

2013 LETTER OF AGREEMENT

UNITED NETWORKS OF AMERICA  
UNA Rx CARD DIVISION

FREE DISCOUNT PROGRAM AGREEMENT

THIS LETTER OF AGREEMENT, to be effective MARCH 26, 2013, is between UNITED NETWORKS OF AMERICA, INC. with corporate headquarters at 3636 Sherwood Forest, Sherwood Tower 440, Baton Rouge, LA 70816 (hereinafter referred to as "United Networks of America" and Muskegon County with headquarters at 990 Terrace Street, Muskegon, MI 49442 (hereinafter referred to as "SPONSOR").

WITNESSETH

WHEREAS, SPONSOR wishes to provide a free discount prescription drug card to members and is willing to let United Networks of America be the exclusive provider for these benefits,

WHEREAS, United Networks of America has developed a discount prescription drug program and will provide SPONSOR with access to this program,

United Networks of America agrees to provide SPONSOR with a free discount drug card program at no cost. SPONSOR is responsible for any expenses related to promoting the program. However, SPONSOR is not obligated to promote the program. SPONSOR must abide by all state laws and be properly licensed in each state they conduct business in; failure to do so may result in immediate cancellation of agreement.

This exclusive agreement shall remain in full force and effect, unless otherwise terminated, for a term of three (3) years. The term of this agreement shall be automatically renewed for successive additional three (3) year terms unless written notice to the contrary is given by either party to the other not less than sixty (60) days prior to the end of the then current three (3) year term. Either party may terminate this agreement, without cause, by providing a thirty (30) day written notice. SPONSOR will not utilize any other vendor for these services throughout the term of this agreement and during the twelve (12) month run-out period after termination of this contract.

United Networks of America has developed "LOWEST PRICE" logic to guarantee that members get the best available price on UNA Rx Card prescriptions (members pay the lower of a discount off Average Wholesale Price-AWP, discount off MAC Pricing, or Pharmacy Promotional/Retail price).

Rebate/Transaction Fees:

United Networks of America shall pay to SPONSOR a portion of the Rebate/Transaction fees collected on prescriptions processed through the UNA RX CARD program. In accordance with the schedule outlined below. The Rebate/Transaction fee only applies to prescriptions that are adjudicated at the negotiated rates. United Networks of America commits to use its best efforts to adjudicate as many prescriptions as possible at the negotiated rate. Prescriptions that adjudicate at the Retail-U&C (Usual and Customary) price DO NOT qualify for Rebate/Transaction payments. United Networks of America is under no obligation to pay Rebate/Transaction fees to

SPONSOR if for any reason these funds are not made available to United Networks of America by pharmacy/drug companies. Transaction fees will be paid within 60 days of the end of each calendar month. SPONSOR understands that the payment will only be made on scripts that are processed at a discount and only if transaction fees/rebates are paid by pharmacy/drug companies and received by United Networks of America. Prescriptions processed at U&C do not qualify for reimbursement. Restat will retain its records in a form that can be audited by the Sponsor for the term of this contract and for a period up to two (2) years after the termination of this contract.

**Transactions Fees Payable to SPONSOR**

**\$1.00 PER PAID SCRIPT (on groups delivered by SPONSOR)**

NOTE: Any commissions paid to your downline groups will be deducted from this amount. You will need approval from United Networks of America to do sub-accounts.

<b>Included Program Features</b>	
On the Fly Enrollment	Included
Provider Network Management	Included
Material Review	Included
Pharmacy / Member Help Desk	Included
Member Services (Toll-Free)	Included
Value Added Benefits Programs (subject to change)	
Vision Program	Included
Nutritional Supplement Program	Included
Help Lines	Included
Pro-Smile Teeth Whitening Program	Included

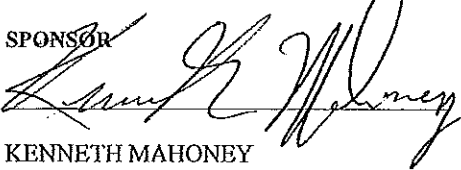
Member Co-Payments – United Networks of America Network Pharmacies  
 If a brand name drug is dispensed: 100% of calculated co-pay amount  
 If a generic drug is dispensed: 100% of calculated co-pay amount

**SPONSOR REQUIREMENTS:**

SPONSOR must have all program materials pre-approved by United Networks of America prior to printing/distributing. No one is allowed to contact or visit pharmacies without prior written approval from United Networks of America. Failure to meet either of these requirements will result in immediate termination of agreement.

In Witness Whereof, the parties here have to execute this agreement as of the date first above written.

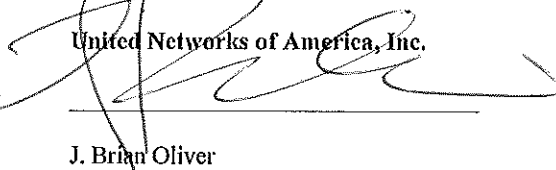
SPONSOR

  
 KENNETH MAHONEY

Title: MUSKEGON COUNTY BOARD CHAIR

Date: AUGUST 27, 2013

United Networks of America, Inc.

  
 J. Brian Oliver

Vice President UNA – President UNA Rx Card

Date: 8/27/13

INTERGOVERNMENTAL AGREEMENT

BETWEEN THE

COUNTY OF MUSKEGON, MICHIGAN

AND THE

MUSKEGON COUNTY LAND BANK AUTHORITY

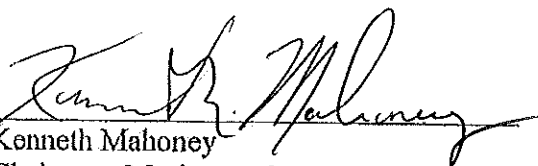
The County of Muskegon and the Muskegon County Land Bank Authority, per the Intergovernmental Agreement dated November 2006, as amended, invokes Section 4.15 of said agreement, to wit:

**Section 4.15 Relationship to the County.** The County Authority shall exercise its powers, duties, functions and responsibilities independently of the County Board. Subject to available appropriations, Muskegon County may provide the County Authority staff and other support, including but not limited to, legal, clerical and information technology services.

The County of Muskegon contracts with the Muskegon County Land Bank Authority to provide a staff designated as Land Bank Coordinator. This staff will oversee the day to day operations of the Authority. The County will provide staff with compensation and fringe benefits. The Authority contracts to reimburse the County with Authority operating funds.

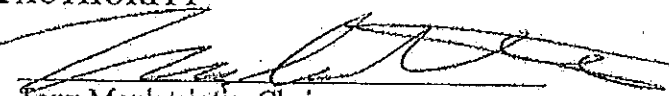
COUNTY OF MUSKEGON

Dated: 11/13, 2013

By:   
Kenneth Mahoney  
Chairman, Muskegon County Board  
of Commissioners

MUSKEGON COUNTY LAND BANK AUTHORITY

Dated: October 15, 2013

By:   
Tony Moulatsiotis, Chairman