

**FIFTH AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT**

This is the Fifth Amendment ("Fifth Amendment") to the Professional Services Agreement ("Agreement") between City of Clearwater ("Client") with offices located at 100 South Myrtle Avenue, Clearwater, Florida 33756 and Evernorth Direct Health, LLC ("Evernorth") with offices located 26500 North Norterra Drive, Phoenix, Arizona 85085 effective October 1, 2015, whereby Evernorth agreed to provide for a Evernorth Direct Health Clinic ("Clinic") providing low acuity, urgent and episodic care and ancillary services for the benefit of Client employees and others (as defined in the Agreement). This Fifth Amendment is effective August 17, 2021 ("Fifth Amendment Effective Date"). Client and Evernorth are sometimes referred to herein individually as a "Party" and collectively as the "Parties."

WHEREAS, effective February 1, 2021, Cigna Onsite Health, LLC changed its name to Evernorth Direct Health, LLC and the Agreement as amended to reflect the name change; and

WHEREAS, pursuant to Section 28 of the Agreement, the Parties wish to amend the Agreement in accordance with the terms stated herein.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, as of the Fifth Amendment Effective Date, the Agreement is hereby amended as follows:

1. For purposes of this Fifth Amendment, capitalized terms used herein shall be as defined in the Agreement, as amended, or in any of the Schedules or Appendices attached thereto, unless otherwise specified.
2. Section 3, Term, of the Agreement is hereby renewed for the Renewal Term of twelve (12) months from 10/1/2021 through 9/30/2022.
3. The **Operating Budget (Appendix 1)** attached to Schedule B – Fees of the Agreement is hereby deleted in its entirety and replaced with the **Operating Budget (Appendix 1)** attached to this Fifth Amendment for the Renewal Term of 10/1/2021 through 9/30/2022.
4. The recitals and representations are true and accurate and are incorporated herein by reference.

[THIS SECTION INTENTIONALLY LEFT BLANK]

5. Except as modified by this Fifth Amendment, all other terms and provisions of the Agreement, as amended, and all Schedules and Appendices attached thereto, shall continue in full force and effect.

IN WITNESS THEREOF, the Parties hereto have caused this Fifth Amendment to be executed and signed by their respective officers duly authorized to do so. Electronic signatures are acceptable and have the same binding effects as original signatures.

EVERNORTH DIRECT HEALTH, LLC	
Signature:	<i>Jeffrey T Perry, DBA, PhD</i>
Print Name:	Jeffrey T. Perry, DBA, PhD
Title:	Chief Operating Officer, VP
Date:	August 18, 2021

Countersigned:

CITY OF CLEARWATER, FLORIDA

Frank Hibbard
Mayor

Micah Maxwell
City Manager

Approved as to form:

Attest:

Owen Kohler
Assistant City Attorney

Rosemarie Call
City Clerk

Appendix 1

EVERNORTH

Evernorth Direct Health

Cost Projection Estimates Prepared for: City of Clearwater - Budget Renewal

Description		10/1/21 - 9/30/22
Participants - Eligible for Access		3,140
Potential Visits		7,850
Penetration Rate		67.5%
Projected Primary Care Visits		5,300
Prevention/Health Promotion Visits		1,550
FTE's	Physician	1.00
	Nurse Practitioner	1.00
	Medical Assistant	2.00
	Front Office	1.00
	LPN & Office Manager	1.00
	Total FTE's	6.00
Salaries & Benefits		836,000
Supplies		234,000
Other Direct Expenses		110,000
System Expenses		77,000
Total Operational Expense Estimate		1,257,000
Admin Fee		20,000
Management Fee		84,000
Infrastructure Costs		292,000
Total Fee Estimate		396,000
Total On Site Health Center Cost Estimate		1,653,000

Assumptions

- 1) The facility is staffed as indicated in the FTE section above; temporary staff is not included in FTE count.
- 2) Full-time is considered to be 40 hours per week and represented by 1.00 FTE.
- 3) Operating costs include system licensure based on the number of professional staff.
- 4) Marketing for communications to those eligible for access to the site is planned at \$5000 per year (pass thru exp, only charged if used).
- 5) Recruitment cost for staff is projected at \$10000 per year (pass thru exp, only charged if used).
- 6) Assumes 50% of eligible participants receive a flu shot in the clinic.
- 7) Visits include medical and health promotion (estimate 2.5 visits per participant per year).
- 8) Lab vendor will be paid through clinic instead of lab vendor submitting claim directly to insurance. Estimated at \$4K per mo. (pass thru exp).
- 9) Includes cost of prepackaged medicine at \$13.25 per script assuming 1.3 scripts per visit.
- 10) The projection does not include an estimate for temporary labor coverage (pass thru exp if approved and incurred).
- 11) Does not include data conversion.
- 12) High Speed Internet must be available to the building and extended to demark within vendor service distance requirements. Additional connectivity charges for Internet/DSL/Telephone svcs could apply if clinic cannot use client's existing service providers.
- 13) Radiology expenses are included and average \$3,000 per month (pass thru exp).
- 14) Other Direct Expenses includes Audiometer, Spirometer and Hearing Booth equipment purchases & shipping in Year 1 (Approx. \$8,300).
- 15) Includes cost of temporary PA.

Request for Taxpayer Identification Number and Certification

► Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the
requester. Do not
send to the IRS.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Evernorth Direct Health, LLC	
2 Business name/disregarded entity name, if different from above	
3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input checked="" type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► C Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) ►	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
5 Address (number, street, and apt. or suite no.) See instructions. 25500 N Norterra Drive	Requester's name and address (optional)
6 City, state, and ZIP code Phoenix, AZ 85085	
7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number								
			-					
or								
Employer identification number								
3	2		-	0	2	2	2	5 2

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ► <i>Debbie Coolidge</i>	Date ► <i>2/1/2021</i>
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.