

**AMENDMENT NUMBER ONE TO
AGREEMENTS FOR FLEXIBLE SPENDING ACCOUNT
ADMINISTRATION BETWEEN
FLORES & ASSOCIATES, LLC
AND
THE CITY OF ANN ARBOR**

The City of Ann Arbor, a Michigan municipal corporation ("City") and Flores & Associates, LLC, ("Contractor") agree to amend their Flexible Spending Account Administration Agreements for: 1) Medical Reimbursement Claims Administration; 2) Dependent Care Assistance Claims Administration; and 4) Section 105 Health Reimbursement Account Administration, which were executed by the parties dated April 16, 2008 as follows:

- 1) Paragraph 9 on each of the above-referenced Agreements is amended to strike the second sentence concerning the City's indemnification obligation; Paragraph 9 shall instead read as follows:

9. Flores Not a Party to Plan. No provision of this Agreement shall be deemed to make Flores or any entity affiliated with Flores a party to the Plan or a fiduciary of the Plan.

- 2) Paragraph 11 on each of the above-referenced Agreements is removed and replaced with the following:

11. Governing Law. The parties agree that this Agreement shall remain silent on location of jurisdiction and governing law location, regardless of what jurisdiction may be involved in said Agreement.

All terms, conditions, and provisions of the original agreements between the parties dated April 16, 2008, unless specifically amended above, are to apply to this amendment and are made a part of this amendment as though expressly rewritten, incorporated, and included herein.

This amendment to the agreements between the parties shall be binding on the heirs, successors and assigns of the parties.

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Dated this ____ day of December, 2017.

For Contractor

By Michael J. Flores
Michael J. Flores

Its: Chief Financial Officer, Flores & Associates

Approved as to form and content

Stephen K. Postema, City Attorney
BB

For City of Ann Arbor

By _____
Christopher Taylor, Mayor

By _____
Jacqueline Beaudry, City Clerk

Approved as to substance

Howard S. Lazarus, City Administrator

Service Area Administrator