

PROFESSIONAL SERVICES AGREEMENT

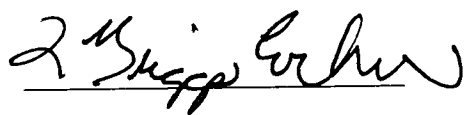
This Professional Services Agreement (Agreement) is made and entered into by and between Lexington-Fayette Urban County Government in Fayette County, Kentucky ("Client") and Benefit Insurance Marketing, having its principal place of business in Fayette County, Kentucky, at 1151 Red Mile Road, Lexington, Kentucky 40504 ("BIM").

1. Purpose of the Agreement is to extend the contract executed between the Client and BIM on the 19th day of April, 2011 for an additional year ending December 31, 2014 and amending the scope of consulting services provided in Exhibit A to include the following:
 - Qualified Adult Benefits
 - Affordable Care Act Impact
 - Section 125 Administration
 - Dependent Eligibility Audit Relative to Health Care Benefits
2. Purpose of the Agreement is to amend the structure for monthly remuneration to a flat dollar amount, \$9,750, vs. expressing it as a PEPM (per employee per month) amount based on the annualized contractual fee of \$117,000 divisible by the estimated employee/retiree enrollment in the health plan. The current method must be trued up annually due to fluctuating enrollment in the health plan. The flat \$9,750 will continue to be passed through the medical TPA billing. The annualized fee remains \$117,000.
3. This agreement may be extended annually upon written agreement of Benefit Insurance Marketing and client no later than 30 days prior to December 31st.

EXECUTED AND AGREED TO by Lexington Fayette Urban County Government and Benefit Insurance Marketing on this 10 day of January, 2014

ACCEPTED:

Benefit Insurance Marketing

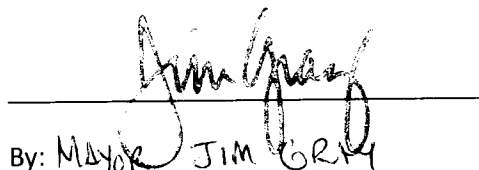


By: L Briggs Cochran, President

Date: 1-10-13

ACCEPTED:

Lexington Fayette Urban County Government



By: Mayor JIM GRAY

Date: 2-19-14