



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 by Authorized Board

Commodity or Service:

Contract No./Request for Bid/Proposal No:

Administrative Services for the State of Wisconsin
Pharmacy Benefit Program

ETG0013 Amendment #5 dated November 5, 2021

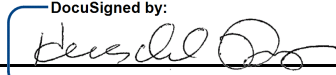
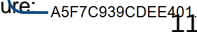
Authorized Board: Group Insurance Board

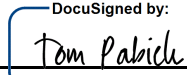
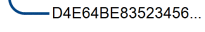
Contract Period: January 1, 2022 through December 31, 2024.

1. This Contract Amendment #5 is entered into by the State of Wisconsin, Department of Employee Trust Funds (Department) on behalf of the State of Wisconsin Group Insurance Board (Board) and Navitus Health Solutions, LLC (Contractor), whose address and principal officer appears on page 2 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 Department Terms and Conditions, and the documents specified in the order of precedence below, hereby made a part of the Contract by reference.
3. By executing Contract Amendment #1 dated June 13, 2018, the Department and Contractor hereby agree to modify the Contract as follows:
 - (a) The Contract is extended for one (1) year, from January 1, 2019 through December 31, 2019.
 - (b) Exhibit 1 – State of Wisconsin Pharmacy Benefit Program Agreement dated July 11, 2017 is modified as shown in the attached Amendment #1, and replaced with the attached, revised Exhibit 1 – State of Wisconsin Pharmacy Benefit Program Agreement dated June 1, 2018.
 - (c) Addition of Exhibit C, Contractor's Guaranteed Pricing Terms from January 1, 2019 – December 31, 2019.
4. By executing Contract Amendment #2 dated November 12, 2018, the Department and Contractor hereby agree to modify the Contract as follows:
 - (a) The Contract is extended for two (2) years, from January 1, 2020 through December 31, 2021.
 - (b) Addition of Exhibit D, Contractor's Guaranteed Pricing Terms from January 1, 2020 – December 31, 2021.
5. By executing the Contract Amendment #3 dated June 22, 2020 the Department and Contractor hereby agree to modify RFP Exhibit 1 – State of Wisconsin Pharmacy Benefit Program Agreement dated June 1, 2018 as described in Amendment #3A.
6. By executing the Contract Amendment #4 dated January 29, 2021 the Department and the Contractor hereby agree to modify the Contract as follows:
 - (a) The Contract is extended for three (3) years, from January 1, 2022 through December 31, 2024.
 - (b) Addition of Exhibit E, Contractor's Guaranteed Pricing Terms effective from January 1, 2022 – December 31, 2024.
 - (c) Deletion of RFP Exhibit 4 – Department Terms and Conditions, dated April 27, 2017.
 - (d) Addition of Exhibit F – Department Terms and Conditions, dated May 1, 2019 effective upon signature of this Amendment #4.
7. By executing this Contract Amendment #5 dated November 5, 2021 the Department and Contractor hereby agree to modify the Contract as described in the attached Amendment #5A.
8. For purposes of administering this Contract, the order of precedence is:
 - (a) This Amendment #5 dated November 5, 2021;
 - (b) The Amendment #4 dated January 29, 2021;
 - (c) The Amendment #3 dated June 22, 2020;
 - (d) The Amendment #2 dated November 12, 2018;
 - (e) The Amendment #1 dated June 13, 2018;
 - (f) The Contract between the Department and Navitus Health Solutions, LLC dated July 19, 2017;
 - (g) Exhibit F – Department Terms and Conditions, dated May 1, 2019;
 - (h) Exhibit A, Contract clarifications and changes;
 - (i) RFP Exhibit 1 – State of Wisconsin Pharmacy Benefit Program Agreement, dated June 1, 2018;
 - (j) RFP Exhibit 1 – State of Wisconsin Pharmacy Benefit Program Agreement, dated July 11, 2017;

- (k) RFP Appendix 2 – Data Specifications – Pharmacy, dated June 20, 2017;
- (l) Request for Proposal (RFP) ETG0013 dated November 18, 2016, including all appendices, attachments, and amendments thereto;
- (m) Exhibit E – Guaranteed Pricing Terms: January 1, 2022 – December 31, 2024, dated January 30, 2021;
- (n) Exhibit D – Guaranteed Pricing Terms: January 1, 2020 – December 31, 2021, dated November 12, 2018;
- (o) Exhibit C - Guaranteed Pricing Terms: January 1, 2019 – December 31, 2019, dated June 1, 2018;
- (p) Exhibit B - Guaranteed Pricing Terms: January 1, 2018 – December 31, 2018, dated July 18, 2017; and
- (q) Contractor's proposal dated January 25, 2017.

Contract: ETG0013 Amendment #5
 Administrative Services for the State of Wisconsin Pharmacy Benefit Program

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| State of Wisconsin Department of Employee Trust Funds |
| Authorized Board: Group Insurance Board |
| By (Name) & (Title): Herschel Day Chair, Group Insurance Board |
| Signature:  |
| Date of Signature:  11/6/2021 |
| Contact A. John Voelker, ETF Deputy Secretary, if questions arise: (608) 266-9854 |

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| Contractor |
| Legal Company Name: Navitus Health Solutions, LLC |
| Trade Name: Navitus Health Solutions, LLC |
| Taxpayer Identification Number: 94-3151780 04-3608530 |
| Contractor Address (Street Address, City, State, Zip): 2601 West Beltline Hwy., Suite 600 Madison, WI 53713 |
| Name & Title (print name and title of person authorized to legally sign for and bind Contractor): Thomas J. Pabich, Senior Vice President, Business Development & Client Services |
| Signature:  |
| Date of Signature:  11/8/2021 |
| Email: Tom.Pabich@navitus.com Phone: (608) 729-1557 |

AMENDMENT #5A

The following additions are made to RFP Exhibit 1 – State of Wisconsin Pharmacy Benefit Program Agreement dated June 1, 2018. A Drug Rebate Group Purchasing Organization (GPO) is an entity that leverages a group's combined purchasing power to negotiate better drug prices and discounts with pharmaceutical manufacturers. Contractor submits paid claims and formulary information to GPO partner who invoices manufacturer. Then Contractor receives rebate payment quarterly.

Addition to 130 Administrative Fee and Financial Administration

130A Financial Provisions

3) REBATE Calculation and Payment

c) Group Purchasing Organization (GPO). Contractor implemented a GPO for the Department's commercial members on October 1, 2021 and will begin for Medicare Advantage employer group waiver plans (EGWP) members on January 1, 2022. Contractor's GPO rebate calculation and payments to the Department will extend through the term of this Contract, December 31, 2024. Contractor will hold a limited number of direct contracts with pharmaceutical manufacturers. The majority of contracts with pharmaceutical manufacturers will be held through the GPO that Contractor is a member of. Contractor will perform an annual audit and include Department and its claims as part of that audit. Department will be able to audit Contractor's rebate information allowing Department to confirm that: i) 100% of all rebates, manufacturer administration fees, and price protection were fully passed through to Department, ii) Rebates were invoiced and paid correctly, and iii) Rebate metric guarantees, if any, were met and calculated per the terms of this Agreement. Contractor will cooperate in good faith to obtain information from the GPO to the extent practicable under Contractor contract terms with the GPO. \$0.40 PMPM will be collected as a Rebate administration fee from the Rebates collected before being passed back to Department.