

**AMENDMENT TWO TO CONTRACTUAL AGREEMENT
TO PROVIDE PHARMACY BENEFITS MANAGEMENT SERVICES FOR THE
HEALTHSELECT OF TEXAS PRESCRIPTION DRUG PROGRAMS AND THE
HEALTHSELECT MEDICARE RX PRESCRIPTION DRUG PROGRAM UNDER THE
TEXAS EMPLOYEES GROUP BENEFITS PROGRAM**

This Amendment Two ("**Amendment 2**"), effective the date executed by an authorized representative of ERS, is entered into by and between the Employees Retirement System of Texas ("**ERS**") and Express Scripts, Inc. ("**PBM**"), sometimes hereinafter referred to collectively as the "**Parties**."

RECITALS

WHEREAS, effective December 7, 2022, the Parties entered into a Contractual Agreement ("**Original Contract**") to provide Pharmacy Benefits Management Services for the HealthSelect of Texas Prescription Drug Programs and the HealthSelect Medicare Rx Prescription Drug Program under the Texas Employees Group Benefits Program (the "**Services**"); and

WHEREAS, the Parties have amended the Original Contract from time to time and, as amended, the Original Contract shall be referred to herein as the "**Contract**;" and

WHEREAS, the Parties have determined to amend the Performance Guarantees; and

WHEREAS, in accordance with section 6.2 of the Contract, ERS and Contractor have determined to amend the Contract to make necessary modifications to bring the Contract into compliance with statutory provisions which have been added since the Contract was originally executed; and

WHEREAS, in accordance with Article 2.6 of the Contract, the Contract may be altered, extended, modified, or amended by mutual written agreement of the Parties.

NOW, THEREFORE, in consideration of the above premises, the Parties now desire to enter into this amendment in each case as fully set forth below.

AGREEMENT

The Parties, by their authorized representatives' signatures below, agree that:

1. Article 31, *Additional Warranties and Representations*, is amended as follows:

The current text of Section 31.16 is replaced in its entirety,

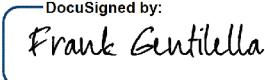
31.4 PBM verifies that:

- (1) it does not, and will not for the duration of this Contract, boycott energy companies; or
- (2) the verification required by Section 2276.002 of the Texas Government Code does not apply to this Contract, and if circumstances relevant to this provision change during the course of this Contract, PBM shall promptly notify ERS.

2. Effective January 1, 2024, the attached Exhibit E, "First Amended and Restated Performance Guarantees," replaces the previous Performance Guarantees and is incorporated herein and into the Contract by reference for all purposes as if restated in full.
3. PBM warrants and represents that the statements, warranties, and representations contained in the Contract continue to be true and correct. PBM acknowledges that ERS has executed this Amendment 2 in reliance on the truth and accuracy of these statements, warranties, and representations. PBM shall immediately notify ERS in the event such warranties, representations, and/or statements are no longer true and correct.
4. The Contract, as amended hereby, shall be effective as of the date indicated herein above, and supersedes all prior understandings or arrangements between the parties as stated herein, whether oral or written, with respect to the provisions hereof.
5. Except as expressly amended hereby, all provisions of the Contract, including all supplements, amendments, and Exhibits thereto, shall remain in full force and effect and are unchanged in all other aspects.
6. If any provision of the Contract, as amended hereby, is held to be void or unenforceable, the remaining provisions are considered to be severable and their enforceability is not affected or impaired in any way by reason of such law or holding.

IN WITNESS WHEREOF, ERS and PBM, as the two signatories have memorialized this Amendment to be fully effective upon the date executed by an authorized representative of ERS.

EXPRESS SCRIPTS, INC.

By: 
3E90E3E6FE0C4BC...
Frank Gentilella
Vice President and General Manager,
Special Markets

Date: 06/30/2025 | 1:09 PM EDT

EMPLOYEES RETIREMENT SYSTEM OF TEXAS

Signed by:
By: 
38EC8BA45AC04F3...
Porter Wilson
Executive Director

Date: 7/7/2025

Attachment:
Exhibit E – First Amended and Restated Performance Guarantees

EXHIBIT E

**Express Scripts, Inc.'s
Contract to Provide Pharmacy Benefit Management
Services for the HealthSelectSM Prescription Drug
Program and HealthSelectSM Medicare Rx
(MedicarePart D) Prescription Drug Program under the
Texas Employees Group Benefits Program**

First Amended and Restated Performance Guarantees

