

**SECOND ADDENDUM
TO PROFESSIONAL SERVICES AGREEMENT**

This Second Addendum to Service Order to Professional Services Agreement (the "Addendum"), dated as of the later of the signature dates below (the "Addendum Effective Date"), is made by and between City of Olathe ("Client") and Marathon Health, LLC ("Marathon").

WITNESSETH

WHEREAS, Marathon and Client entered into that certain Professional Services Agreement, dated as of June 11, 2015 for certain preventive, wellness, disease management, health consultation, occupational health and primary care services for its employees (as amended, the "Agreement");

WHEREAS, Client wishes to add the services of a behavioral health counselor; and

WHEREAS, on June 7, 2018, the term of the Agreement was extended through June 3, 2020, and the Parties now desire to extend the Term of the Agreement through June 3, 2023.

NOW, THEREFORE, in consideration of the promises, terms, covenants and conditions set forth herein and in the Agreement, the Parties agree as follows:

The Agreement is hereby amended as follows:

1. **Addition of Behavioral Health Counselor.** The "Health Center Staffing" section of Exhibit C of the Agreement is amended to increase the current staffing by one .2 FTE Behavioral Health Counselor ("BH Counselor") for the provision of services described on Appendix 1 attached hereto.
2. **Fees.** Effective as of the date of hire, the current Annual Service Fee shall be increased by the salary of the BH Counselor multiplied by 1.75. Such salary shall fall within a range of \$26,893 to \$30,590 (not to exceed \$30,590). In addition, Marathon will invoice Client a one-time implementation fee in the amount of \$8,501 (subject to a discount if either or both of the City of Overland Park and the Shawnee Mission School District execute an addendum with Marathon to share the BH Counselor services) for the recruiting, training travel, equipment and software fees related to the addition of the BH Counselor. Marathon will invoice Client for the implementation fee upon execution of this Addendum and Client will pay the invoiced amount within 30 days of the date of invoice.
3. **Term.** The Term of the Agreement shall be extended through June 3, 2023. Marathon will waive the annual increase to the Annual Service Fee set forth in Exhibit H of the Agreement for such extension period.
4. **Miscellaneous.** This Addendum is made under and incorporates the terms and conditions of the Agreement. The terms and conditions set forth in this Addendum are in addition to and not in substitution of any terms or conditions set forth in the Agreement. Except as specifically modified by this Addendum, the terms and conditions of the Agreement remain in full force and effect.

IN WITNESS WHEREOF, each of the parties hereto has executed this Agreement as of the Addendum Effective Date.

CITY OF OLATHE

Signed: _____

Name: _____

Title: _____

Date: _____

MARATHON HEALTH, LLC

Signed: _____

Name: _____

Title: _____

Date: _____

APPENDIX 1
BEHAVIORAL HEALTH SERVICES

Behavioral Health Services	Description
Individual, couples and family counseling for behavioral health issues	<ul style="list-style-type: none">• Such as stress, depression, anxiety, grief, relationships, eating disorders and substance abuse.• If dependents are covered in the contract counseling will be offered to ages 12 and older.