

**AMENDMENT No. 1**

This Amendment No. 1 hereby amends the Employee Benefits Consulting Services Agreement (“Agreement”) dated January 1, 2008 by and between Keenan & Associates (“Keenan”) and Sylvan Union School District (“Client”) as follows (Client and Keenan may hereafter be referred to collectively as “Parties”):

WHEREAS; Client and Keenan desire to amend the Agreement to better reflect the intention of the parties.

NOW, THEREFORE, the Parties agree as follows:

1. Exhibit C - Compensation:  
Keenan shall also receive commissions from insurance carriers and/or other vendors for the placement of insurance coverage pursuant to the Agreement. Client shall have no responsibility for the payment of any such commission to Keenan. Client acknowledges that commissions paid by insurance carriers and/or other vendors that are directly related to the coverage purchased by Client may impact the pricing that Keenan is able to obtain for Client for such coverage. From medical carriers, Keenan will receive 0.8% commissions from Kaiser Permanente and 1% commissions from other medical carrier. For Retiree First, compensation received is \$15 per enrollee per month.
2. The effective date of this Amendment is January 1, 2019.
3. All other terms and conditions of the Agreement are unchanged.
4. Each person signing this Amendment to the Agreement on behalf of a Party represents and warrants that he or she has the necessary authority to bind such Party and that this Amendment is binding on and enforceable against such Party.

<b><u>Sylvan Union School District</u></b>		<b><u>Keenan &amp; Associates</u></b>	
<b><u>Signature:</u></b>		<b><u>Signature:</u></b>	
<b><u>By:</u></b>	<b><u>Yvonne Perez</u></b>	<b><u>By:</u></b>	<b><u>John Scatterday</u></b>
<b><u>Title:</u></b>	<b><u>Assistant Superintendent, Business Services</u></b>	<b><u>Title:</u></b>	<b><u>Senior Vice President</u></b>
<b><u>Address:</u></b>	<b><u>605 Sylvan Avenue</u></b>	<b><u>Address:</u></b>	<b><u>2355 Crenshaw Blvd., Suite 200</u></b>
	<b><u>Modesto, CA 95350</u></b>		<b><u>Torrance, CA 90501</u></b>
<b><u>Attention:</u></b>	<b><u>Carol Smith</u></b>	<b><u>Attention:</u></b>	<b><u>Liesel J. Collins</u></b>