



Michigan Municipal Services Authority

**EXECUTIVE COMMITTEE
RESOLUTION 2019-05**

**Third Amendment to Independent Contractor Agreement with The Segal Company
(Midwest), Inc.**

The Michigan Municipal Services Authority (the "**Authority**") adopted Resolution 2013-21 on August 8, 2013 to retain Moroni Fantin, LLC ("**MF**") to provide professional services relating to the development, establishment, and implementation of the Virtual Health and Wellness Marketplace Initiative.

MF merged with The Segal Company (Midwest), Inc. ("**Segal**") and the Authority adopted Resolution 2014-21 on May 22, 2014 to retain Segal to continue to provide services relating to the establishment and maintenance of the Virtual Health and Wellness Marketplace.

The Authority adopted Resolution 2016-21 on March 10, 2016 to amend the agreement related to Compensation; Contractor Responsibilities; and Commission Share.

Segal now seeks another amendment to extend the term of the agreement until either party terminates it.

The executive committee of the Michigan Municipal Services Authority (the "**Authority**") resolves that the following agreement amending the independent contractor agreement with The Segal Company (Midwest), Inc. and that the chief executive officer of the Authority is authorized to sign the agreement on behalf of the Authority:

**THIRD AMENDMENT TO THE INDEPENDENT CONTRACTOR AGREEMENT FOR
PROVISION OF SERVICES RELATING TO THE ESTABLISHMENT AND
MAINTENANCE OF VIRTUAL HEALTH AND WELLNESS MARKETPLACE**

This agreement is between the MICHIGAN MUNICIPAL SERVICES AUTHORITY, a Michigan public body corporate (the "**Authority**") and THE SEGAL COMPANY (MIDWEST), INC., an Illinois corporation (the "**Contractor**").

The parties want to amend the Independent Contractor Agreement for Provision of Services Relating to the Establishment and Maintenance of Virtual Health and Wellness Marketplace between the parties originally effective on August 10, 2013, and first amended on January 2, 2014 and second amended on March 16, 2016 (the "**Agreement**").

The parties therefore agree as follows:

1. Amendment to Section 2. Section 2 of the Second Amendment is hereby amended and restated in its entirety to read as follows:

"2. Compensation.

(a) The Authority shall pay the Contractor the following amounts for the following services:

(1) \$200.00 per hour for program development and on-going administration of any programs developed and implemented, up to a capped amount for each project as agreed between the Authority and Contractor in a written project budget.

(2) Any commissions received on behalf of the Authority for administration of its health care program will offset any monthly charges.

(b) The Contractor shall invoice the Authority not more than monthly for services provided by the Contractor under the Agreement."

2. Amendment to Section 4. Section 4 of the Agreement is hereby amended and restated in its entirety to read as follows:

"4. **Term.** This Agreement is effective when signed by the Authority and Contractor and continues until either party terminates it per Section 5. Termination without Cause or Section 6. Termination for Cause."

3. Section 29 of the Agreement regarding notice to the Contractor is amended so that notice shall be provided to:

Kimberly Wixson
Vice President
The Segal Group
3001 W. Big Beaver Road, Suite 320
Troy, MI 48309

With a copy to:

General Counsel
The Segal Group
333 West 34th Street
New York, NY 10001

3. **Effectiveness; Date.** This amendment will become effective when all of the parties have signed it. The date of this amendment will be the date this amendment is signed by the last party to sign it (as indicated by the date associated with that party's signature).

Each party is signing this agreement on the date stated opposite that party's signature.

MICHIGAN MUNICIPAL SERVICES AUTHORITY

Date: _____

By: _____
Robert Bruner, Chief Executive Officer

Date: _____

THE SEGAL COMPANY (MIDWEST), INC.

By: _____
Kimberly Wixson, Vice President

Secretary's Certification:

I certify that this resolution was adopted by the executive committee of the Michigan Municipal Services Authority at a properly-noticed open meeting held with a quorum present on February 14, 2019.

By:



James Cambridge
Authority Secretary