

**SECOND AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT
BETWEEN
WAGeworks, INC.
AND**

THE STATE OF DELAWARE, DEPARTMENT OF HUMAN RESOURCES

This document (hereinafter referred to as "Amendment") shall serve to amend the original Professional Services Agreement for COBRA administration effective March 1, 2014 (hereinafter referred to as "Agreement") between the State of Delaware, Department of Human Resources ("State") having its principal place of business at 97 Commerce Way, Suite 201, Dover, Delaware 19904 and WageWorks, Inc., with offices at 110 Park Place, 4th Floor, San Mateo, CA 94403 ("Contractor").

WHEREAS, the Agreement referenced above was between Ceridian HCM, Inc., and the State and Ceridian entered into an Assignment, Assumption and Consent Agreement to WageWorks, Inc., and:

WHEREAS, the State contemporaneously entered into an amendment with WageWorks to assume COBRA administration services effective March 1, 2016;

WHEREAS, the State and Contractor hereby desire to amend the Agreement to extend the term of the contract for COBRA administration services for one (1) additional year and provide direct bill administration services for members of the Group Health Insurance Program's Diamond State Port retirees:

NOW THEREFORE, in consideration of the representations and mutual covenants herein undertaken, the parties agree as follows:

1. Effective October 1, 2018, Contractor shall perform the following direct bill services for the State for the retirees of the participating group Diamond State Port and for the following fees:
 - a. Services:
 - i. Monthly invoicing to Diamond State Port retirees (participants);
 - ii. Eligibility reporting to the State; and
 - iii. Tracking of remainder of eligibility period.
 - b. Fees:
 - i. One-time implementation fee of \$500.00; and

- ii. Administration fee of \$5.00 PPPM (per participant per month) with a monthly minimum charge of \$100.00.
2. For COBRA administration services for the State, the term of the contract as set forth in Section 2.1, shall be extended for a term of one (1) year commencing on January 1, 2019 (the "Effective Date") and expiring December 31, 2019 (the "Extended Term"). All fees shall be fixed for the duration of the Extended Term of this amendment.

Except as modified by this Amendment, all other terms and conditions of the above referenced Agreement will remain unchanged and in full force and effect.

STATE OF DELAWARE
DEPARTMENT OF HUMAN RESOURCES

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By: Faith L. Kentz
~~Brenda L. Lakeman~~, Director
Statewide Benefits

Date: 12/10/2018

WAGeworks, Inc.

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By: _____
Authorized Signature

Title: VP Legal Affairs

Date: 12/13/2018