

## AMENDMENT NO. 1 TO AGREEMENT

This Amendment No. 1 to Agreement (“Amendment 1”) is dated October 16, 2020, and is between KEENAN & ASSOCIATES, a California corporation (“**Contractor**”), and the SAN JOAQUIN VALLEY INSURANCE AUTHORITY, a joint powers agency (“**SJVIA**”).

On January 1, 2018, the parties entered into an agreement for coordinated pharmacy-related services offered by Contractor in conjunction with EmpiRx Health (“EmpiRx”) from January 1, 2018, through December 31, 2020 (“Agreement”). Section 5.1 of the Agreement provided that the term of the Agreement may be extended for no more than two additional one-year terms by modification as provided in section 11.1 of the Agreement (which should have said section 12.1 of the Agreement).

The parties now desire to enter into this Amendment 1 extending the Agreement for two years, to provide for coordinated pharmacy-related services to align with the EmpiRx 2021-2022 renewal through December 31, 2022.

The Contractor represents and warrants to the SJVIA that it is ready, willing, and able to continue providing the services desired by the SJVIA subject to the terms and conditions of the Agreement and in cooperation with and under the direction of the SJVIA Board of Directors and SJVIA management.

The parties therefore agree as follows:

1. Section 1.3 of the Agreement is hereby modified to read in its entirety as follows:

“1.3 **Key Persons.** The Contractor shall provide all services under this agreement through the following key persons:

LaShai Payne  
VP of Pharmacy Services

Robert Dillon  
VP of Operations

Alexandria Van Brunt  
Sr. Account Manager”

2. Section 5.1 of the Agreement is hereby modified to read in its entirety as follows:

“5.1 **Term.** This agreement is effective on January 1, 2018 and terminates on December 31, 2022.”

3. Exhibit C of the Agreement is hereby amended to read in its entirety as follows:

“The fee for the initial agreement effective January 1, 2018 is \$1.50 PMPM. Effective December 1, 2018 through December 31, 2022 the fee is \$1.25 PMPM.”

4. When both parties have signed this Amendment 1, the Agreement and this Amendment 1 together constitute the Agreement.

5. The Agreement as amended by this Amendment 1 is ratified and continued. All terms of the Agreement not amended by this Amendment 1 remain in full force and effect.

*[SIGNATURE PAGE FOLLOWS]*

The parties are signing this agreement on the date stated in the introductory clause.

KEENAN & ASSOCIATES

SAN JOAQUIN VALLEY INSURANCE  
AUTHORITY

---

Laurie LoFranco  
Municipality Practice Leader

---

Kuyler Crocker  
President, Board of Directors

Reviewed and recommended for approval.

---

SJVIA Manager