

HEALTH AND HUMAN SERVICES COMMISSION
CONTRACT NO. HHS000534500001
AMENDMENT NO. 1

The Health and Human Services Commission (“System Agency”), and Gainwell Technologies LLC (“Contractor”), collectively referred to as the "Parties" to that certain Vendor Drug Program (VDP) Pharmacy Benefits Modernization Contract, effective June 24, 2022, and denominated HHS Contract No. HHS000534500001 (the “Contract”), now desire to amend the Contract.

WHEREAS, the Parties desire to delay the Operations Start Date from June 24, 2023, to March 30, 2024 (extension of nine months and five days) and modify:

- a) Phase I – Extend by nine months and five days the schedule for Transition services (Transition Services and Project Management Office domain requirements);
- b) Phase II – Reduce by nine months and one week the schedule for Operations Phase services, including the associated requirements and deliverables listed under the Project Management Office, Pharmacy Operations, Claims, Formulary, Drug Utilization Review, Rebates, Call Center, Financial Operations, and the Technical Solution Services domains;
- c) Total Contract Amount- Decrease the Total Contract Amount by \$4,248,238.72 from \$131,454,558.53 to \$127,206,319.81; and amend the applicable Transition and Operations Phase fee schedules to align with the revised Operations Start Date and new Total Contract Amount; and
- d) Other related contract requirements to effectuate the Contract changes in a through c above.

NOW, THEREFORE, the Parties amend and modify the Contract as follows:

1. **SECTION 2.2.2, CONTRACT TERM, TABLE -1**, of the Contract is amended with the following new dates:

Table – 1 Contract Term below provides anticipated start and end dates for each Contract period, with an Effective Date of June 24, 2022, and including the **three (3)**, additional **one (1)** year extensions making the overall Contract Term for **eight (8)** years.

Table 1 - Contract Term

Phase / Milestone	Duration (Calendar)	Anticipated Start Date	Anticipated End Date
Base Contract Term	Sixty (60) Months	June 24, 2022	June 24, 2027
Transition Phase	Twenty-One (21) Months, and Five (5) Days	June 24, 2022	March 29, 2024
Operations Phase	Thirty-Eight (38) Months, and Twenty-Five (25) Days	March 30, 2024	June 24, 2027

Phase / Milestone	Duration (Calendar)	Anticipated Start Date	Anticipated End Date
Optional Contract Extension #1	One (1) Year	June 25, 2027	June 24, 2028
Optional Contract Extension #2	One (1) Year	June 25, 2028	June 24, 2029
Optional Contract Extension #3	One (1) Year	June 25, 2029	June 24, 2030
Turnover Phase: Commences nine (9) to twelve (12) months prior to the end of the Contract Term. Alternatively, upon HHSC's request for Contract termination, turnover must be completed as directed by HHSC. *Note: All dates, including and after the Transition Phase date, are estimated and dependent upon when Transition is completed and accepted by HHSC.			

2. **SECTION II. DURATION** of the Contract is deleted in its entirety and replaced with the following:

The Contract is effective upon signature of both parties, and terminates on June 24, 2027, unless terminated earlier pursuant to the terms and conditions of the Contract. System Agency, at its sole discretion, may renew or extend this Contract for up to three (3) additional years. However, in no event may the Contract term, including all renewals and extensions, exceed eight (8) years. Notwithstanding the limitation in the preceding sentence and with at least 30 calendar days' advance written notice to Contractor, at the end of the initial term or any extension period, System Agency, at its sole discretion, may extend the Contract beyond eight (8) years as necessary to ensure continuity of service, for purposes of transition, or as otherwise determined by System Agency to serve the best interest of the State for up to 12 months, in one-month intervals, at the then-current contract rate or rates (if applicable) as modified during the term of the Contract.

3. **SECTION IV. BUDGET** of the Contract is amended to reduce the total contract cost by \$4,248,238.72. As amended, the new Contract not-to-exceed amount is \$127,206,319.81.
4. **ATTACHMENT B, STATEMENT OF WORK (SOW)**, of the Contract is amended to add the following requirement¹ to **Section 2.4, DRUG UTILIZATION REVIEW (DUR) DOMAIN, TABLE 25 – OPERATIONAL PHASE REQUIREMENT**.

DUR-REQ-007

The Contractor must:

- Create a new provisional drug coverage status and temporary formulary on all national drug codes (NDCs) with a submitted COI application that meet specific requirements prior to VDP's review.
- Confirm all non-reviewed drugs with provisional drug coverage status that are allowed to pay at pharmacy point of sale without prior authorization between the time VDP reviews the COI application for approval or denial within a timeframe of no greater than 90 days.

¹ This requirement is being added to comply with HB3286.

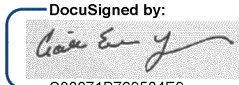
- c) Generate a COI application report and recommendation for a weekly clinical review between VDP clinical staff and GW clinical staff to determine provisional drug coverage.
 - d) Maintain and manage the temporary formulary on a continual basis.
- 5. **ATTACHMENT F, FEE SCHEDULE**, of the Contract is deleted in its entirety and replaced with **Attachment F-1, Revised Fee Schedule**, inclusive of the following revised Tabs:
 - a. F-01 Transition Fixed Fees
 - b. F-02 (a) Fixed Operational Fees
 - c. F-02 (b) Fees Yrly AdHoc ModHrs
 - d. F-03 (a) E-PresVariBaseLineFees
 - e. F-03 (b) DURVariBaseLineFees
- 6. This **Amendment No. 1** shall be effective as of the date last signed below.
- 7. Except as amended and modified by this Amendment No. 1, all terms and conditions of the Contract shall remain in full force and effect.
- 8. Any further revisions to the Contract shall be by written agreement of the Parties.

SIGNATURE PAGE FOLLOWS

SIGNATURE PAGE FOR AMENDMENT NO. 1
HEALTH AND HUMAN SERVICES COMMISSION CONTRACT NO. HHS000534500001

HEALTH AND HUMAN SERVICES COMMISSION

GAINWELL TECHNOLOGIES LLC

By: 
C80071B769504E9...
Name: Cecile Young
Title: Executive Commissioner

Date of Signature: March 25, 2024

By: 
9513781EE1E840A...
Name: Mark Knickerhem
Title: President & CEO

Date of Signature: March 25, 2024

THE FOLLOWING ATTACHMENT IS ATTACHED AND INCORPORATED AS PART OF THE CONTRACT:

ATTACHMENT F-1 REVISED FEE SCHEDULE