

First Amendment to the Contract

This First Amendment to the Contract for Iowa Medicaid Enterprise Services (the “Contract”) between the State of Iowa, Department of Human Services (the “Agency” or “DHS”) and Ingenix Public Sector Solutions, Inc. (the “Contractor”) effective as of July 1, 2010 is made pursuant to Section 22.5 of the Contract This Amendment is effective as of July 1, 2010 and will remain coterminous with the Contract. The Amendment modifies, to the extent specified below, the terms and conditions of the Contract:

1. Section 15 of the Contract is hereby added to read as follows:

Section 15.4 Notwithstanding any other provision of this Section 15, Contractor shall provide the Department with an escrow agreement acceptable to the Department that names the Department as the escrow beneficiary for the IFADS and IPRO software. Contractor will assure that the escrow is kept up to date with any future software upgrades, and the escrow shall include source code and all software documentation to enable continuity of operations in the event of contract expiration or termination.

2. Ratification, Authorization, and Contingency: Except as expressly amended and supplemented herein, the Contract shall remain in full force and effect, and the parties hereby ratify and confirm the terms and conditions thereof. Each party to this Amendment represents and warrants to the other that it has the right, power, and authority to enter into and perform its obligations under this Amendment, and it has taken all requisite actions (corporate, statutory, or otherwise) to approve, execute, deliver and perform pursuant to this Amendment, and this Amendment constitutes a legal, valid and binding obligation upon itself in accordance with its terms. This amendment is subject to and contingent upon CMS approval.

3. Execution: In Witness Whereof, in consideration of the mutual covenants set forth above and for other good and valuable consideration, the receipt, adequacy and legal sufficiency of which are hereby acknowledged, the parties have entered into the above Amendment and have caused their duly authorized representatives to execute this Amendment.

State of Iowa, acting by and through the Iowa Department of Human Services (Agency)

By: _____

Date: _____

Charles M. Palmer
Director

Ingenix Public Sector Solutions, Inc.

By: _____

Date: _____