

**AMENDMENT NO. 2 TO THE AGREEMENT FOR PROFESSIONAL CONSULTANT SERVICES BENEFIT BROKER**

This Amendment No. 2 is made and effective as of January 1, 2026 (“Effective Date”), by and between the City of Upland, a municipal corporation (“City”) and Keenan & Associates (“Consultant”). City and Consultant are sometimes referred to herein individually as a “Party” and collectively as “Parties”.

**RECITALS**

**WHEREAS**, the City and Consultant have entered into the Benefit Broker Agreement, dated January 1, 2024 (“Agreement”); and

**WHEREAS**, the City and Consultant have entered into Amendment No. 1 to the Benefit Broker Agreement on January 1, 2025 (“Amendment No. 1”); and

**WHEREAS**, the Agreement, as amended, expires on **December 31, 2025**; and

**WHEREAS**, the Parties desire to continue their relationship subject to the terms and conditions outlined in the Agreement.

**NOW, THEREFORE**, the Parties agree:

1. The Parties hereby amend the contract term set forth in Section 1 of the Agreement to end on June 30, 2029 with the option to mutually extend the term for one additional two-year period.
2. The Agreement, as amended, is amended by deleting Subsection 4.a. and Exhibit B, and by substituting the following therefor:

“City agrees to pay Consultant, in monthly installments, in accordance with the following schedule during the term of the Agreement:

<b>Period</b>	<b>Monthly Installment</b>	<b>Annual Amount</b>	<b>Note</b>
1/1/2026 - 6/30/2026	\$ 6,320.05	\$37,920.30	Extension to Fiscal Year Cadence
7/1/2026 - 6/30/2027	\$ 6,320.05	\$75,840.60	Year 1
7/1/2027 - 6/30/2028	\$ 6,446.45	\$77,357.40	Year 2
7/1/2028 - 6/30/2029	\$ 6,575.38	\$78,904.56	Year 3
7/1/2029 - 6/30/2030	\$ 6,706.88	\$80,482.56	Optional Two-year Extension Period
7/1/2030 - 6/30/2031	\$ 6,841.02	\$82,092.24	

Rather than have an ever-changing contracted commission amount based on fluctuating Kaiser premiums, this dollar amount will be fixed for the length of the contract and employee premium rates will be net of commissions.

Any other non-Kaiser Medical plan, Dental, Vision, Disability, and voluntary plans

commissions are not subject to the fee arrangement, Keenan shall be entitled to all commissions with no cap, and such amounts are in addition to the amounts listed above.

3. The following sentence in Section 4.b. shall be deleted in its entirety: “In no event shall the total, all-inclusive annual sum payable under this Agreement (*basic Agreement amount and additional work*) exceed fifty thousand dollars (\$50,000.00).”
4. All the remaining terms and conditions of the Agreement shall remain unchanged and in full force and effect and shall govern the conduct of the Parties during the term.
5. Each person signing this Amendment No. 2 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 No. 2 is binding on and enforceable against such Party.
6. A manually or electronically signed copy of this Amendment No. 2 which is transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Amendment No. 2 for all purposes.
7. This Amendment No. 2 may be signed in counterparts, each of which shall constitute an original.

**[SIGNATURES ON THE FOLLOWING PAGE]**

**SIGNATURE PAGE FOR  
AMENDMENT NO. 2 TO THE AGREEMENT FOR  
PROFESSIONAL CONSULTANT SERVICES BENEFIT BROKER  
WITH KEENAN & ASSOCIATES**

**IN WITNESS WHEREOF**, the City and Consultant have approved this Second Amended Agreement effective the day and year first above written.

**CITY:**

City of Upland  
460 N. Euclid Ave.  
Upland CA 91785

**CONSULTANT:**

Keenan and Associates  
2355 Crenshaw Blvd., Suite 200  
Torrance CA 90501

By: DocuSigned by:  
*Michael Blay*  
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F4221A8F85BE347A...  
Michael Blay  
City Manager

By: DocuSigned by:  
*Laurie LoFranco*  
\_\_\_\_\_  
16AE765809E7MFB...  
Laurie LoFranco,  
Senior Vice President

**ATTEST:**

By: DocuSigned by:  
*Keri Johnson*  
\_\_\_\_\_  
F4221A8F85BE347A...  
Keri Johnson  
City Clerk

**APPROVED AS TO FORM:**

By: DocuSigned by:  
*Thomas Rice*  
\_\_\_\_\_  
0A98605EF9C842A...  
Thomas A. Rice  
City Attorney