

**FIRST MODIFICATION TO CONSULTING AND ACTUARIAL SERVICES FOR THE STATE
EMPLOYEE AND RETIREE HEALTH AND WELFARE BENEFITS PROGRAM
CONTRACT**

THIS FIRST MODIFICATION is made effective this 7th day of October, 2013 by and between The Segal Company (Eastern States), Inc. (the "Contractor") and the State of Maryland, acting through the Department of Budget and Management (the "Department").

WHEREAS, on June 12, 2012, the Department entered into a contract with Contractor to provide Consulting and Actuarial Services for the State Employee and Retiree Health and Welfare Benefits Program (the "Services") pursuant to Request for Proposals for Consulting and Actuarial Services for the State Employee and Retiree Health and Welfare Benefits Program, Project No. F10B140001 issued on April 14, 2011, and all amendments thereto issued in writing by the State (the "RFP"); and

WHEREAS, the Contractor desires to add an additional MBE subcontractor to assist the existing MBE subcontractor and the Department and Contractor desire to modify the Contract to clarify the task order process so that Contractor can successfully continue to perform the Services.

NOW THEREFORE, IN CONSIDERATION of the Recitals which are hereby made a substantive part hereof, and the promises and the covenants herein contained, the parties agree to modify the Contract as follows:

1. The sentence following RFP §3.2.1.1 and immediately preceding §3.2.1.1(A) is deleted and replaced with the following:

~~Services shall be provided via a task order process using the pre-approved fully loaded labor rates applicable to their labor categories as follows:~~

Services shall be provided via a task order process as follows:

The task order process for task orders other than task orders for survey services as described in RFP §3.2.7 and communication services as described in RFP 3.2.6 shall be submitted to the Department pursuant to the task order process below using the pre-approved fully-loaded labor rates applicable to the respective labor categories set forth in Contractor's price proposal (Attachment F).

The task order process for task orders for survey services as described in RFP §3.2.7 and communication services as described in RFP 3.2.6 shall be submitted to the Department pursuant to the task order process below; provided however, that instead of a detailed cost estimate pursuant to RFP §3.2.1.1(B)(8), Contractor shall provide the Department with a detailed cost estimate with hourly rates using the pre-approved fully-loaded labor rates applicable to the respective labor categories set forth in Contractor's price proposal (Attachment F) for work performed by Contractor staff and a pass-through of the invoice for survey services and communication services performed by Contractor's subcontractor.

2. **MBE Participation Plan.** In fulfilling its commitment to meet an MBE goal of 27% for the Consulting portion of the Contract agreed to by Contractor and incorporated into the Contract, the Minority Business Enterprise (MBE) participation plan submitted by the Contractor on Form D-1 dated May 20, 2011, (the "Original Plan") is replaced with the revised participation plan identified on revised Forms D-1 and D-3, for both Managed Care Advisors and EurekaFacts, LLC attached hereto and

incorporated by reference herein (collectively, the "Revised Plan"). Contractor's MBE commitment to Managed Care Advisors shall be reduced from 27% from 20%, and Contractor's MBE commitment to EurekaFacts, LLC shall be 7% with a total MBE goal maintained at 27% for the Consulting portion of the Contract.


3. **Scope of Modification.** This First 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, including but not limited to the not-to-exceed provisions of Contract §4, shall remain in full force and effect and are hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties have executed this First Modification.

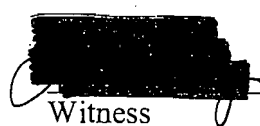
CONTRACTOR
The Segal Company (Eastern States), Inc.

STATE OF MARYLAND
DEPARTMENT OF BUDGET AND
MANAGEMENT


By: _____ Date 8/29/2013

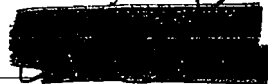

By: T. Eloise Foster Date 10/7/13
Secretary


Print name and title Senior Vice President


Witness _____ Date 8/29/2013


Witness _____ Date 10/7/13

Approved for form and legal
sufficiency this 13th day Sept, 2013.


Assistant Attorney General

Attachment D-1 (cont'd)
MDOT Certified MBE Utilization and Fair Solicitation Affidavit

Prime Contractor: (Firm Name, Address, Phone) The Segal Company (Eastern States), Inc. 1920 N Street, NW., Suite 400 Washington, DC 20036 (202) 833-6431	Project Description: Consulting and Actuarial Services for State Employees and Retiree Health and Welfare Benefits Program
Project Number: F10B1400010	

List of Information For Each Certified MBE Subcontract On This Project

Minority Firm Name	MBE Certification Number
<u>EurekaFacts, LLC</u>	<u>03-524</u>
For Dually Certified MBE Subcontractors, identify all the applicable Certification Category (Check Only One Certification Category) <input type="checkbox"/> African American owned <input type="checkbox"/> Women-Owed	
Percentage of the Total Consulting fees to be provided by the MBE: <u>7</u> % Description of the Work to Be Performed:	
<u>Managed Care Advisors</u>	<u>98-324</u>
For Dually Certified MBE Subcontractors, identify all the applicable Certification Category (Check Only One Certification Category) <input type="checkbox"/> African American owned <input checked="" type="checkbox"/> Women-Owed	
Percentage of the Total Consulting fees to be provided by the MBE: <u>20</u> % Description of the Work to Be Performed:	
_____	_____
For Dually Certified MBE Subcontractors, identify all the applicable Certification Category (Check Only One Certification Category) <input type="checkbox"/> African American owned <input type="checkbox"/> Women-Owed	
Percentage of the Total Consulting fees to be provided by the MBE: <u> </u> % Description of the Work to Be Performed:	

Continue on a separate page, if needed.

SUMMARY

Total <i>African-American</i> MBE Participation	_____ %
Total <i>Women-Owned</i> MBE Participation	20 _____ %
Total <i>Other</i> Participation	7 _____ %
Total ALL MBE Participation	27 _____ %

I solemnly affirm under the penalties of perjury that the contents of this Affidavit are true to the best of my knowledge, information, and belief.

Offeror Name
 (PLEASE PRINT OR TYPE)
 Name: Stuart T. G. John
 Title: Senior Vice President
 Date 10/3/2013

 Signature of Affiant

Attachment D-3

Subcontractor Project Participation Certification

Please complete and submit one form for each MDOT certified MBE listed on Attachment D-1 within 10 working days of notification of apparent award.

The Segal Company (Eastern States), Inc. (prime contractor) has entered into a contract with Managed Care Advisors (subcontractor) to provide services in connection with the Solicitation described below.

Prime Contractor Address and Phone 1920 N Street, N.W., Suite 400 Washington, DC 20036 (202) 833-6431	Project Description Consulting and Actuarial Services for State Employees and Retiree Health and Welfare Benefits Program
Project Number F10B1400010	Total Consulting Contract Amount \$4,991,500.00
Minority Firm Name Managed Care Advisors	MBE Certification Number 98-324
Percentage of the Contract 20% of the Consulting portion	

The undersigned Prime Contractor and Subcontractor hereby certify and agree that they have fully complied with the State Minority Business Enterprise law, State Finance and Procurement Article §14-308(a)(2), Annotated Code of Maryland which provides that, except as otherwise provided by law, a contractor may not identify a certified minority business enterprise in a bid or proposal and:

- (1) fail to request, receive, or otherwise obtain authorization from the certified minority business enterprise to identify the certified minority business enterprise in its bid or proposal;
- (2) fail to notify the certified minority business enterprise before execution of the contract of its inclusion of the bid or proposal;
- (3) fail to use the certified minority business enterprise in the performance of the contract; or
- (4) pay the certified minority business enterprise solely for the use of its name in the bid or proposal.

PRIME CONTRACTOR SIGNATURE

By: _____

Stuart I. Wohl, Senior Vice President
Name, Title

Date

10/3/2017

SUBCONTRACTOR SIGNATURE

By: _____

Susan B Kayal, Senior Vice President
Name, Title

Date

10/3/17

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Subcontractor Project Participation Certification

Please complete and submit one form for each MDOT certified MBE listed on Attachment D-1 within 10 working days of notification of apparent award.

The Segal Company (Eastern States), Inc. (prime contractor) has entered into a contract with EurekaFacts, LLC (subcontractor) to provide services in connection with the Solicitation described below.

Prime Contractor Address and Phone 1920 N Street, N.W., Suite 400 Washington, DC 20036 (202) 833-6431	Project Description Consulting and Actuarial Services for State Employees and Retiree Health and Welfare Benefits Program
Project Number F10B1400010	Total Consulting Contract Amount \$4,991,500.00
Minority Firm Name Eurekafacts, LLC	MBE Certification Number 03-524
Percentage of the Contract 7% of the Consulting portion	

The undersigned Prime Contractor and Subcontractor hereby certify and agree that they have fully complied with the State Minority Business Enterprise law, State Finance and Procurement Article §14-308(a)(2), Annotated Code of Maryland which provides that, except as otherwise provided by law, a contractor may not identify a certified minority business enterprise in a bid or proposal and:

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- (2) fail to notify the certified minority business enterprise before execution of the contract of its inclusion of the bid or proposal;
- (3) fail to use the certified minority business enterprise in the performance of the contract; or
- (4) pay the certified minority business enterprise solely for the use of its name in the bid or proposal.

PRIME CONTRACTOR SIGNATURE


By:  _____

Stuart I. Wohl, Senior Vice President

Name, Title

Date 10/3/2013

SUBCONTRACTOR SIGNATURE

By:  _____

Jorge Restrepo, CEO

Name, Title

Date 10/3/2013