\_\_\_\_

11/10/2015

STATE OF MARYLAND, DEPARTMENT OF  
BUDGET AND MANAGEMENT

By: David R. Brinkley / \_\_\_\_\_  
\_\_\_\_\_

Witness

Approved for form and legal

Sufficiency this 19<sup>th</sup> day of November, 2015

\_\_\_\_\_  
Assistant Attorney General



## Consent for Use of New Subcontractors

Representations made by the Offeror in this proposal must be maintained for the duration of the contract term.

### Attachment G-7: Subcontractor Questionnaire

Provide answers to the following questions for each subcontractor that the offeror proposes to have perform any of the required functions


Subcontractor's Name and MDOT/MBE Century Link Sales Solutions, Inc.

	Questionnaire	Vendor's Response
SQ-1	What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	Century Link will be providing the phone lines and internet services at ConnectYourCare's call center.
SQ-2	Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	Century Link Sales Solutions is a subsidiary of Century Link. Century Link is a global communications, hosting, cloud, and IT service enabling millions of customers to transform their businesses and their lives through innovative technology solutions. Century Link operates more than 55 data centers in North America, Europe, and Asia and provides broadband, voice, video, and data over a robust 250,000 route mile U.S. fiber network and a 300,000 route mile international transport network. Headquartered in Monroe, Louisiana, Century Link is a S&P 500 company and is included on the Fortune 500 list of America's largest corporations.  A. Century Link Sales Solutions, Inc. B. Delaware C. February 10, 2006
SQ-3	Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	None. N/A
SQ-4	Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	No. N/A

By signing below the Offeror commits to being able to comply with all the requirements so indicated above, and further, agrees to maintain them for the

Offeror Name: ConnectYourCare

Authorized Representative: Harrison Stone

  
[Redacted] 10/30/2015  
 Signature and Date  
[Redacted] 10/30/15  
 Signature and Date

Witness: Karen Ellis

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Subcontractor's Name and MDOT/MBE Number (if applicable) Silicon Valley Bank

Questionnaire		Vendor's Response
SQ-1	What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	ConnectYourCare has recently partnered with SVB, a disbursement bank. Accounts have been set up at SVB in a For Benefit Of structure where the bank owns the accounts for benefit of ConnectYourCare clients. National Required Minimum Funding amounts will be held in these accounts and all disbursements will be made from these accounts including participant claims, provider pay and card settlements. SVB will begin providing services for some clients in December. SVB will begin providing services for this Contract during the first quarter of 2016.
SQ-2	Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	Silicon Valley Bank (SVB) has helped innovative companies and their investors move bold ideas forward, fast. SVB provides targeted financial services and expertise through its offices in innovation centers around the world. With commercial, international and private banking services, SVB helps address the unique needs of innovators. Furthermore, Forbees has ranked SVB #4 of its list of America's Best Banks in 2013 and was the only bank of Forbe's list of America's best managed companies in 2014. In 2013, SVB celebrated 30 years in business.  A. Silicon Valley Bank Financial Group B. Delaware C. April 23, 1982
SQ-3	Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	None. N/A
SQ-4	Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	No. N/A

By signing below the Offeror commits to being able to comply with all the requirements so indicated above, and further, agrees to maintain them for the entire contract term.

Offeror Name: ConnectYourCare

Authorized Representative: Harrisal Stone

Witness: Karen Ellis

[Redacted Signature]	10/30/2015
Signature and Date	
[Redacted Signature]	10/30/15
Signature and Date	

## Consent for Use of New Subcontractors

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### Attachment G-7: Subcontractor Questionnaire

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Subcontractor's Name and MDOT/MBE Number (if applicable) inContact, Inc.

Questionnaire	Vendor's Response
SQ-1 What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	inContact, Inc. will be providing the software for ConnectYourCare's call center. This software will allow us to track and report on the customer service calls that we receive.
SQ-2 Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	inContact is the cloud contact center software leader, helping organizations around the globe create customer and contact center employee experiences that are more personalized, more empowering and more engaging today, tomorrow and in the future. inContact continuously innovates in the cloud and is the only provider to offer core contact center infrastructure, workforce optimization plus an enterprise-class telecommunications network for the most complete customer journey management. Winner of the 2014 CRM Magazine Rising Star Award, inContact has deployed over 2,000 cloud contact center instances. inContact is used by more than seventy Fortune 500 companies and has locations in Salt Lake City, Columbus, London, and the Philippines.  A. inContact, Inc. B. Delaware C. December 3, 2002
SQ-3 Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	None. N/A
SQ-4 Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	No. N/A

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Offeror Name: ConnectYourCare

Authorized Representative: Hamilia Stone  10/30/15  
Signature and Date

Witness: Karen Ellis  10/30/15  
Signature and Date

## Consent for Use of New Subcontractors

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### Attachment G-7: Subcontractor Questionnaire

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Subcontractor's Name and MDOT/MBE Number (if applicable) LanguageLine Services, Inc.

Questionnaire	Vendor's Response
SQ-1 What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	Language line will be providing foreign language services to participants who call into the CYC call center and use the IVR to request assistance in a foreign language.
SQ-2 Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	With over thirty years of experience, LanguageLine Solutions has become the leader in over-the-phone, face-to-face, and video remote interpreting and document translation services. With over 200 languages offered and 24/7, year-round support, LanguageLine Solutions continues to grow as a global presence, with locations across 18 time zones, including the United States, the United Kingdom, Costa Rica, the Dominican Republic, Honduras, Peru, and Panama. Language Line was awarded Gold in the 2015 American Business Award Winners in ABA's New Product and Technology.  A. LanguageLine Services, Inc. B. Delaware C. December 5, 2001
SQ-3 Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	None. N/A
SQ-4 Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	No. N/A

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Offeror Name: Contact Your Care

Authorized Representative: Harrisal Stole

Witness: Karen Ellis

[Signature] 10/30/2015  
Signature and Date

[Signature] 10/30/15  
Signature and Date

## Consent for Use of New Subcontractors

Representations made by the Offeror in this proposal must be maintained for the duration of the contract term.

### Attachment G-7: Subcontractor Questionnaire

Provide answers to the following questions for each subcontractor that the offeror proposes to have perform any of the required functions

Subcontractor's Name and MDOT/MBE MITEC Solutions, Inc.

#### Vendor's Response

#### Questionnaire



SQ-1	What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	Mitec will be providing claims processing and adjudication services for ConnectYourCare.
SQ-2	Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	MITEC is a Business Process Management Service Provider, headquartered in Michigan. MITEC provides the most comprehensive, end-to-end solutions that include Business Process Automation, Document and Records Management and Hosting Services. MITEC provides services to a wide range of industries that include Financial Services, Healthcare, Government, Transportation, Utilities, Real Estate and Manufacturing. MITEC aims to improve business operations, encouraging adaptability and embracing innovations.  A. MITEC Solutions, Inc. B. Michigan C. February 12, 2007
SQ-3	Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	N/A
SQ-4	Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	N/A

By signing below the Offeror commits to being able to comply with all the requirements so indicated above, and further, agrees to maintain them for the

Offeror Name: Connect Your Care

Authorized Representative: Harrison Stone

Witness: Karen Ellis


  
 Signature and Date 10/30/15  

  
 Signature and Date 10/30/15



## Consent for Use of New Subcontractors

Representations made by the Offeror in this proposal must be maintained for the duration of the contract term.


### Attachment G-7: Subcontractor Questionnaire


Provide answers to the following questions for each subcontractor that the offeror proposes to have perform any of the required functions under Subcontractor's Name and MDOT/MBE GTT Communications, Inc.

Questionnaire		Vendor's Response
SQ-1	What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	GTT will be providing the phone lines and internet services at ConnectYourCare's call center.
SQ-2	Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	As a Tier 1, Top 5 global Internet provider, GTT services benefit from high speed, low latency Internet connections with guaranteed reliability and performance. The GTT strategy is based on providing ubiquitous network connectivity to any location in the world and with any application in the cloud, expanding cloud networking services to multinational clients, and delivering outstanding client experience by living its core values of simplicity, speed and agility. GTT currently has eighteen offices throughout North America, Europe, and Asia.  A. GTT Communications, Inc. B. Virginia C. January 3, 2005
SQ-3	Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	None. N/A
SQ-4	Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	No. N/A

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Offeror Name: Connect Your Care

Authorized Representative: Harrison Stowe  10/30/15  
Signature and Date

Witness: Karen Ellis  10/30/15  
Signature and Date

## Consent for Use of New Subcontractors

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### Attachment G-7: Subcontractor Questionnaire

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Subcontractor's Name and MDOT/MBE Number (if applicable) Melken Solutions LLC.

Questionnaire	Vendor's Response
SQ-1 What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.	Melken will be providing secure scanning of claim-related mail so it can be processed electronically and efficiently for participants using mail instead of online or mobile options.
SQ-2 Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation	Melken Solutions is a woman owned small business whose mission it is to provide timely delivery of quality and best-value professional document scanning as well as logistics and life cycle technical support services. Melken Services has provided solutions to many industries consisting of clients such as governmental agencies, legal offices, medical providers and various other industries. we provide both on-location and off-site scanning services utilizing not only state of the art equipment but state of the art processes tailored to match each client's individual needs. Melken was established in 2008.  A. Melken Solutions LLC. B. Florida C. August 31, 2008
SQ-3 Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years.	N/A
SQ-4 Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.	N/A

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Offeror Name: Consent Your Care

Authorized Representative: Harrison Stoltz  10/30/15

Witness: Karen Ellis  10/30/15

Signature and Date

### Consent for Use of New Subcontractors

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#### Attachment G-7: Subcontractor Questionnaire

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Subcontractor's Name and MDOT/MBE

Number (if applicable) Softlinx, Inc.


Questionnaire	Vendor's Response
<p>SQ-1 What services will the subcontractor be providing for you in fulfilling this contract? How will you ensure subcontractor services meet the requirements of the contract? Provide the month, day and year that the subcontractor began providing services for this Contract.</p>	<p>Softlinx will be providing barcoding services for claim-related faxes, allowing ConnectYourCare to accept faxes from a participant with the bar code identification, thereby linking it to the participant's ConnectYourCare account.</p>
<p>SQ-2 Provide a brief summary of the history of the subcontractor's company and information about the growth of the organization on a national level and within the State of Maryland. Provide the following information about the subcontractor's company:  A. Organization's legal name B. State of incorporation C. Date of incorporation</p>	<p>Headquartered in North Reading, Massachusetts, Softlinx has built an impressive track record in delivering high quality enterprise IT solutions and global customer support to help companies achieve extraordinary results. Softlinx customers span a wide range of industries, including Financial Services, Healthcare, Manufacturing and Government Agencies. Softlinx provides Enterprise Fax and Fax over IP (FoIP) Solutions and Cloud Fax Services to meet most demanding fax messaging needs and electronic document delivery requirements for major corporations. Softlinx has been offering exceptional services since 1993.</p> <p>A. Softlinx, Inc. B. Massachusetts C. February 3, 1993</p>
<p>SQ-3 Describe any significant government action or litigation taken or pending against the subcontractor's company or any entities of the subcontractor's company during the most recent five (5) years. B11:C12A11:C32A11:C20A11:C16A11:C14B11:C13B11:C12</p>	<p>N/A</p>
<p>SQ-4 Does the subcontractor have contractual relationships with third party administrators/organizations in which the subcontractor pays service fees or other fees that you (the Offeror) are directly or indirectly charged for? If so, identify the outside organizations that receive these service fees and explain the nature of the relationship.</p>	<p>N/A</p>

By signing below the Offeror commits to being able to comply with all the requirements so indicated above, and further, agrees to maintain them for the entire contract term.

Offeror Name: ConnectYourCare

Authorized Representative: Hanisa Stone

Witness: Karen Ellis

  
 Signature and Date 10/30/15  
10/30/15