

HealthFlex Health Care Reform Plan Sponsor Model and Toolkit Release and Hold Harmless Adoption Agreement Amendment

Plan Sponsor Name _____

Plan Sponsor ID _____ UMC ID # _____

HealthFlex ID # _____ Effective Date _____

Wespath Benefits and Investments (Wespath) has worked with Mercer Health & Benefits LLC (Mercer) to provide HealthFlex plan sponsors with information, data, a quantitative model (Model), a comprehensive assessment and communications toolkit (Toolkit) regarding the impact of the Patient Protection and Affordable Care Act [PPACA, also called the ACA or health care reform (HCR)] on plan sponsors' participants, their portions of the HealthFlex plan and the Plan itself.

The Model and Toolkit are intended to be informative and illustrative decision tools for the Plan Sponsor to use in assessing the PPACA's impact on its participant population and its respective portion of the HealthFlex plan. The Model and Toolkit consist of, among other things:

- HealthFlex Plan Sponsor ACA Impact Model—A Primer
- UMC Plan Sponsor ACA Impact Model—Executive Summary
- Health Care Reform Frequently Asked Questions (FAQs);
- Health Care Reform Model for Plan Sponsors
- HCR Model User Guide
- Any formal or informal communications with respect to the Model, Toolkit, related materials and/or any general information or analysis regarding the ACA, including but not limited to in-person, telephone, electronic or recorded conversations, explanations or presentations.

Wespath and Mercer may provide additional information considered part of the Model or Toolkit to the Plan Sponsor.

The Model is based on the terms of the PPACA as enacted, as modified by federal courts, and upon regulations (final, proposed or interim) and other published guidance issued by the federal agencies with jurisdiction, i.e., the Department of Health and Human Services (HHS), the Department of Labor (DOL) and the Internal Revenue Service (IRS)—collectively, the "Departments," as of December 31, 2013. The Model makes certain other assumptions based on industry and market data available to Mercer. In addition, the Model is built on general demographic and compensation data from Wespath and adjusted to comport with prior denominational survey data held by Wespath.

In consideration for access to the Model and use of the Toolkit, the Plan Sponsor hereby agrees with Wespath through this *Health Care Reform Plan Sponsor Model Release and Hold Harmless Adoption Agreement Amendment* ("Amendment") as follows:

Reasonable Control Efforts

Plan Sponsor will undertake reasonable and good faith efforts to control distribution and dissemination of the Model beyond Plan Sponsor's directors, officers and essential personnel.

Not Legal or Financial Advice

Plan Sponsor acknowledges that the Model is not in any manner intended to constitute legal advice or counsel; accounting, financial or tax advice or counsel; nor to be solely relied upon by the Plan Sponsor for definitive decision-making regarding health benefit offerings.

The Model and Toolkit Provided “As Is”

Plan Sponsor acknowledges that Wespath provides the Model and Toolkit “as is.” Plan Sponsor acknowledges that, in consideration of the agreements of Wespath in this Agreement, Wespath makes no warranty or representation, express or implied, or arising by operation of law, including, but in no way limited to, any warranty of merchantability, suitability or fitness for a particular purpose.

Notwithstanding the information contained in the Model and Toolkit, the Plan Sponsor retains the discretion and responsibility in making its own determinations and final decisions regarding its participant health benefits.

Indemnification

Plan Sponsor agrees to indemnify and hold Wespath harmless from any and all claims against or losses (including expenses and reasonable attorneys’ fees) sustained by Wespath related to reliance upon the Model or Toolkit as anything more than an informative and illustrative applied analysis of the terms of the PPACA and the regulations thereunder by the Plan Sponsor, or from any third party who receives a copy directly or indirectly from the Plan Sponsor.

Adoption Agreement Remains in Full Force and Effect

Except as expressly amended herein by this Amendment, the *HealthFlex Plan Sponsor Adoption Agreement* shall remain in full force and effect without modification. Capitalized terms used herein, but not otherwise defined, shall have the meaning ascribed to them in the Adoption Agreement.

IN WITNESS WHEREOF, the Parties hereto have duly executed this Amendment as of the date indicated below.

Plan Sponsor

By _____ Date _____
Name _____
Title_____

**General Board of Pension and Health Benefits of The United Methodist Church,
Incorporated in Illinois (Wespath)**

By _____ Date _____
Name _____
Title_____

By _____ Date _____
Name _____
Title_____