


**PUBLIC MEETING**

**FRANCHISE AND CONCESSION REVIEW COMMITTEE**

**WEDNESDAY MARCH 13<sup>th</sup>, 2024 @ 2:30 P.M.**

**Location:**  
**22 Reade Street**  
**Spector Hall**  
**New York, NY 10007**

NOTE: For further information on accessibility or to make a request for accommodations, such as sign language interpretation services, please contact the Mayor's Office of Contract Services (MOCS) via e-mail at [DisabilityAffairs@mocs.nyc.gov](mailto:DisabilityAffairs@mocs.nyc.gov) or via phone at (212) 298-0800. Any person requiring reasonable accommodation for the public meeting should contact MOCS at least five (5) business days in advance of the meeting to ensure availability. 

*Franchise and Concession Review Committee Public Meeting  
Wednesday March 13<sup>th</sup>, 2024 @ 2:30 P.M.*

**NEW YORK CITY DEPARTMENT OF TRANSPORTATION**

**No. 1:**       **IN THE MATTER** of the intent to seek Franchise and Concession Review Committee approval pursuant to Section 1-16 of the Concession Rules of the City of New York, to allow New York City Department of Transportation, to utilize a different procedure, to negotiate one or more sole source concession agreements with Silvercup Studios NY, LLC, for parking and business accessory uses at four City-owned properties located in Long Island City, Queens.

**NEW YORK CITY DEPARTMENT OF HEALTH AND MENTAL  
HYGIENE**

**No. 2:**       **IN THE MATTER** of the intent to seek Franchise and Concession Review Committee approval, pursuant to Section 1-16 of the Concession Rules of the City of New York, to utilize a different procedure to enter into an amendment to a license agreement with OptumRx Discount Card Services, LLC (formerly known as Catamaran Discount Card Services, LLC). The amendment will extend the expiration date of the concession agreement from January 1, 2022, to June 30, 2024.



**Dawn M. Pinnock**  
Commissioner

**Jesse E. Hamilton**  
Deputy Commissioner  
Real Estate Services

January 29, 2024

Honorable Donovan Richards Jr.  
Debra Markell, Queens Community Board 2 District Manager

RE: Request for FCRC Approval to  
Negotiate a Sole Source Concession  
Agreement with Silvercup Studios NY,  
LLC for Four City-Owned Properties in  
the Borough of Queens

Dear Borough President Richards and District Manager Markell:

In accordance with Section 1-16 of the Concession Rules of the City of New York, the Department of Citywide Administrative Services on behalf of the Department of Transportation is seeking Franchise and Concession Review Committee approval to utilize a different procedure to negotiate a sole source concession agreement with Silvercup Studios NY, LLC for parking and accessory business uses on four properties. Three are located below Ed Koch Queensboro Bridge ramps at Queens Block 426, Lots 10 and 71, and Queens Block 427, Part of Lot 25. The fourth property is located under the Long Island Expressway in Long Island City at Queens Block 291, Lot 999.

This concession has been determined not to be a major concession as defined in Chapter 7 of the Rules of the City Planning Commission.

If you have any questions or comments, please feel free to contact me at [kdaniels@dcas.nyc.gov](mailto:kdaniels@dcas.nyc.gov) or (212) 386-0486.

Sincerely,

Kyle Daniels  
Assistant Director, Asset Planning



February 23, 2024

The Honorable Donovan Richards, Jr.  
Queens Borough President  
120-55 Queens Boulevard  
Kew Gardens, NY 11424

Debra Markell Kleinert  
District Manager Markell Kleinert  
Community Board 2, Queens  
43-22 50th Street, Room 2B  
Woodside, New York 11377

Re: Update on Request for FCRC Approval to Negotiate a Sole Source Concession Agreement with Silvercup Studios NY, LLC for Four City-Owned Properties in the Borough of Queens

Dear Borough President Richards and District Manager Markell Kleinert:

As an update to the letter dated January 29, 2024 from the New York City Department of Administrative Services, please be advised that after internal discussions the New York City Department of Transportation (“DOT”) on its own behalf will be seeking Franchise and Concession Review Committee approval to utilize a different procedure to negotiate one or more sole source concession agreements with Silvercup Studios NY, LLC for parking and accessory business uses on the following four City-owned properties: Block 291, Lot 999; Block 426, Lot 10, Block 426, Lot 71; and Block 427, portions of lot 25.

If you have any questions or comments, please feel free to contact the office.

Sincerely,

Nicole Garcia  
Queens Borough Commissioner

NG:je

DOT-574057-Z9X6

cc: R. Lynch, P. Ochoa, M. Craven, R. Frumin, N.P. Browne, MOCS ([FCRC@mocs.nyc.gov](mailto:FCRC@mocs.nyc.gov))

# Rule 1-16: Different Procedure

## Concession Agreement Pre-Solicitation Review Memorandum Cover Sheet

**Concession Title** Silvercup Studios NY, LLC **Concession ID** 2024Con01

**Description** One or more sole source concession agreements with Silvercup Studios NY, LLC for parking and business accessory uses at four City-owned properties located in Long Island City, Queens. **Agency** New York City Department of Transportation (DOT)

Additional information has been attached to this document (please use the "Additional Information Form" available on BuyWise)

### Proposed Concession Justification

The Agency has determined it is practicable or advantageous to use a Different Procedure over other methods because: Please see Additional Information Sheet.

#### Indicate the Different Procedure utilized

- Sole Source  Amendment  
 Not-for-Profit Agreement  
 Other \_\_\_\_\_

### Proposed Concession Details

Concessionaire Silvercup Studios NY, LLC  Not yet determined  
 EIN/TIN 85-2551454  
 Initial Term To be negotiated  
 Renewal Option(s) \_\_\_\_\_  
 Total Potential Term 15 years  
 Concession Site(s)  Yes  No  
 Address Please see additional info sheet  
 for full list of sites.  
 Borough 4 Community Board 2  
 Block# See additional info sheet Lot# \_\_\_\_\_

#### Proposed Concession Revenue

- (Check all that apply)  
 Annual Minimum Fee \$ \_\_\_\_\_  
 Gross Receipts \_\_\_\_\_ %  
 The Greater of Annual Minimum Fee(s) of \$ \_\_\_\_\_ vs \_\_\_\_\_ % of Gross Receipts  
 Other Formula

### Prior Concession Details

N/A (No Prior Concession)

Concessionaire \_\_\_\_\_  EIN or  SSN # \_\_\_\_\_  
 Initial Term \_\_\_/\_\_\_/\_\_\_ to \_\_\_/\_\_\_/\_\_\_ Address \_\_\_\_\_  
 Renewal Option(s) \_\_\_/\_\_\_/\_\_\_ to \_\_\_/\_\_\_/\_\_\_  
 Total Potential Term \_\_\_/\_\_\_/\_\_\_ to \_\_\_/\_\_\_/\_\_\_ Borough \_\_\_\_\_ Community Board \_\_\_\_\_  
 Concession Site(s)  Yes  No Block# \_\_\_\_\_ Lot# \_\_\_\_\_

#### Prior Concession Revenue

- (Check all that apply)  
 Annual Minimum Fee \$ \_\_\_\_\_  
 Gross Receipts \_\_\_\_\_ %  
 The Greater of Annual Minimum Fee(s) of \$ \_\_\_\_\_ vs \_\_\_\_\_ % of Gross Receipts  
 Other Formula

### Community Board / Borough President Notice Requirements (Check all that apply)

**This is a Significant Concession**  Yes  No

(if yes, please select all applicable boxes below)

- Total potential term =/ > 10 years  
 Projected annual income/value to City > \$100,000  
 Major Concession

**This is a Major Concession**  Yes  No

(if yes, please be aware the award will be subject to review and approval pursuant to Sections 197-c and 197-d of NYC Charter)

- Agency notified affected Community Boards and Borough Presidents on 2 / 2 / 2024

**Intent to Seek a Different Procedure**

- Agency notified affected Community Boards and Borough Presidents on 2 / 2 / 2024 (at least 40 days prior to bringing the item to an FCRC meeting) that it intends to seek Committee approval of a Different Procedure. A copy of this notice has been provided to the Mayor's Office of Contract Services for distribution to the committee

### Authorized Signatures

#### Agency Staff

This is to certify that the information presented herein is accurate

Signature Michelle Craven

Name Michelle Craven

Title Assistant Commissioner, Cityscape & Franchises Date Feb. 23, 2024

#### City Chief Procurement Officer

This is to certify that the agency's plan presented herein will comply with the prescribed procedural requisites for the award of the subject concession

Signature \_\_\_\_\_ City Chief Procurement Officer

Date \_\_\_\_\_

Silvercup Studios NY, LLC

2024Con01

**Concession Title** \_\_\_\_\_ **Concession ID** \_\_\_\_\_

<b>Description</b>	One or more sole source concession agreements with Silvercup Studios NY, LLC for parking and business accessory uses at four City-owned properties located in Long Island City, Queens.	<b>Agency</b>	New York City Department of Transportation (DOT)
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Please see below fee schedule for the proposed sole source concession for sites in the Borough of Queens, including Block 291, lot 999; Block 426, lot 10; Block 426, lot 71; and Block 427, portion of lot 25. The fee schedule begins at \$636,000 per year and includes 3.5% annual escalations over the 15-year term commencing in 2024 and ending in 2039.

- o 2024 Revised Annual Fee:  
Block 291, Lot 999: \$96,000; Block 426, Lot 10: \$360,000; Block 426, Lot 71: \$108,000; Block 427, Lot 25 (partial): \$72,000; Total: \$636,000
- o Annual Fee, 2024-2025:  
Block 291, Lot 999: \$96,000; Block 426, Lot 10: \$360,000; Block 426, Lot 71: \$108,000; Block 427, Lot 25 (partial): \$72,000; Total: \$636,000
- o Annual Fee, 2025-2026:  
Block 291, Lot 999: \$99,360; Block 426, Lot 10: \$372,600; Block 426, Lot 71: \$111,780; Block 427, Lot 25 (partial): \$74,520; Total: \$658,260
- o Annual Fee, 2026-2027:  
Block 291, Lot 999: \$102,838; Block 426, Lot 10: \$385,641; Block 426, Lot 71: \$115,692; Block 427, Lot 25 (partial): \$77,128; Total: \$681,299
- o Annual Fee, 2027-2028:  
Block 291, Lot 999: \$106,437; Block 426, Lot 10: \$399,138; Block 426, Lot 71: \$119,741; Block 427, Lot 25 (partial): \$79,827; Total: \$705,143
- o Annual Fee, 2028-2029:  
Block 291, Lot 999: \$110,162; Block 426, Lot 10: \$413,108; Block 426, Lot 71: \$123,932; Block 427, Lot 25 (partial): \$82,621; Total: \$729,823
- o Annual Fee, 2029-2030:  
Block 291, Lot 999: \$114,018; Block 426, Lot 10: \$427,567; Block 426, Lot 71: \$128,270; Block 427, Lot 25 (partial): \$85,513; Total: \$755,368
- o Annual Fee, 2030-2031:  
Block 291, Lot 999: \$118,009; Block 426, Lot 10: \$442,532; Block 426, Lot 71: \$132,759; Block 427, Lot 25 (partial): \$88,506; Total: \$781,806
- o Annual Fee, 2031-2032:  
Block 291, Lot 999: \$122,139; Block 426, Lot 10: \$458,021; Block 426, Lot 71: \$137,406; Block 427, Lot 25 (partial): \$91,604; Total: \$809,170
- o Annual Fee, 2032-2033:  
Block 291, Lot 999: \$126,414; Block 426, Lot 10: \$474,052; Block 426, Lot 71: \$142,215; Block 427, Lot 25 (partial): \$94,810; Total: \$837,491
- o Annual Fee, 2033-2034:  
Block 291, Lot 999: \$130,838; Block 426, Lot 10: \$490,644; Block 426, Lot 71: \$147,193; Block 427, Lot 25 (partial): \$98,128; Total: \$866,803
- o Annual Fee, 2034-2035:  
Block 291, Lot 999: \$135,417; Block 426, Lot 10: \$507,817; Block 426, Lot 71: \$152,345; Block 427, Lot 25 (partial): \$101,562; Total: \$897,141
- o Annual Fee, 2035-2036:  
Block 291, Lot 999: \$140,157; Block 426, Lot 10: \$525,591; Block 426, Lot 71: \$157,677; Block 427, Lot 25 (partial): \$105,117; Total: \$928,542
- o Annual Fee, 2036-2037:  
Block 291, Lot 999: \$145,062; Block 426, Lot 10: \$543,987; Block 426, Lot 71: \$163,196; Block 427, Lot 25 (partial): \$108,796; Total: \$961,041
- o Annual Fee, 2037-2038:  
Block 291, Lot 999: \$150,139; Block 426, Lot 10: \$563,027; Block 426, Lot 71: \$168,908; Block 427, Lot 25 (partial): \$112,604; Total: \$994,678
- o Annual Fee, 2038-2039:  
Block 291, Lot 999: \$155,394; Block 426, Lot 10: \$582,733; Block 426, Lot 71: \$174,820; Block 427, Lot 25 (partial): \$116,545; Total: \$1,029,492

Silvercup Studios NY, LLC

2024Con01

**Concession Title** \_\_\_\_\_ **Concession ID** \_\_\_\_\_

**Description** One or more sole source concession agreements with Silvercup Studios NY, LLC for parking and business accessory uses at four City-owned properties located in Long Island City, Queens. **Agency** New York City Department of Transportation (DOT)



List of Four Concession Sites in the Borough of Queens:

- Block 291, lot 999
- Block 426, Lot 10
- Block 426, 71
- Block 427, portion of lot 25

It is in the City's best interest to enter into a sole source agreement with this concessionaire because a competitive process is unlikely to yield a substantial difference in revenue from what will be generated through the proposed agreement. The adjacency of Silvercup Studios makes their use of the proposed public space uniquely economically beneficial to them, and therefore to the City.

# FRANCHISE AND CONCESSION REVIEW COMMITTEE

(Cal. No. 1)

RESOLVED, that the Franchise and Concession Review Committee (“FCRC”) authorizes the New York City Department of Transportation (“DOT”) to utilize a different procedure, pursuant to Section 1-16 of the Concession Rules of the City of New York, to negotiate one or more sole source concession agreements with Silvercup Studios NY, LLC, for parking and business accessory uses at the following four City-owned properties located in Long Island City, Queens: Block 291, lot 999; Block 426, lot 10; Block 426, lot 71; Block 427, portion of lot 25.

BE IT FURTHER RESOLVED, that DOT shall submit the sole source agreement(s) it proposes to enter into with Silvercup Studios NY, LLC to the FCRC for approval.

**THIS IS A TRUE COPY OF THE RESOLUTION ADOPTED BY THE  
FRANCHISE AND CONCESSION REVIEW COMMITTEE ON**

**3/13/2024**

**Signed:** \_\_\_\_\_

**Title:** Chief City Procurement Officer

**Date:** \_\_\_\_\_



NEW YORK CITY DEPARTMENT OF

HEALTH AND MENTAL HYGIENE

*Ashwin Vasani, MD, PhD*

*Commissioner*

## NOTICE OF PUBLIC HEARING

**To:** All NYC Borough Presidents  
All NYC Community Boards

**From:** Shamecka Williams, Assistant Agency Chief Contracting Officer 

**Subject:** Notice of Joint Public Hearing: 3/11/2024; For an amendment extension of the concession agreement between the New York City Department of Health and Mental Hygiene and OptumRx Discount Card Services, LLC (formerly known as Catamaran Discount Card Services, LLC).

**Date:** **2/23/2024**

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NOTICE OF A JOINT PUBLIC HEARING of the Franchise and Concession Review Committee and NYC Department of Health and Mental Hygiene (“DOHMH”) to be held on 3/11/2024, at 2 Lafayette Street, New York, NY 10007, Room 1412, commencing at 2:30PM relative to:

INTENT TO AWARD as a concession **an amendment to a License Agreement** (“Amendment”) to OptumRx Discount Card Services, LLC (formerly known as Catamaran Discount Card Services, LLC) to develop, operate and administer the NYC Drug Discount Card Program available to all New York City residents.

The Amendment will extend the expiration date of the concession agreement from January 1, 2022 to June 30, 2024.

Compensation to the City will be as follows: Per Local Law 19 of 2005, New York City is required to have a prescription drug discount card to help consumers save on their medication costs. DOHMH has oversight of this program. At sole cost and expense, OptumRx provides contracted services. The contracted services are free, which is a benefit to the city





NEW YORK CITY DEPARTMENT OF  
HEALTH AND MENTAL HYGIENE

*Ashwin Vasani, MD, PhD*

*Commissioner*

Written testimony may be submitted in advance of the hearing electronically to [fcrc@mocs.nyc.gov](mailto:fcrc@mocs.nyc.gov). All written testimony can be submitted up until the close of the public hearing and will be distributed to the FCRC after the hearing.

A draft copy of the agreement may be obtained at no cost by any (or all) of the following ways:

1. Submit a written request to NYC DOHMH at [swillia9@health.nyc.gov](mailto:swillia9@health.nyc.gov) from 2/26/2024 through 3/11/2024.
2. Submit a written request by mail to Shamecka Williams, NYC DOHMH, 42-09 28<sup>th</sup> Street, CN30A, Queens, NY 11101. Written requests must be received by 3/4/2024. For mail-in requests, please include your name, return address, and NYC Drug Discount Card Program.

The agenda, transcript, and related documentation for the hearing will be posted on the MOCS website at <https://www.nyc.gov/site/mocs/opportunities/franchises-concessions.page>

For further information on accessibility or to make a request for accommodations, such as sign language interpretation services, please contact the Mayor's Office of Contract Services (MOCS) via e-mail at [DisabilityAffairs@mocs.nyc.gov](mailto:DisabilityAffairs@mocs.nyc.gov) or via phone at (212) 298-0734. Any person requiring reasonable accommodation for the public hearing should contact MOCS at least five (5) business days in advance of the hearing to ensure availability.

## Concession Agreement Recommendation For Award Memorandum Cover Sheet

Concession Title NYC Drug Discount Card Program Concession ID 11HM000701R2T04

Description Develop, operate and administer the NYC Drug Discount Card Program available to all New York City residents. Agency NYC Department of Health and Mental Hygiene

Additional information has been attached to this document (please use the "Additional Information Form" available on BuyWise)

### Recommended Concessionaire

Name OptumRx Discount Card Services, LLC Telephone 224-231-1000  
Address 1600 McConnor Parkway, Schaumburg, IL 60173  EIN or  SSN # 31-1728846  
 Not-for-Profit Organization  Certified M/WBE by SBS

### Recommended Concession Agreement Term

Initial Term 1/1/2022 to 6/30/2024 Concession Site(s)  Yes  No  
Renewal Option(s) \_\_\_\_\_ to \_\_\_\_\_ Address \_\_\_\_\_  
\_\_\_\_\_ to \_\_\_\_\_  
Total Potential Term 2 1/2 years Borough \_\_\_\_\_ Community Board All  
 >20 years – FCRC unanimously approved term on \_\_\_/\_\_\_/\_\_\_ Block# \_\_\_\_\_ Lot# \_\_\_\_\_

### Recommended Annual Revenue (Check all that apply)

Annual Fee(s) \$ \_\_\_\_\_  
 Gross Receipts \_\_\_\_\_ %  
 The Greater of Annual Minimum Fee(s) of \$ \_\_\_\_\_ vs \_\_\_\_\_ % of Gross Receipts  
 Other Please see additional info sheet. \_\_\_\_\_

### Selection Procedure Requirements

Please select the appropriate Different Procedure method justification below:

- Sole Source
- Amendment or extension to an existing concession agreement
- Not-for-Profit concession agreement
- Other (Please specify)

### Award is a Major Concession

- Yes – Award was approved pursuant to Sections 197-c and 197-d of the NYC Charter as follows:
  - CPC approved on \_\_\_/\_\_\_/\_\_\_
  - City Council approved on \_\_\_/\_\_\_/\_\_\_
  - N/A
- No

### Negotiation Requirements

Below, please describe the nature of negotiations conducted, including with respect to the amount of revenue offered:

DOHMH has conducted extensive research to inform the next iteration of the BARx card, identified potential strategies to strengthen opioid controls, and worked with legal teams from both the City and the concessionaire to resolve issues concerning transition planning. In that time, DOHMH also worked diligently to solidify a provision to carve out opioid prescriptions. The foregoing efforts demanded extensive time, technical and legal expertise, negotiation with the existing concessionaire, OptumRx Discount Card Services, LLC, and input from agency and city leadership. Furthermore, the development and review of the RFP was time-and resource intensive. Due to the now crowded landscape of

### Award Requirements

The agency determined that the award of this concession is in the best interest of the City because:

DOHMH believes that the City will be best served by extending the Concession Agreement with OptumRx Discount Card Services, LLC., to enable the residents of New York City to continue to have access to pharmaceutical drugs at discount prices without interruption while DOHMH undertakes a new RFP process to solicit a concessionaire to develop, operate and administer the NYC Drug Discount Card Program.

Since its debut in May 2011, BigAppleRx has saved New Yorkers over \$57 million as compared to retail prices of medications purchased, a

## Concession Agreement Recommendation For Award Memorandum Cover Sheet

### Public Hearing Requirements

(Only applicable for significant concessions)

[IF REQUIRED] a public hearing was conducted on: 3 / 11 / 2024

Subject concession is a (check one):  **Citywide** or  **NOT Citywide** concession and Agency hereby certifies that a notice summarizing the terms and conditions of the proposed concession, and the time, date and location of the public hearing was published once in the City Record and given to all affected CB-BP and the Committee Members on 2 / 26 / 2024 (not less than 15 days prior to the hearing date). In addition, if you have posted this notice publicly elsewhere, please describe below:

New York Post, a NYC citywide newspaper on 2/23/2024  
New York Daily, a NYC citywide newspaper on 2/23/2024

Subject concession is non-significant. No public hearing is required

### FCRC Approval

FCRC approved this concession agreement on 3 / 13 / 2024 (date of the FCRC public meeting)

Votes in favor: \_\_\_\_ Votes against: \_\_\_\_

OR

The concession was not subject to approval of the FCRC because it has a term of less than 30 days and is not subject to renewal

Law Department approved concession agreement on: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

### Authorized Signatures

#### Agency Staff

*This is to certify that the information presented herein is accurate and that I find the proposed concessionaire to be responsible and approve of the award of the subject concession agreement*

Signature \_\_\_\_\_

Name \_\_\_\_\_

Title \_\_\_\_\_ Date \_\_\_\_\_

#### Certificate of Procedural Requisites

*This is to certify that the agency has complied with the prescribed procedural requisites for award of the subject concession agreement*

Signature \_\_\_\_\_ Date \_\_\_\_\_

City Chief Procurement Officer

# ADDITIONAL INFORMATION

## For Agency Use With Concession Forms

<b>Concession Title</b>	NYC Drug Discount Card Program	<b>Concession ID</b>	11HM000701R1T04
<b>Description</b>	Develop, operate and administer the NYC Drug Discount Card Program available to all New York City residents.	<b>Agency</b>	NYC Department of Health and Mental Hygiene

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Per Local Law 19 of 2005, New York City is required to have a prescription drug discount card to help consumers save on their medication costs. DOHMH has oversight of this program. At sole cost and expense, OptumRx provides contracted services. The contracted services are free, which is a benefit to the city.

**THIRD AMENDMENT TO  
FIRST RENEWAL AGREEMENT**

**of**

**CONCESSION AGREEMENT**

**BETWEEN**

**OPTUMRX DISCOUNT CARD SERVICES, LLC**

**AND**

**CITY OF NEW YORK**

**Acting by and through its**

**DEPARTMENT OF HEALTH & MENTAL HYGIENE**

**for**

**THE OPERATION AND ADMINISTRATION OF THE  
NEW YORK CITY PRESCRIPTION DRUG DISCOUNT CARD PROGRAM**

**Concession ID #: 11HM000701R2T04**

**THIRD AMENDMENT TO THE FIRST RENEWAL AGREEMENT** (“Third Amendment”) effective as of December 31, 2021 (“the Effective Date”), between the City of New York (“City”) acting by and through its **Department of Health and Mental Hygiene** (“the Department” or “DOHMH”), having its principal office at 42-09 28<sup>th</sup> Street, Long Island City, New York 11101, and **OptumRx Discount Card Services, LLC**, a Delaware pharmacy benefit management company (“Concessionaire” or “OptumRx”), having a principal office at 1600 McConnor Parkway, Schaumburg, Illinois 60173 (each “a Party”, together, “the Parties”).

**WITNESSETH**

**WHEREAS**, the Department, pursuant to Local Law 19 of 2005 “Prescription Drug Discount Card Act” (“Local Law 19”), is required to develop a drug discount card program to be made available to all City residents, known as the NYC Prescription Drug Discount Card Program (“the Program”); and

**WHEREAS**, Local Law 19 allows the Department to enter into an agreement for the services of a Program administrator, and the City has determined that such agreement shall be in the form of a concession; and

**WHEREAS**, the Department entered into a concession agreement with HealthTran, LLC (d/b/a HealthTrans), as concessionaire (Concession ID#: 11HM000700R0X00), to develop, operate and administer the Program for the initial term of three (3) years, from February 17, 2011 through February 16, 2014 (“Initial Term”), with the option to renew for one or more periods of twelve (12) months that in the aggregate do not exceed three (3) years (“Original Concession Agreement”); and

**WHEREAS**, during the Initial Term of the Original Concession Agreement, the concessionaire was acquired by SXC Health Solutions Corp., which subsequently changed its name to Catamaran Corporation, and as a result thereof the concessionaire’s name was changed to Catamaran Corporation; and

**WHEREAS**, the Original Concession Agreement was renewed for a first renewal term of one (1) year, from February 17, 2014 through February 16, 2015, by amending and restating the Agreement and including therein the remaining renewals that in the aggregate do not exceed two (2) years (“First Renewal Agreement”, Concession ID#: 11HM000701R1X00); and

**WHEREAS**, the concessionaire in the First Renewal Agreement was Catamaran PBM of Colorado, a subsidiary of Catamaran Corporation, and during the First Renewal Agreement the concessionaire changed its name to Catamaran Discount Card Services, LLC (hereinafter “Catamaran”); and

**WHEREAS**, the First Renewal Agreement was renewed for a second renewal term of two (2) years, from February 17, 2015 through February 16, 2017, by a Notice to Renew letter provided

in accordance with the provisions of the First Renewal Agreement (“Second Renewal Agreement”, Concession ID#: 11HM000701R2X00); and

**WHEREAS**, during the term of the Second Renewal Agreement, the concessionaire changed its name from Catamaran Discount Card Services, LLC to OptumRx Discount Card Services, LLC, due to the acquisition of Catamaran by OptumRx; and

**WHEREAS**, upon the expiration of the Second Renewal Agreement, there were no further renewals provided for under the First Renewal Agreement; and

**WHEREAS**, the Department intends to undertake a competitive request for proposal (“RFP”) process to solicit a new concessionaire to operate and administer the Program; and

**WHEREAS**, in order for the City to continue to comply with Local Law 19 and serve the needs of NYC residents without interruption during the RFP process, the Department sought and received authorization from the Franchise and Concession Review Committee (“FCRC”) to use a different procedure to enter into an Amendment to the First Renewal Agreement (Concession ID#: 11HM000701R2T01), pursuant to which OptumRx continued to operate and administer the program for an additional eighteen (18) months, from February 16, 2017 to August 16, 2018 (“First Amendment”); and

**WHEREAS**, the Department anticipated releasing an RFP and selecting a new concessionaire on or before August 2018, but because of unforeseen delays in the development of the RFP due to changes in the scope of services, DOHMH decided to extend the First Renewal Agreement from August 16, 2018 through December 31, 2021 and to amend the scope of services (“Second Amendment”) to continue to provide such services to NYC residents without interruption (Concession ID#: 11HM000701R2T03); and

**WHEREAS**, DOHMH requested and received authorization from the FCRC to enter into this Third Amendment extending the First Renewal Agreement from December 31, 2021 through June 30, 2024 to allow DOHMH to further develop and process the RFP and to complete the competitive solicitation process (Concession ID #11HM000701R2T04); and

**WHEREAS**, OptumRx also agreed to assign the City of New York, through DOHMH, all rights, title and interest in and to the Trademarks, and any trademark applications and registrations therefor, together with the good will symbolized by the Trademarks for BIGAPPLERX Registration Number 51009854172384 (Trademark Assignment attached as Annex A); and

**WHEREAS**, OptumRx is willing to continue to provide the services of operating and administering the Program, and the Parties desire to amend the terms of the First Renewal Agreement, subject to and in accordance with the terms of this Third Amendment; and

**NOW THEREFORE**, in consideration of the mutual promises herein contained, the Parties hereby agree as follows:

1. Unless otherwise noted, all capitalized terms referenced herein shall have the meanings ascribed thereto in the First Renewal Agreement.
2. Section 3.03 of the First Renewal Agreement, as added by the Second Amendment, is hereby deleted in its entirety and replaced with the following”

“Section 3.03 Extension: This Agreement shall be extended from February 16, 2017, the last day of the second Renewal Term exercised pursuant to Section 3.02 above, to August 16, 2018, for a period of eighteen (18) months, unless sooner terminated pursuant to the provisions hereof (“First Amendment Extension Term”). This Agreement shall be extended from August 16, 2018 to December 31, 2021, unless sooner terminated pursuant to the provisions hereof (“Second Amendment Extension Term”). This Agreement shall be extended from December 31, 2021 to June 30, 2024, unless sooner terminated pursuant to the provisions hereof (“Third Amendment Extension Term”). Notwithstanding any inconsistent provision of this Agreement, the Services shall continue uninterrupted and in accordance with the provisions of this Agreement during the First Amendment, Second Amendment, and Third Amendment Extension Terms.”
3. Except as expressly amended herein, all terms and conditions of the First Renewal Agreement, as previously amended, shall remain unchanged and in full force and effect.
4. This Amendment shall take effect on, and shall be retroactive to, December 31, 2021, subject to compliance with all applicable processes including registration with the New York City Comptroller pursuant to Section 328 of the New York City Charter.



**IN WITNESS WHEREOF**, the City and the Concessionaire have caused this Third Amendment to be executed in triplicate by their duly authorized representatives as of the day and year written below.

**CITY OF NEW YORK  
DEPARTMENT OF HEALTH AND MENTAL HYGIENE**

BY: \_\_\_\_\_

NAME:

TITLE:

Date: \_\_\_\_\_

**OPTUMRX  
DISCOUNT CARD SERVICES, LLC**

By: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

Date: \_\_\_\_\_

APPROVED AS TO FORM  
CERTIFIED AS TO LEGAL AUTHORITY

\_\_\_\_\_  
Acting Corporation Counsel

Date: \_\_\_\_\_

NYC DEPARTMENT OF HEALTH AND MENTAL HYGIENE

STATE OF NEW YORK )

ss:

COUNTY OF NEW YORK )

On this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ before me personally came \_\_\_\_\_, to me known and known to me to be the \_\_\_\_\_ of the **Department of Health and Mental Hygiene** of the City of New York, the person described in who, as \_\_\_\_\_ executed, the foregoing agreement, and they duly acknowledged to me that they executed the same on behalf of the City of New York and DOHMH of Health and Mental Hygiene for the purpose herein mentioned.

\_\_\_\_\_  
Notary Public or Commissioner of Deeds

OPTUMRX DISCOUNT CARD SERVICES, LLC

STATE OF .....)

ss:

COUNTY OF .....)

On this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ before me personally came \_\_\_\_\_ who being by me duly sworn, did depose and say that (s)he resides in the City of \_\_\_\_\_; that (s)he is the \_\_\_\_\_ of **OptumRx Discount Card Services, LLC**, the corporation described in and which executed the foregoing instrument; that (s)he knows the seal of said Corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said Corporation; and that (s)he signed his/her name thereto by like order for the purposes therein mentioned.

\_\_\_\_\_  
Notary Public or Commissioner of Deeds

**A F F I R M A T I O N**

The undersigned proposer or bidder Affirms and declares that said proposer or bidder is not in arrears to the City of New York upon debt, contract or taxes and is not a defaulter, as surety or otherwise, upon obligation to the City of New York, and has not been declared not responsible, or disqualified, by any agency of the City of New York, nor is there any proceeding pending relating to the responsibility or qualification of the proposer or bidder to receive public contracts except

\_\_\_\_\_.

Full name of proposer or bidder: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

CHECK ONE AND INCLUDE APPROPRIATE NUMBER:

( ) A -- Individual or Sole Proprietorship  
SOCIAL SECURITY NUMBER

( ) B -- \_\_\_\_\_-\_\_\_\_\_  
Partnership, Joint Venture or other unincorporated organization  
Employer Identification Number

( ) C -- \_\_\_\_\_-\_\_\_\_\_  
Corporation  
Employer Identification Number  
\_\_\_\_\_-\_\_\_\_\_-\_\_\_\_\_

By: \_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

If a corporation, place seal here:

Must be signed by an officer or duly authorized representative.

Under the Federal Privacy Act the furnishing of Social Security Number by bidders on City contracts is voluntary. Failure to provide a Social Security Number will not result in a bidder's disqualification. Social Security Numbers will be used to identify bidders, proposers or vendors to ensure their compliance with laws, to assist the City in enforcement of laws, as well as to provide the City a means of identifying businesses which seek City contracts.

**ANNEX A**  
**TRADEMARK ASSIGNMENT**

# FRANCHISE AND CONCESSION REVIEW COMMITTEE

(Cal. No. 2)

RESOLVED, that the Franchise and Concession Review Committee (“FCRC”) authorizes the New York City Department of Health and Mental Hygiene (“DOHMH”) to utilize a different procedure, pursuant to Section 1-16 of the Concession Rules of the City of New York, to enter into an *amendment to a license agreement* with OptumRx Discount Card Services, LLC (formerly known as Catamaran Discount Card Services, LLC).

The amendment will extend the expiration date of the concession agreement from January 1, 2022, to June 30, 2024. Compensation to the City will be as follows: Per Local Law 19 of 2005, New York City is required to have a prescription drug discount card to help consumers save on their medication costs. DOHMH has oversight of this program. At sole cost and expense, OptumRx provides contracted services. The contracted services are free, which is a benefit to the city.

**THIS IS A TRUE COPY OF THE RESOLUTION ADOPTED BY THE  
FRANCHISE AND CONCESSION REVIEW COMMITTEE ON**

***3/13/2024***

**Signed:** \_\_\_\_\_

**Title:** Chief City Procurement Officer

**Date:** \_\_\_\_\_