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**REINSTATING AND  
AMENDING AGREEMENT**

**Between:**

**McKinsey & Company Canada**

("McKinsey")

and

**The Manitoba Public Insurance Corporation**

("MPI")

**WHEREAS:**

- A. MPI and McKinsey entered into a Consulting Agreement dated March 7, 2022, modified by Amendment dated August 10, 2022 (together, the "Agreement"), by virtue of which MPI engaged McKinsey to identify program and enterprise level requirements to implement MPI's Project Nova and to conduct a MPI 2.0 assessment; and
- B. As per section 2 (Term of Agreement and Renewals), the Agreement expired on September 6, 2022; and
- C. The parties now wish to reinstate and amend the Agreement as further detailed herein.

NOW THEREFORE, in consideration of the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. REINSTATEMENT. The Parties hereby agree that the Agreement is reinstated in its entirety effective October 3, 2022 until and including March 31, 2023 (the "Renewal Term" / Phase 2), but for the amendments agreed to herein, unless otherwise terminated, suspended or extended in accordance with the terms and conditions of the Agreement. Any Services provided by McKinsey after expiration of the Agreement and before the effective date of this Reinstating and Amending Agreement will be considered to have been provided under all the terms and conditions of this Agreement but at no additional cost to MPI.

2. AMENDMENTS. The Agreement is amended as follows:

2.1. The following is added to Section 3 of the Agreement:

The Scope of Work and Milestones, including the Outcomes and Workplan for the Renewal Term, are set out in detail in the attached Schedule B.

2.2. The following is added to Section 12 of the Agreement:

McKinsey will perform its Services during the Renewal Term on a fixed fee basis plus applicable taxes (MPI's GST exemption Certificate is attached as Schedule D of the Agreement). Based on the terms set forth in the Agreement, McKinsey's maximum fees for its Services during the Renewal Term are \$4,982,250.00 (CAD) and includes all costs associated with service fees and travel related expenses.

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During the Renewal Term, McKinsey will invoice MPI monthly for professional fees and expenses and proportionally to the Outcomes and Effort Split as described below:

<b>Outcomes</b>	<b>Effort split</b>
A. Revised workback plan for R2 defined and signed off	10%
B. Escalation and mitigation of risks and impediments for R1 (up to and immediately following go-live) and R2 (for the entire 6-month period)	20%
C. Monthly executive reports including analysis and mitigation of enterprise level risks and delivery health of Nova to MPI's Executives and Technology Committee	10%
D. Preparation for R3 pre-discovery completed	9%
E. Alignment on R3 scope with all key Business and Technology stakeholders	35%
F. Alignment on R3 release approach, high-level roadmap and budget implications, with all key Business and Technology stakeholders	15%
G. Preparation for R3 pre-discovery completed	1%
<b>Total</b>	<b>100%</b>

The resultant monthly invoicing schedule, based on delivery timing of the Outcomes and Effort Split is expected to be as follows:

<b>Outcomes</b>	<b>Month 1</b>	<b>Month 2</b>	<b>Month 3</b>	<b>Month 4</b>	<b>Month 5</b>	<b>Month 6</b>
A. Revised workback plan for R2 defined and signed off						
B. Escalation and mitigation of risks and impediments for R1 and R2						
C. Monthly executive reports including analysis and mitigation of enterprise level risks and delivery health of Nova to MPI's Executives and Technology Committee						
D. Preparation for R3 pre-discovery completed						
E. Alignment on R3 scope with all key Business and Technology stakeholders						
F. Alignment on R3 release approach, high-level roadmap and budget implications, with all key Business and Technology stakeholders						
G. Preparation for R3 pre-discovery completed						
<b>Total</b>						
<b>Sub Total</b>	<b>\$4,982,250.00</b>					
<b>(MPI is GST exempt &amp; the Services are PST Exempt) Total</b>	<b>\$4,982,250.00</b>					

MPI will review the Outcomes delivered and pay the corresponding monthly fees.

If the proposed delivery timing is delayed for R1 or R2, and such delay is caused by or related to, in the opinion of MPI, acting reasonably, any omission, fault or negligence of McKinsey, the monthly invoicing schedule payment corresponding to R1 or R2 will be postponed until the Outcomes for R1 and R2 are delivered as set forth in this Amending Agreement.

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If McKinsey does not deliver the Outcomes for R3 as set forth in this Amending Agreement by the end of March 2023, and such delay is caused by or related to, in the opinion of MPI, acting reasonably, any omission, fault or negligence of McKinsey, McKinsey will continue performing the Services until the Outcomes for R3 are delivered and the corresponding monthly invoicing schedule payments will be postponed accordingly.

For clarity, in the case of any delay not caused by McKinsey, at the end of the month the parties will work together to determine the payment amount to be received by McKinsey based on the Services delivered during that month, and those payments will continue until the full delivery of the Outcomes becomes possible for McKinsey.

2.3. The following is added to Section 10 of the Agreement:

The table below describes McKinsey’s Designated Personnel for the Renewal Term and their commitments of time and effort:

McKinsey Designated Personnel, and Role	
	Senior Partner
	Partner, Director of Consulting Services
	Partner, Engagement Director (day-to-day delivery)
	Day to day program manager
	Expert, Core Tech advisor / content leader
	Expert, Design / CX and Service Blueprinting advisor
	Objective A and B execution owner – to provide technical support for analyzing and helping resolve R1/R2 impediments, as well as identifying implications on the planned scope and timeline
	Objective A and B execution owner – to refine the governance artefacts and process to back deeper R1/R2 support; stabilize value assurance for Nova while building capabilities in MPI Value Assurance team and team lead
	Objective C execution owner -to guide pre-discovery for R3 workstreams, working with PM, BPA/BA, and CX Leads to develop pre-discovery output
	Objective C execution owner -to guide pre-discovery for R3 workstreams, working with PM, BPA/BA, and CX Leads to develop pre-discovery output
	Experts, engaged based on topical requirements - to participate in McKinsey’s internal or MPI facing problem solving sessions and workshops

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All other terms and conditions of the Agreement remain unchanged and are reinstated in full force and effect.

IN WITNESS WHEREOF, duly authorized representatives of the parties have signed this Amending Agreement on the dates noted below.

The Manitoba Public Insurance Corporation

McKinsey & Company Canada

E-SIGNED by Eric Herbelin  
on 2022-12-14 20:49 GMT

E-SIGNED by Erez Eizenman  
on 2022-12-14 21:03 GMT

Name: Eric Herbelin

Name: Erez Eizenman

Title: President and CEO

Title: Senior Partner

Date: 2022-12-14

Date: 2022-12-14

The Manitoba Public Insurance Corporation

E-SIGNED by Siddhartha Parti  
on 2022-12-09 20:08 GMT

Name: Sid Parti

Title: VP and CITO

Date: 2022-12-09

The Manitoba Public Insurance Corporation

E-SIGNED by Shayon Mitra  
on 2022-12-09 19:59 GMT

Name: Shayon Mitra

Title: VP and Chief Transformation Officer,  
Digital and Transformation

Date: 2022-12-09



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## Schedule B – Scope of Work and Milestones for Renewal Term/Phase 2

### I. Context and Objectives

Over the last six months, McKinsey has been supporting MPI on (1) building an integrated execution plan for initiatives across MPI, (2) piloting a new outcome-oriented governance model, and (3) mitigating risks and providing value assurance support for R1.

While (1) and (2) have been successfully designed and transitioned to MPI to scale, there is a need for continued risk mitigation and value assurance support to both R1 (to ensure the new release date is delivered on) as well as R2, which is currently at risk given outstanding impediments. In addition, MPI needs to make sure that the business requirement gathering (i.e., “pre-discovery”) is conducted in depth for R3, leveraging best practices in Customer Experience design, Business Process Architecture and Solution Architecture, especially given many of R1 and R2 issues stem from insufficient scoping and planning at the start.

As a result, MPI has sought McKinsey’s support in the next 6 months across the following objectives:

- **Value Assurance support for R1 and R2** –reviewing risks/defects as they emerge, and supporting resolution of impediments across both releases, as well as building the revised R2 workback plan with adjusted scope, timelines, and comprehensive set of activities to support launch.
- **Program/risk reporting on Nova and capability/maturity assessment for senior executives and Technology Committee** – providing a scorecard of (i) overall Nova program health, risks, and impediments requiring senior executive intervention, and (ii) assessment of CoE/shared service maturity across technical and business elements
- **Support defining Business and CX requirements for R3 “pre-discovery”** (*starting Month 4 onwards, provided R1 and R2 are performing per plan*) – ensuring user and business workflow requirements are detailed, scope for Nova vs. non-Nova improvements aligned on, and the overall approach/roadmap outlined.
- In addition, McKinsey team will support MPI in defining the plan (resourcing, workplan, approach) for conducting R4 “pre-discovery”.

### II. Timeline and Deliverables

**McKinsey’s primary focus is on Value Assurance for R1 and R2, and Activities (A) and (B) will occur across the entire 6-month period**, with the aim of partnering with MPI Value Assurance, Business and IT leaders to further strengthen MPI’s own governance and execution capabilities. **Activity (C) is planned to launch in Month 4 (January 2023), but depending on R1 and R2 progress and the absence of unexpected impediments** requiring MPI and McKinsey to defer shifting part of the focus/capacity to R3.

At the end of each month, MPI and McKinsey will jointly review priorities and proposed activities to determine where McKinsey’s support is most relevant/required. In addition, MPI and McKinsey will have 2 decision points:

- At the midpoint of Phase 2 (anticipated to be in December 2022) – the parties will align on readiness for launching R3 “pre-discovery” in January 2023, and determine any implication on the scope of McKinsey’s support during Months 4, 5 and 6.
- Following R1 go-live (anticipated to be end of January 2023) – the parties will review the impact of R1 go-live activities on R3 “pre-discovery” activities, including any emerging resource conflicts.

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Part IX – EXP Appendix 23d - Confidential**III. Outcomes:**

Provided MPI and McKinsey stay aligned to this approach and timeline, McKinsey team will be accountable for the following Outcomes:

**Value Assurance support for R1 and R2**

- A. Revised workback plan with adjusted scope/timeline defined and signed off for R2
  - o Comprehensive plan without foreseeable gaps in technical and business enablers
  - o Syndication of the plan with stakeholders, ensuring complete ownership of tasks and timelines by respective owners
- B. Escalation and mitigation of risks and impediments for R1 (up to and immediately following go-live) and R2 (for the entire 6-month period) – with detailed workback plans created for any risk or issue that has aged > 15 business days.

**Program/risk reporting on Nova and maturity/capability assessment for senior executives and Technology Committee**

- C. Monthly executive reports including analysis and mitigation of enterprise level risks and delivery health of Nova to MPI's Executives and Technology Committee - including escalation of enterprise-level risks to MPI's Executives and Technology Committee within one month of identification (if not resolved), including decisions on timeline, scope and budget implications outlined. This will include two components: (i) assessment of overall Nova program health, risks, and impediments by release requiring senior executive intervention, and (ii) assessment of CoE/shared service maturity across technical (e.g., delivery, data testing, etc.) and business (e.g., CX, business architecture, OCM, etc.) elements

**Support defining Business and CX requirements for R3 “pre-discovery”:**

- D. Preparation for R3 pre-discovery completed– ensuring all pre-requisites for launching the effort is fully stood up (including resources, approach/tools/templates, ready to deploy workplan, consolidation of ready research, etc.)
- E. Alignment on R3 scope (Consumer Insurance, DVA, Digital/front-end portal, Billing, and peripherals, e.g., ECM, Finance, HR, etc., as well as impacts on shared capabilities and systems) with all key Business and Technology stakeholders, including:
  - o Prioritizing self-service candidates that MPI needs to provide, with decisions on what should be included in Nova vs. addressed by MPI outside of Nova
  - o Outlining which business processes need to be re-architected vs. shifted as is to the new platforms
  - o Codifying potential customizations and exceptions to design for during discovery and execution
  - o Identifying technical and business enablers required to support R3, including relevant shared capabilities and systems (e.g., ECM, Finance, HR, etc.)
- F. Alignment on R3 release approach, high-level roadmap and budget implications, with all key Business and Technology stakeholders, including:
  - o Approach for releasing MVPs in parallel to core platform implementation
  - o Approach for delivering the platform implementation in “tranches” (if and where possible)
  - o High level roadmap for R3 – based on information on technical and business complexities identified by end of pre-discovery
  - o Implications on R3 budget outlined and syndicated with MPI's Executives and Technology Committee

**Support MPI in defining the plan for conducting R4 “pre-discovery”**

- G. Preparation for R4 pre-discovery completed– ensuring all pre-requisites for launching the effort is fully stood up (including resources, approach/tools/templates, ready to deploy workplan, consolidation of ready research, etc.)



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**IV. Assumptions and Dependencies**

In order for the above outcomes to be delivered, McKinsey and MPI jointly make the following assumptions:

- MPI and its 3<sup>rd</sup> party SI partners will own and be accountable for delivering against the aligned-upon workplan for R1 and R2, including all aspects of development. In R3, MPI and its 3<sup>rd</sup> party SI partners will own and be accountable for building any technology plans/assessments, while McKinsey will take accountability for business/CX-related deliverables for pre-discovery.
- MPI and its 3<sup>rd</sup> party SI partners will proactively escalate day-to-day risks and blockers on delivery using the existing governance structure to the Value Assurance team (and Steering Committee as required).
- All Technical CoE/shared service leads fully own the definition of the technology strategy behind each enabler (based on MPI's current capabilities, short-term feasibility, and overall objectives for the technical enabler); definition of the technology strategy for these enablers, including assessment of the current state, must be completed before the start of R3 pre-discovery (planned for January 2023).
- For R1/R2 value assurance, MPI resources must provide McKinsey resources with access to technical data (e.g., ADO, defect details) and must involve McKinsey in problem solving discussions on any deviations or changes to the workplan.
- For R3 pre-discovery, all resources outlined in the Appendix must be available and allocated to R3 for the number of hours per week outlined by the start of pre-discovery (January 2023); dedicated resources are required and preferred vs. multiple part-time resources. During R3 pre-discovery, MPI will be responsible for the assessment of current-state architecture, technology landscape, and data flows, as well as the development of the future-state conceptual architecture and technical dependencies/pre-requisites; McKinsey will validate outputs and jointly establish implications on business/CX process flows.
- McKinsey's primary focus is supporting R1 and R2 value assurance, and will not divert team focus/capacity to R3 pre-discovery in January unless MPI communicates to McKinsey that the R1 go-live date/plan and the R2 development/release plan are expected to take place as originally scheduled.

These assumptions are dependencies for the outcomes to be delivered as stated; McKinsey will guide MPI and partners to support these dependencies but cannot fully deliver outcomes without these dependencies being fulfilled by MPI.

**IV. Workplan by phase/month**

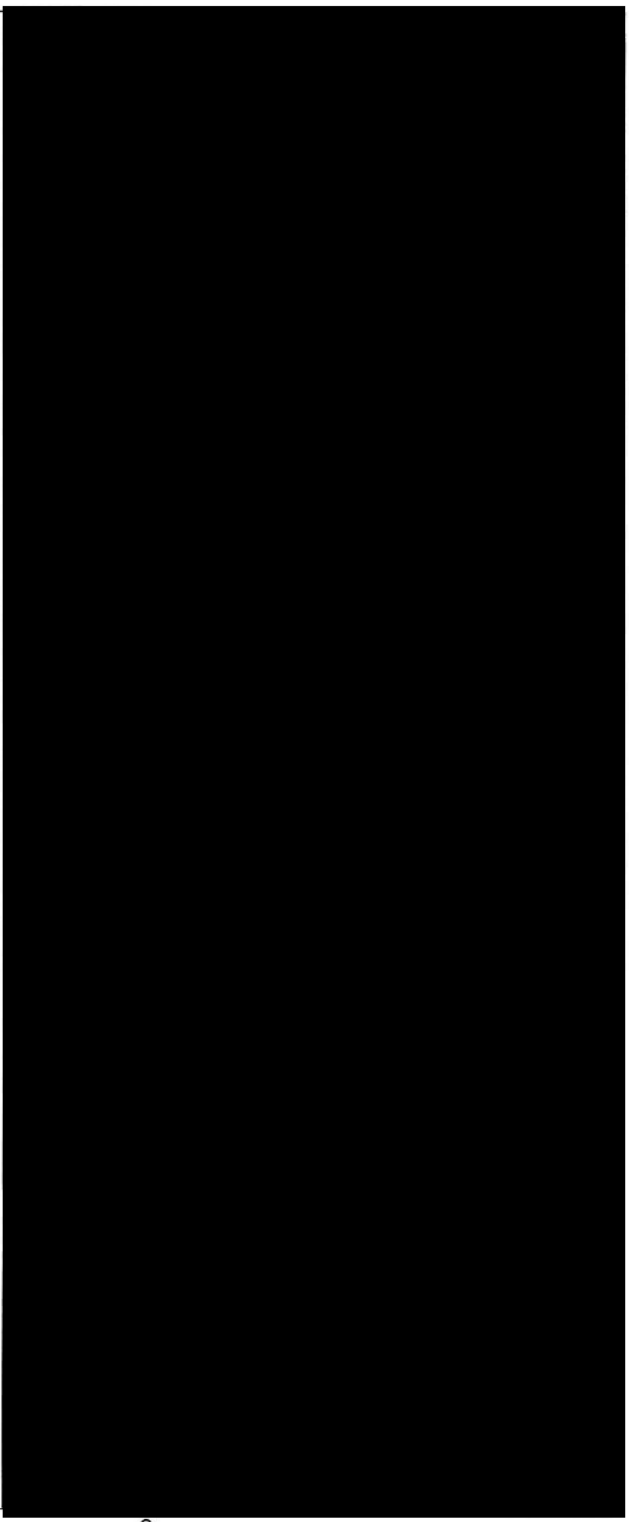
Month	Deliverables	Tasks
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Month 1	<p>A1: Create forecast for R2 code completion and test completion</p> <p>B1: Refine governance dashboards for R1 to align with new release plan priorities</p> <p>B2. Support MPI on continuous governance and risk resolution for R1</p> <p>B3. Support MPI on continuous governance and risk resolution for R2</p> <p>A2: Assess MPI's Test strategy and plan (for R2)</p> <p>A3: Assess MPI's technical / business enabler strategy / plan for R2, beyond testing (continues into month 2)</p> <p>C1: Create and launch the monthly executive reporting framework that covers Nova program health / risks and CoE / shared services capability and maturity</p>	
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Month 2	<p>Continue with B2/B3</p> <p>A4. Create the integrated roadmap / release work-back plan for R2</p> <p>A5. Ensure sign-off on owners and timelines for the R2 integrated roadmap</p> <p>A6. Identify implications and decisions needed on budget, scope and timeline for R2 based on the integrated plan and forecasts developed</p> <p>C2: Provide monthly executive report, with early indication on R1 and R2 release impacts</p>	

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Month 3	<p>Continue with B2/B3</p> <p>A7. Operationalize governance dashboards for R2, incorporating new release plan</p> <p>B4: Pressure test MPI's approach on new value assurance topics to be introduced, in particular Spend governance and Vendor Contract management</p> <p>B5. Review and provide guidance on release readiness plans ahead of January R1 release</p> <p>C3. Provide monthly executive report, with decisions on R1 and R2 release impacts</p> <p>D1. Conduct readiness assessment on launching R3 pre-discovery in Month 4 and confirm launch date</p> <p>D2. Finalize resourcing, and existing research, compilation for R3</p> <p>D3. Create workplan for launching R3 pre-discovery (provided launch stays on course for Month 4)</p>	

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	<p><i>Note: If D1 is a go, then D2 onwards will be executed as per the rest of the workplan.</i></p>	
Month 4	Continue with B3 B6. Provide pre and post release related	



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	value assurance support to R1  C4. Provide monthly executive report, including health of R1 pre-release activities	

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Month 5	Continue with B3, B6  C5. Support MPI Value Assurance team in preparing monthly executive report, with emerging insights on R2 and R3 related risks and decisions	

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	<p>E4. Syndicate findings and decisions from C7 with MPI stakeholders and SI partners</p> <p>F1. Align on high level view of timing and team structure for addressing MVP opportunities</p> <p>F2. Break down work into Release Objectives across workstreams and create a first draft view on size/timeline based on expected complexity (to be refined during discovery)</p> <p>F3. Based on R1/R2 budget burn rates, derive high level view of budget expected (without contingency)</p>	
Month 6	<p>Continue with B3, B6</p> <p>C6. Support MPI Value Assurance team in preparing monthly executive report, including implications and decisions on R3 approach/risks (based on insights from ongoing pre-discovery)</p>	



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	<p>E5. For any remaining value streams/journeys in Insurance and DVA, guide MPI team on defining current vs. future state, and conducting vision workshop to align on journey-by-journey scope and design (work conducted in 2-3-week sprints)</p> <p>E6. Syndicate findings and decisions from C9 with MPI stakeholders and SI partners</p> <p>E7: Synthesize blueprint and decisions across sprints and prepare for/conduct an integrated vision workshop for final alignment</p> <p>E8: Assess “pre-discovery” completion and create plan to complete any outstanding research or decisions MPI needs to drive beyond Month 6</p> <p>E9. Pressure test view of tech and business enablers implementation plan, using learnings from R1 and R2</p> <p>E10. Based on that, define high level assumption on timeline and team structure for executing on the scope aligned on</p> <p>F4. Identify need to de-scope Nova further based on fit against</p>	
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	<p>expected budget</p> <p>F5. Align on top-down decisions on what scope should be prioritized for Nova vs. non-Nova operational improvements as a result</p> <p>G1. Provide guidance to MPI team as they conduct readiness assessment on launching R4 pre-discovery and confirm launch date</p> <p>G2. Guide R4 pre-discovery resourcing and research needs and review current status of research and resource availability</p> <p>G3. Guide creation of workplan to launch R4 pre-discovery</p>	
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*Note: Discovery phase (including preparation and direct support) will take 2-3 months; the workplan above does not include activities in that phase*

Across the entire pre-discovery phase, existing program governance (Sponsor Steering Committee and Program Steering Committee) will be used to review progress, validate findings, and highlight decisions/blockers with MPI Leadership. MPI Leadership will also be invited to the following meetings to understand progress and guide next steps:

- Pre-Discovery kickoff, which will launch the first sprint and ensure alignment on approach
- Every sprint-level vision workshop (aligned with each sprint/set of activities)
- Overall vision workshop at the end of the pre-discovery phase, which will determine readiness for the Discovery phase

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**Appendix A: Resource requirements and activities by resource for workstream around “Support defining Business and CX requirements for R3 “pre-discovery” (outcomes D, E and F)**

*Roles and responsibilities for R3 pre-discovery activities, including MPI resources required, by phase*

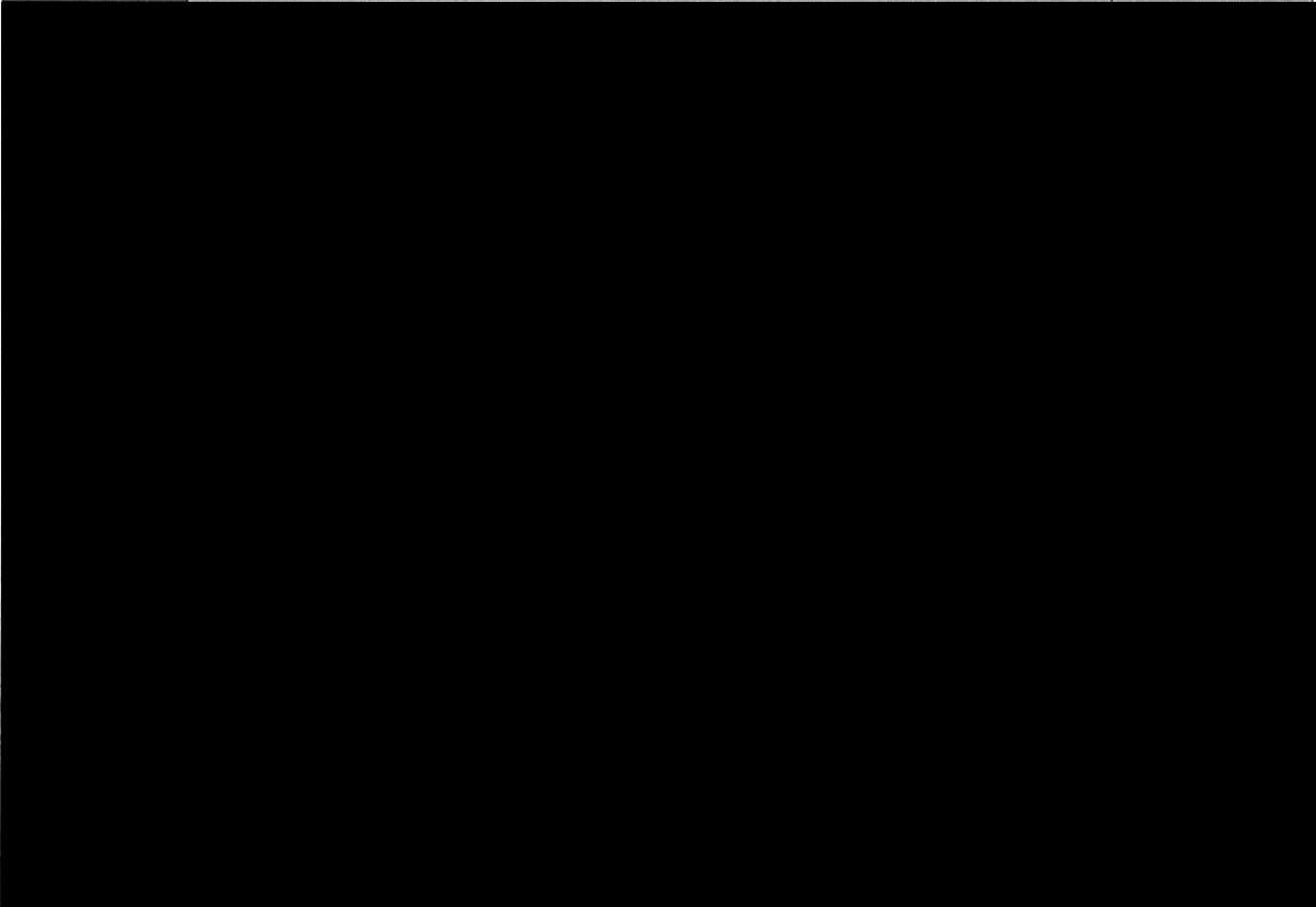
	Role	Month 3	Months 4-6, by sprint		
			W1	W2	W3
McKinsey team					
Release-level Leads					



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MPI Exhibit #19  
2024 GENERAL RATE APPLICATION  
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Execution resources (DVA)	Execution resources (P&C)	
		

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Execution Resources (Digital/Billing)	
Execution Resources (Peripherals)	
Other resources	

At the end of all sprints, we will have a multi-day vision workshop that will require participation from all team members, including representatives from the executive team.

	Deliverable	Outcomes
Priority 1	Finalize Revised R2 Delivery Timelines and Develop nPMO Maturity / Capabilities	<b>A</b> For R2, development of a revised release workback plan that is complete without foreseeable gaps in technical and business enablers.
		<b>B</b> Help to develop nPMO capabilities to a maturity level to allow MPI to be self sustained.
Priority 2	Program/risk reporting for sponsors and Tech. Committee Maturity Assessment	<b>C</b> Monthly executive reports to Executive/Technology Committee with fact-backed assessment of overall Nova program health, risks, and impediments by release requiring senior executive intervention,
		<b>D</b> Monthly maturity assessment / KPIs progress reports to Executive and Technology Committee across business / technology CoEs / Shared Services to ensure smooth R3 and R4 implementation.
Priority 3	Support defining Business and CX requirements for R3 pre-discovery	<b>D</b> Preparation for R3/R4 pre-discovery completed with all pre-requisites fully stood up.
		<b>E</b> Definition and stakeholder alignment on R3 scope, including (1) prioritizing self-service candidates and Nova vs. non-Nova scope, (2) outlining future-state for business processes (3) codifying potential customizations/ exceptions for during discovery and execution, and (4) Identifying enablers required to support R3
		<b>F</b> Alignment on R3 release approach (including CoEs Maturity Level, MVPs and delivering platform implementation in tranches), high-level roadmap, and budget implications.
Priority 3	Support MPI in defining the plan for conducting R4 pre-discovery	<b>G</b> Support provided to MPI team (research guidance, tools, templates, resource requirements, and validation of existing work) in preparation for R4 pre-discovery.