

AMENDMENT NUMBER SEVENTEEN TO  
EXPRESS SCRIPTS, INC.  
PHARMACY BENEFIT MANAGEMENT AGREEMENT

This AMENDMENT NUMBER SEVENTEEN (the "Amendment") is entered into as of the Effective Date, by and between EXPRESS SCRIPTS, INC., a Delaware corporation ("ESI"), and COUNTY OF VENTURA as owner of the VENTURA COUNTY HEALTH CARE PLAN, a health care service plan organized under the laws of the State of California ("Sponsor").

RECITALS

A. ESI and Sponsor are parties to a Pharmacy Benefit Management Agreement dated as of October 18, 2011, as amended from time to time (the "Agreement"), pursuant to which ESI provides certain prescription drug benefit management services to Sponsor.

B. Sponsor and ESI desire to update and amend the Agreement in accordance with the terms and conditions set forth herein.

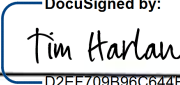
NOW, THEREFORE, in consideration of the premises and other conditions contained herein, the parties hereto hereby agree as follows:

TERMS OF AMENDMENT


1. **DEFINITIONS.** For purposes of this Amendment, any capitalized term not otherwise defined herein shall have the meaning set forth in the Agreement.
  - (a) "Anchor Date Rebate" is defined as the Rebate (or the equivalent) for an impacted drug within the 30-day period preceding the change in price of such drug.
  - (b) "Inflationary Factor" is defined as the average year-over-year price increase of the applicable category for the impacted drug.
  - (c) "New Rebate" is defined as the Rebate (or the equivalent) for an impacted drug within the 30-day period following the change in price of such drug.
2. **REBATE RECONCILIATION-** As part of the annual Rebate (or the equivalent) reconciliation, the quarterly share payments will be reconciled against the aggregate Rebate (or the equivalent) guarantee amounts reduced by the aggregate difference between the Anchor Date Rebate (defined herein) plus an Inflationary Factor (defined herein), and the New Rebate (defined herein), for the drugs impacted by the American Rescue Plan Act of 2021, for the remainder of the term of the PBM Agreement.
3. **REBATE GUARANTEE ADJUSTMENT-** Notwithstanding anything to the contrary in the foregoing, Sponsor may seek a Rebate (or the equivalent) guarantee adjustment as part of a market check or other contractual pricing refresh.
4. **EFFECT OF AMENDMENT.** Except as expressly provided herein, the terms and conditions of the Agreement shall remain in full force and effect. In the event of a conflict between this Amendment and the Agreement, the terms of this Amendment shall prevail.
5. **EFFECTIVE DATE:** This amendment shall be effective January 1, 2024 ("Effective Date")

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the day and year below set forth.

EXPRESS SCRIPTS, INC.

By:   
D2EF709B96C644E...  
Printed Name: Tim Harlan  
Title: VP, Health Plans, Account Management  
Date: 01/12/2024 | 12:35 PM EST

COUNTY OF VENTURA as owner and operator of  
the VENTURA COUNTY HEALTH CARE PLAN

By:   
Printed Name: Barry Zimmerman  
Title: HCA Director  
Date: 1/11/2024