

**NEW YORK STATE DEPARTMENT OF CIVIL SERVICE**

**and**

**CAREMARKPCS HEALTH, L.L.C.**

**AGREEMENT NO. C000718**

**AMENDMENT NO. 3**

This Third Amendment to Agreement # C000718, entitled Pharmacy Benefit Services, is entered into by and between New York State Department of Civil Service ("Department" or "DCS"), having its principal office at the Agency Building 1, Empire State Plaza, Albany, NY, 12239 and CaremarkPCS Health, L.L.C. ("Contractor"), a limited liability company authorized to do business in the State of New York with a principal place of business located at One CVS Drive, Woonsocket, Rhode Island 02895, and collectively referred to as "the Parties."

**WHEREAS**, on May 29, 2018, the Department of Civil Service issued a Request for Proposal (RFP) entitled, "Pharmacy Benefit Services for The Empire Plan, Excelsior Plan, Student Employee Health Plan, and New York State Insurance Fund Workers' Compensation Prescription Drug Programs," to secure the services of a qualified organization to provide Program Services as defined in the RFP; and

**WHEREAS**, as a result of the RFP, a contract was awarded to Contractor and assigned the contract number of C000718 ("Contract" or "Agreement"); and

**WHEREAS**, the original Agreement provided for an initial term of five (5) years; and

**WHEREAS**, pursuant to the First Amendment to the Contract, approved by OSC on February 4, 2019, the start date of the Contract was modified to commence on January 8, 2019, through and including December 31, 2023; and

**WHEREAS**, pursuant to the Second Amendment to the Contract, approved by OSC on November 8, 2021, the Contract was amended to incorporate provisions for the administration of the COVID-19 vaccine; update certain Exhibits as noted; as well as other amendments; and

**WHEREAS**, the Department has a continued need for such services; and

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**WHEREAS**, the Department was granted a single source exemption request by the Office of the State Comptroller (OSC) to extend the Contract with Contractor for a one-year period through December 31, 2024; and

**WHEREAS**, Contractor is willing to continue performing such services.

**NOW THEREFORE**, in consideration of the mutual covenants and agreements contained herein, the Parties hereby amend the Agreement as follows:

1. Appendix A, Standard Clauses for New York State Contracts, dated January 2014, is replaced with a new Appendix A, Standard Clauses for New York State Contracts, dated October 2019, attached hereto.
2. Section 2.1.0 of the Agreement is hereby deleted in its entirety and replaced with the following:  
  
"This Agreement, as amended, which services began on January 8, 2019, and continue through December 31, 2023, shall, subject to and effective upon the approval of the New York State Attorney General's Office (AG) and the New York State Office of the State Comptroller (OSC), be extended on January 1, 2024, through and including December 31, 2024 ("Expiration Date"), unless terminated in accordance with the provisions of the Agreement."
3. The Parties agree that for the time period of January 1, 2024, through and including December 31, 2024, all fees, discounts and guarantees shall remain at the rates provided in the Agreement unless modified herein.
4. Section 13.8.6 of the Agreement is amended to include a new subsection 13.8.f, as follows:

**"13.8.6** The Minimum Pharma Revenue amount due the DCS Program on an annual basis shall be calculated according to the formula: Contractor's Minimum Pharma Revenue Guarantee Per Final Paid Claim multiplied by the number of Final Paid Claims incurred for the respective Plan Year. The Contractor's Minimum Pharma Revenue Guarantee Per Final Paid Claim based on claims incurred for the respective Plan Year is:

13.8.6a [REDACTED] for the Plan Year 2019.

13.8.6b [REDACTED] for the Plan Year 2020.

13.8.6c [REDACTED] for the Plan Year 2021.

13.8.6d [REDACTED] for the Plan Year 2022.

13.8.6e [REDACTED] for the Plan Year 2023.

13.8.6f [REDACTED] for the Plan Year 2024."

5. Except as expressly amended herein, all terms and conditions of Agreement #C000718, as amended, shall remain in full force and effect.

(Remainder of this page intentionally left blank)

Contract Number: **C000718**

IN WITNESS WHEREOF, the Parties hereto have caused this Third Amendment to Agreement #C000718 to be duly executed on the day and year appearing opposite their respective signatures.

Agency Certification: "In addition to the acceptance of this Third Amendment to the Agreement, I also certify that original copies of this signature page shall be attached to all other exact copies of this Agreement."

NEW YORK STATE  
DEPARTMENT OF CIVIL SERVICE

CAREMARKPCS HEALTH, L.L.C.

FEIN: 75-2882129Name: Rebecca A. CorsoName: Cheryl BYRONTitle: Executive Deputy CommissionerTitle: Employer11/3/22

## CORPORATION ACKNOWLEDGMENT

State of ILLINOIS

) ss.:

County of COOK

On the 19<sup>th</sup> day of AUGUST in the year 20 22, before me personally appeared CHERYL BYRON known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that he/she/they maintains an office at Town of CHICAGO County of COOK, State of ILLINOIS; and further that: he/she/they is (are) the VICE PRESIDENT, EMPLOYER of CAREMARKPCS HEALTH the corporation described in and which executed the above instrument; that, by authority of the Board of Directors of said corporation, he/she/they is (are) authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, he/she/they executed the foregoing instrument in the name of and on behalf of said corporation.

Notary Public



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**Letitia James**  
**ATTORNEY GENERAL**

By: \_\_\_\_\_

Date: \_\_\_\_\_

Approved as to form: \_\_\_\_\_

**Thomas P. DiNapoli**  
**STATE COMPTROLLER**

By: \_\_\_\_\_

Date: \_\_\_\_\_

Approved: \_\_\_\_\_

<p><b>APPROVED</b> DEPT. OF AUDIT &amp; CONTROL</p>
<p>Feb 10 2023 Ashley Markowski</p>
<p>FOR THE STATE COMPTROLLER</p>