



## FIRST AMENDMENT TO SERVICES AGREEMENT

THIS FIRST AMENDMENT TO SERVICES AGREEMENT (this "Amendment") is made and entered into as of 05-11-2020, by and between City of Central Falls ("Client") and BASIC Benefits, LLC ("BASIC Benefits"), a Delaware company, collectively referred to as (the "Parties"). Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Services Agreement (as defined below).

### WITNESSETH:

WHEREAS, the Parties entered into a certain Agreement or Agreements regarding one or more of the following service offerings provided by BASIC Benefits (individually or collectively referred to as the "Services Agreement"),

COBRA Administration	Flexible Spending Accounts (FSA)
Health Reimbursement Arrangements (HRA)	Health Savings Account (HSA)
Parking & Transit Administration (CDH)	ACA Elevate
ERISA Essentials	HIPAA Compliance
HR Assist Lite	Dependent Verification
Human Capital Management (HCM)	FMLA
Leave Management	

whereby Client and BASIC Benefits set forth their agreements with respect to certain services to be provided by BASIC Benefits to Client; and

WHEREAS, the Parties desire to amend the Services Agreement to continue some of BASIC Benefits' services to Client under certain circumstances and to reflect the terms otherwise specified herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements set forth herein and, in the Services Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Amendment with Respect to Name Change.** All references to "BASIC" in the Services Agreement (and in all other provisions of any other agreements) shall be replaced with "BASIC Benefits" upon completion.

2. **Amendment with Respect to Assignability.** Any and all Sections with respect to Assignability are hereby amended by deleting all of the current provisions of the Service Agreement and inserting in lieu thereof the following:

**Assignment.** This Agreement is binding on the Parties hereto and their respective successors and assigns. Either Party may, or has the power to, assign this Agreement with the prior written consent of the other. Further, BASIC Benefits may assign its rights and obligations under this Agreement without the approval of Client (a) to an entity which acquires all or

substantially all of the assets of BASIC Benefits, or (b) to any subsidiary or affiliate or successor in a merger, acquisition, restructuring or reorganization of BASIC Benefits.

3. **Amendment with Respect to NACHA.** All service agreements are hereby amended to include required NACHA language as follows:

**Automated Clearing House.** Client agrees to comply with all BASIC Benefits policies with respect to the Administrative Services, and all National Automated Clearing House Association ("NACHA") operating regulations, and other rules (collectively, "Operating Regulations"), and all applicable federal, state, or local laws, rules, regulations, and regulatory guidance relating to the conduct of its business. Client agrees and acknowledges that NACHA reserves the right to amend the Operating Regulations without notice to Client. Client agrees to authorize BASIC Benefits or the Originating Depository Financial Institution ("ODFI") to audit Client compliance to the Operating Regulations.

4. The Services Agreement, as amended herein, is ratified and confirmed.

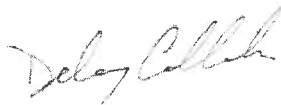
5. All other terms and conditions of the Services Agreement remain unchanged and in full force and effect.

6. This Amendment may be executed in counterparts (including by facsimile or other electronic transmission), all of which together shall constitute an agreement binding on all the Parties, notwithstanding that all such Parties are not signatories to the original or the same counterpart. Each Party shall become bound by this Amendment immediately upon affixing its signature hereto.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed as of the date first above written.

**BASIC Benefits, LLC**

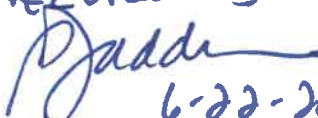
Signature:



Print Name: Delaney Callahan, Esq.

Title: Contract Manager

Date: 05-11-2020

REVIEWED  
  
6-22-2020

**CLIENT:**

Signature:



Print Name:

James A. Diossa

Title: Mayor

Date: Approved as to form and correctness:

2

