



State of Wisconsin
Department of Employee Trust Funds
4822 Madison Yards Way
Madison, WI 53705-9100
P. O. Box 7931
Madison, WI 53707-7931

Contract

Commodity or Service:

Insurance Administration System

Contract No./Request for Proposal No:

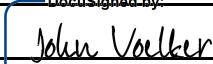
ETI0050 Amendment 1 dated September 14, 2021

Contract Period: Effective Date through December 31, 2031 with the option for renewal for three (3) five (5)-year terms.

1. This Contract Amendment 1 is entered into by the State of Wisconsin Department of Employee Trust Funds (Department or ETF or Client) and Benefitfocus.com, Inc. (Contractor). The Department and the Contractor are each individually a "Party" and collectively the "Parties". Contractor's address and principal officer appear below. The Department is the sole point of contact for this Contract.
2. Whereby the Department agrees to direct the purchase and Contractor agrees to supply the Contract requirements in accordance with the documents specified in the order of precedence below, which are hereby made a part of this Contract by reference.
3. The Parties agree to the following:
 - a. All Contractor Services directly provided to ETF, including all interaction with ETF data, will be performed onshore (within the U.S.) as of the Effective Date of this Contract.
 - b. Contractor may utilize offshore resources in a manner that does not conflict with Department Terms and Conditions (DTCs) Section 22.0(e).
 - c. Annually, for the term of the Contract, Contractor will provide ETF, upon request, with the following: i) an attestation regarding ETF data storage, retention, and proof of destruction; ii) a copy of Contractor's Certificate of Insurance; iii) a copy of Contractor's holiday schedule; and iv) attestation of Contractor's HITRUST certification.
 - d. Appendix 9 Department Terms and Conditions from the RFP ETI0050 is deleted and replaced by Exhibit A: Department Terms and Conditions.
 - e. Pursuant to Section 4.0 of the Department Terms and Conditions (DTCs), ETF hereby provides written approval for Benefitfocus to utilize the following subcontractors: WEX, Inc. for COBRA Administrative Services and Certifi, Inc. for the Direct Billing Services and Benefitplace Billing Services.
4. Contract Amendment 1 dated September 14, 2021 deletes and replaces language in Exhibit B: Implementation Services Order Form as indicated below.
5. For purposes of administering this Contract, the order of precedence is:
 - (a) This Contract Amendment 1 dated September 14, 2021;
 - (b) The Contract between the Department and Benefitfocus.com, Inc.;
 - (c) Exhibit A: Department Terms and Conditions;
 - (d) Exhibit B: Implementation Services Order Form;
 - (e) Exhibit C: Implementation Services Order Form Appendix A;
 - (f) Exhibit D: Implementation Services Order Form Appendix B Professional Services Description (Change Control Process);
 - (g) Exhibit E: Ongoing Services Order Form;
 - (h) Exhibit F: Support Service Level Addendum (SSLA) (with Data Quality and Claims Data Docs);
 - (i) Exhibit G Ongoing Services Order Form Appendix A Software Services;
 - (j) Exhibit H: Ongoing Services Order Form Appendix B COBRA;
 - (k) Exhibit I: Ongoing Services Order Form Appendix C Direct Billing;
 - (l) Exhibit J: Ongoing Services Order Form Appendix D MP Billing;
 - (m) Exhibit K: Client Services Addendum;
 - (n) Department's Request for Proposal (RFP) ETI0050 dated March 2, 2020;
 - (o) Contractor's Best and Final Offer dated March 30, 2021; and
 - (p) Contractor's proposal dated May 13, 2020.

Contract Number & Service: ETI0050 Insurance Administration System

This Contract shall become effective upon the date of last signature below (the “Effective Date”).

State of Wisconsin Department of Employee Trust Funds
By (Name): A. John Voelker
Title: Secretary, Department of Employee Trust Funds
Signature: <small>DocuSigned by:</small> 
Date of Signature: <small>1EB9C35D52DD49...</small> 9/14/2021
Phone: 608.266.9854

Contractor
Legal Company Name: Benefitfocus.com, Inc.
Trade Name:
Taxpayer Identification Number: 57-1099948
Contractor Address: 100 Benefitfocus Way Charleston, SC 29492
Name & Title (print name and title of person authorized to legally sign for and bind Contractor): Alpana Wegner, Chief Financial Officer
Signature: <small>DocuSigned by:</small> 
Date of Signature: <small>4FAFF2D81B184E9...</small> 9/14/2021
Email: alpana.wegner@benefitfocus.com Phone: 843.981.8272

Amendment 1

Delete from RFP ETI0050 Contract Exhibit B Section III.B.3:

Implementation Services fees shall be invoiced incrementally upon Acceptance by Client of project milestones (“Major Deliverables”) as listed in the table below in accordance with the Acceptance procedures outlined in III.B.2.

- a. *The Benefitplace Discovery payment milestone includes written validation of business requirements, including but not limited to, Plans/Carriers/Rates, and Change Reason configuration requirements. The milestone will be considered complete upon Client sign-off of the respective Benefitplace discovery documentation.*
- b. *The Testing payment milestone is contingent upon satisfactory completion and Client testing and sign-off of Benefitplace system configuration requirements.*
- c. *The Benefitplace Production Deployment payment milestone is as defined in Section III.B.7 .*
- d. *The Billing Production Deployment payment milestone is as defined in Section III.B.7*
The ETF standard Benefitplace design payment milestone includes the foundational discovery with ETF and ETF standard platform set-up that will be deployed to each employing unit, less any employing unit specific requirements. The milestone will be considered complete upon Client sign-off of the respective Benefitplace discovery documentation.
The Phase 1, 2, 3, & 4 Benefitplace enablement payment milestones include the data conversion and Benefitplace Base Platform Deployment, as defined in Section III.B.7, for each employing unit within each Phase. The Phases will include one of the following: 1 standalone group with payroll, remaining groups with payroll, groups without payroll, and retirees. Completion of these milestones is contingent upon Client’s Acceptance in accordance with Section III.B.2.

Major Deliverable	Target Go Live Date	Amount
Upon Client’s Execution of the Contract (and thereby this Order Form)	July 30, 2021	\$457,400.00
Deployment of ETF’s Marketplace/ Benefitplace.	March 31, 2022	\$228,700.00
Completion of Phase 1 Benefitplace enablement	November 30, 2022	\$457,400.00
Completion of Phase 2 Benefitplace enablement	March 1, 2023	\$381,166.67
Completion of Phase 3 Benefitplace enablement	May 31, 2023	\$381,166.67
Completion of Phase 4 Benefitplace enablement	August 31, 2023	\$381,166.67
Total Implementation Fee:		\$2,287,000

Add to RFP ETI0050 Contract Exhibit B Section III.B.3:

Implementation Services fees shall be invoiced incrementally upon Acceptance by Client of project milestones (“Major Deliverables”) as listed in the table below in accordance with the Acceptance procedures outlined in III.B.2.

- a. *The ETF standard Benefitplace design payment milestone includes the foundational discovery with ETF and ETF standard platform set-up that will be deployed to each employing unit, less any employing unit specific requirements. The milestone will be considered complete upon Client sign-off of the respective Benefitplace discovery documentation (hereafter referred to as the “Deployment of ETF’s Marketplace/Benefitplace” milestone referenced*

in the below table).

- b. The Phase 1, 2, 3, & 4 Benefitplace enablement payment milestones include the data conversion and Benefitplace Production Deployment, as defined in Section III.B.7.h, for each employing unit within each Phase. The Phases will include one of the following: 1 standalone group with payroll, remaining groups with payroll, groups without payroll, and retirees. Completion of these milestones is contingent upon Client's Acceptance in accordance with Section III.B.2.

Major Deliverable *	Target Go Live Date	Amount
Upon Client's Execution of the Contract (and thereby this Order Form)	July 30, 2021	\$457,400.00
Deployment of ETF's Marketplace/ Benefitplace.	March 31, 2022	\$228,700.00
Completion of Phase 1 Benefitplace enablement	November 30, 2022	\$457,400.00
Completion of Phase 2 Benefitplace enablement	March 1, 2023	\$381,166.67
Completion of Phase 3 Benefitplace enablement	May 31, 2023	\$381,166.67
Completion of Phase 4 Benefitplace enablement	August 31, 2023	\$381,166.67
Total Implementation Fee:		\$2,287,000

*Corresponds to the Phases listed in Exhibit E: Ongoing Services Order Form

Delete from RFP ETI0050 Contract Exhibit B Section III.B.7.i:

- i. "Billing Production Deployment" is defined as the date when the Direct Billing Service and Benefitplace Billing Services are made available for use to Client under essentially normal operating conditions and have been Accepted by Client.