

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

**CATEGORY 4-PRESCRIPTION DRUG BENEFIT PLAN AUDITS**

THIS SIXTH MODIFICATION (the "Modification") is made as of this 31<sup>st</sup> day of Oct 2016 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, the Third Modification dated May 1, 2014, the Fourth Modification dated September 17, 2015 and the Fifth Modification dated October 7, 2015 (collectively, the "Contract").
- 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 4-Prescription Drug Benefit Audits 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 "Task Order Proposal" means the Task Order Proposal from John Meka to Sherreon Washington and Anne Timmons dated September 9, 2016 attached hereto as Exhibit A and incorporated by reference herein.

**2. Scope of Modification**

This Modification amends the Contract to allocate additional funds to perform the Task Order 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. Consideration and Payment**

In consideration of the satisfactory performance of the Optional Services performed pursuant to RFP Section 3.5 and the Task Order Proposal relating to Pharmacy Benefit auditing services for the Employer Group Waiver Plan administered by Express Scripts, Inc. , the Department shall pay the Contractor in accordance with the Task Order Proposal consistent with the hourly rates in the Financial Proposal. The total Not to Exceed fee of [REDACTED] is comprised of the following estimated number of labor hours:

	Hours of effort	Hourly Rate	Total Fees
Principal	[REDACTED]	[REDACTED]	[REDACTED]
Senior Consultant	[REDACTED]	[REDACTED]	[REDACTED]
Junior Consultant	[REDACTED]	[REDACTED]	[REDACTED]
Total	[REDACTED]	[REDACTED]	[REDACTED]

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

**CONTRACTOR:**  
**Truven Health Analytics Inc.**

[REDACTED]  
 By: *SVP - GM STATE GOVT.*

*10-25-16*

[REDACTED]

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

[REDACTED]  
 By: David R. Brinkley  
 Secretary

*10/31/2016*

Date: [REDACTED]  
 Witness: [REDACTED]

APPROVED FOR FORM AND LEGAL SUFFICIENCY  
 THIS *28<sup>th</sup>* DAY OF *October*, 2016.

[REDACTED]  
 ASSISTANT ATTORNEY GENERAL