

**FOURTH MODIFICATION TO AUDIT SERVICES FOR STATE EMPLOYEE AND
RETIREE BENEFITS PROGRAM CONTRACT**

CATEGORY 1- MEDICAL BENEFIT PLAN AUDITS, and

CATEGORY 3- MENTAL HEALTH/SUBSTANCE ABUSE BENEFITS PLAN AUDITS

THIS FOURTH MODIFICATION (the "Modification") is made as of this 17th day of Sept. 2015 by and between Truven Health Analytics Inc. 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 "Contract" means Categories 1 (Medical Benefit Plan Audits), 3 (Mental Health/Substance Abuse Benefit Plan Audits), and 4 (Prescription Drug Benefit Plan Audits) of the Contract for Audit Services for State Employee and Retiree Benefits Program between the Contractor and the State of Maryland acting through the Department of Budget and Management dated December 20, 2010 as amended by the First Modification dated October 27, 2011, the Second Modification dated September 23, 2013, and the Third Modification dated May 1, 2014.
- 1.2 "Contractor" means Truven Health Analytics Inc.
- 1.3 "Department" means the Maryland Department of Budget and Management.
- 1.4 "Financial Proposal" means Contractor's Best and Final Financial Proposal for Category 1-Medical and Category 3-Mental Health, dated September 8, 2010.
- 1.5 "RFP" means the Request for Proposals for Audit Services for Employee and Retiree Benefits Program, No. F10B0400010 dated April 26, 2010 including addenda, attachments and Excel worksheets, as amended through November 7, 2011.
- 1.6 "Audit Cycle 5" means CY January 1, 2015 to December 31, 2015.

2. Scope of Modification

This Modification amends the Contract to reduce fees specifically as described herein for Category 1 and Category 3 due to the following changes in Medical and Mental Health Plans for Audit Cycle 5: (i) Medical Plans include Category 3 Mental Health coverage, and (ii) the number of Medical Plans is reduced from eight plans to six plans. Exhibit A-1, attached for ease of reference, shows the original pricing in the Financial Proposal, and Exhibit A-2, incorporated by reference herein, shows the pricing in the Financial Proposal as revised by this Modification for Audit Cycle 5.

A. 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. Consideration and Payment

In consideration of the satisfactory performance of the Audit Services performed for Category 1 and Category 3, the Department shall pay the Contractor in accordance with the terms of Exhibit A-2.

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

CONTRACTOR:
Truven Health Analytics Inc.



By: 

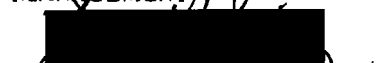
SVP + GM

Date: 8/26/15



Witness

STATE OF MARYLAND:
DEPARTMENT OF BUDGET AND
MANAGEMENT



By: David R. Brinkley
Secretary

Date: September 17, 2015



Witness

APPROVED FOR FORM AND LEGAL SUFFICIENCY
THIS 10th DAY OF Sept, 2015.


ASSISTANT ATTORNEY GENERAL

APPROVED BY BPW: 9/16/2015
(Date)

15-S Mod
(BPW Item#)

Exhibit A-1
BAFO dated 8/13/10

State of Maryland
Category No.: 1. Medical

Proposed Annual Price, Auditing Services						
Auditing Services for the following Milestones						
	1) Planning & Preparation for On-Site Reviews	2) On-Site Reviews	3) Draft Audit Report	4) Audit Discussion Meetings	5) Final Audit Report	1)+2)+(3)+(4)+(5) = Proposed Cost Total Price for Audit Cycle *
A. Audit Cycle 1 PY July 1, 2010 to June 30, 2011						
B. Audit Cycle 2 PY July 1, 2011 to June 30, 2012						
C. Audit Cycle 3 PY July 1, 2012 to June 30, 2013						
D. Audit Cycle 4 PY July 1, 2013 to June 30, 2014 PY January 1, 2014 to December 31, 2014						
Option 1: Expand Cycle 4 PY July 1, 2013 to December 31, 2013						
Cycle 4 Total:						
E. Audit Cycle 5 PY July 1, 2014 to June 30, 2015 PY January 1, 2015 to December 31, 2015						
F. Total, Audit Services Prices for Audit Cycles 1-5 (Rows A-E)						

*Note: The proposed Audit Cycle price may vary cycle-to-cycle depending on how an Offeror wishes to compensate for overhead, cost of labor, profit and inflation. Important to note the price proposed is all-inclusive and fully loaded with no other fees, surcharges, taxes or any other factor allowed as a supplemental charge for services.

Exhibit A-1
BAFO dated 8/13/10

State of Maryland
Category No.: 3. Mental Health

Proposed Annual Price, Auditing Services						
Auditing Services for the following Milestones						
	1) Planning & Preparation for On-Site Reviews	2) On-Site Reviews	3) Draft Audit Report	4) Audit Discussion Meetings	5) Final Audit Report	1)+(2)+(3)+(4)+(5) = Proposed Cost Total Price for Audit Cycle *
A. Audit Cycle 1 PY July 1, 2010 to June 30, 2011						
B. Audit Cycle 2 PY July 1, 2011 to June 30, 2012						
C. Audit Cycle 3 PY July 1, 2012 to June 30, 2013						
D. Audit Cycle 4 PY July 1, 2013 to June 30, 2014 PY January 1, 2014 to December 31, 2014						
Option 1: Expand Cycle 4 PY July 1, 2013 to December 31, 2013						
Cycle 4 Total:						
E. Audit Cycle 5 PY July 1, 2014 to June 30, 2015 PY January 1, 2015 to December 31, 2015						
F. Total, Audit Services Prices for Audit Cycles 1-5 (Rows A-E)						

*Note: The proposed Audit Cycle price may vary cycle-to-cycle depending on how an Offeror wishes to compensate for overhead, cost of labor, profit and inflation. Important to note the price proposed is all-inclusive and fully loaded with no other fees, surcharges, taxes or any other factor allowed as a supplemental charge for services.

Exhibit A-2
BAFO dated 8/13/15

Category No.: 1. Medical

Proposed Annual Price, Auditing Services						
Auditing Services for the following Milestones						
	1) Planning & Preparation for On-Site Reviews	2) On-Site Reviews	3) Draft Audit Report	4) Audit Discussion Meetings	5) Final Audit Report	1)+2)+3)+4)+5)- Proposed Cost Total Price for Audit Cycle*
A. Audit Cycle 1 PY July 1, 2010 to June 30, 2011						
B. Audit Cycle 2 PY July 1, 2011 to June 30, 2012						
C. Audit Cycle 3 July 1, 2012 to June 30, 2013						
D. Audit Cycle 4 PY January 1, 2014 to December 31, 2014 Option 1: Expand Cycle 4 PY July 1, 2013 to December 31, 2013 Cycle 4 Total:						
E. Audit Cycle 5 PY January 1, 2015 to December 31, 2015						

ant to
note the price proposed is all-inclusive and fully loaded with no other fees, surcharges, taxes or any other factor allowed as a supplemental charge for services.

Category No.: 3. Mental Health

Exhibit A-2
BAFO dated 8/13/15

Proposed Annual Price, Auditing Services						
Auditing Services for the following Milestones						
	1) Planning & Preparation for On-Site Reviews	2) On-Site Reviews	3) Draft Audit Report	4) Audit Discussion Meetings	5) Final Audit Report	1)+2)+3)+4)+5) = Proposed Cost Total Price for Audit Cycle*
A. Audit Cycle 1 PY July 1, 2010 to June 30, 2011						
B. Audit Cycle 2 PY July 1, 2011 to June 30, 2012						
C. Audit Cycle 3 PY July 1, 2012 to June 30, 2013						
D. Audit Cycle 4 PY January 1, 2014 to December 31, 2014 Option 1: Expand Cycle 4 PY July 1, 2013 to December 31, 2013						
Cycle 4 Total						
E. Audit Cycle 5 PY January 1, 2015 to December 31, 2015						
F. Total, Audit Services Prices for Audit Cycles 1-5 (Rows A-E)						

*Note: The proposed Audit Cycle price may vary cycle-to-cycle depending on how an Offeror wishes to compensate for overhead, cost of labor, profit, and inflation. Important to note the price proposed is all-inclusive and fully loaded with no other fees, surcharges, taxes or any other factor allowed as a supplemental charge for services.

Proprietary and Confidential

