

**SEVENTH MODIFICATION TO UNITED HEALTHCARE INSURANCE COMPANY
HEALTH PLAN ADMINISTRATION AND SERVICES AGREEMENT (EPO)**

July THIS SEVENTH MODIFICATION AGREEMENT is made effective this 16 day of July, 2012 by and between UNITED HEALTHCARE INSURANCE COMPANY, and THE STATE OF MARYLAND, acting through THE DEPARTMENT OF BUDGET AND MANAGEMENT.

WHEREAS, United HealthCare Insurance Company ("Contractor") committed in its technical proposals in response to Request for Proposals for Health Plan Administration and Services (PPO, POS, HMO), RFP # F10B8200015, dated April 14, 2008, including all addendums and attachments issued by the Procurement Officer though June 18, 2008, to meet the 6% Minority Business-Enterprise participation goal;

WHEREAS, that MBE commitment is a material term of the Contract; and

THEREFORE IN CONSIDERATION of the promises and the covenants herein contained, the adequacy of which is duly acknowledged by the parties, the parties agree to modify the Contract as follows:

1. Definitions.

1.1 Contract means the Contract dated the 18th of March, 2009, as amended by a First Modification dated July 1, 2009, a Second Modification dated October 8, 2009, a Third Modification dated March 10, 2010, a Fourth Modification dated April 13, 2011, a Fifth Modification dated July 1, 2011, and a Sixth Modification dated June 4, 2012, all by and between the Contractor and the State.

1.2 Modification means this Seventh Modification unless the context dictates otherwise.

1.3 All other capitalized terms in this Modification have the definition provided in the Contract or the RFP.

2. Scope of Modification.

2.1 This Modification amends the Contract specifically as described herein. Except as specifically revised by the terms of this Modification, all of the terms of the Contract shall remain in full force and effect and shall apply to this Modification.

2.2 In the event of conflict, this Modification shall control over any attachment.

2.3 The recitals are acknowledged and incorporated as substantive terms of this Modification.

3. MBE Participation Plan.

3.1 In fulfilling its obligation to meet the MBE goal of 6% set in the RFP and incorporated into the Contract, the Contractor shall utilize the following minority business enterprises:

- (a) Councell Computer Products, Inc.,
- (b) Time Printers, Inc.,
- (c) First Speedy Printing, Co., Inc., (decertified on August 9, 2011)
- (d) Mary Kraft & Associates, Inc.,

- (e) Burs and Garrett Physical Therapy Assoc.,
- (f) More Class Construction Company,
- (g) Van Eperen Public Relations, LLC.
- (h) Sheppard Pratt Health System, Inc.,
- (i) CAMCO, Inc.
- (j) Commercial Interiors, Inc.,
- (k) Art & Negative, Inc. (replaces First Speedy Printing, Co., Inc.),
- (l) Banneker Ventures LLC., and
- (m) Rubino Enterprises, Inc.

3.2 The Contractor shall utilize these MBEs for the work and the contract administrative fee value identified in the Contractor's Revised Attachment D-2, dated February 6, 2012 and incorporated herein.

3.3 The Contractor represents and warrants that it will continue to meet its promised obligation to its current MBE subcontractors, identified above at 3.1(a) through (i). The inclusion of additional MBEs in the MBE participation plan for the Contract shall not adversely affect the volume, amount, and value of the work provided to the MBEs identified in section 3.1(a) through (i). Contractor agrees that each such MBE will continue to be utilized to the maximum extent possible under the Contract.

IN WITNESS THEREOF, the parties have executed this Seventh Modification as of the date hereinabove set forth.

UNITED HEALTHCARE
INSURANCE COMPANY

By: _____
[Signature]

Date: _____
6/28/12

Witness _____
[Signature]

STATE OF MARYLAND, DEPARTMENT OF
BUSINESS AND ECONOMIC DEVELOPMENT

By: _____
T. Eloise Foster
Secretary

Date: _____
June 16, 2012

Witness _____
[Signature]

Approved for form and legal
sufficiency this _____ day _____, 2012.

Assistant Attorney General

Attachment D-2

MBE Participation Schedule
(for submission with bid or proposal)

This document shall be included with the submittal of the bid or offer. If the bidder or Offeror fails to submit this form with the bid or offer, the procurement officer shall deem the bid non-responsive or shall determine that the offer is not susceptible of being selected for award.

| | |
|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prime Contractor (Firm Name, Address, Phone) United HealthCare Insurance Company 4 Taft Court, Rockville, MD 20850 410-796-6286 | Project Description Health Plan Administration and Services (EPO) |
| Project Number F10B8200015 | |
| List Information For Each Certified MBE Subcontractor On This Project | |
| Minority Firm Name Banneker Ventures, LLC | MBE Certification Number 11-333 |
| Work To Be Performed/NAICS Renovations for United Optical locations | |
| Percentage of Total Contract <i>.1% for Short Period – until work has been completed, effective 08/01/2011</i> | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name Rubino Enterprises Inc. | MBE Certification Number 04-251 |
| Work To Be Performed/NAICS Renovations for United Optical locations | |
| Percentage of Total Contract <i>.1% for short period – until work has been completed, effective 08/01/2011</i> | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |

USE ATTACHMENT D-2 CONTINUATION PAGE AS NEEDED

SUMMARY

T(Sum of "Percentage of Total Contract" for Identified MBEs)

TOTAL MBE PARTICIPATION: 6.7 %

Document Prepared By: (please print or type)

Name: James P. Cronin, Jr. Title: CEO

Signature:  Date: 2/06/12

Attachment D-2

MBE Participation Schedule (continued)

| List Information For Each Certified MBE Subcontractor On This Project | |
|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Minority Firm Name Commercial Interiors, Inc. | MBE Certification Number 91-110 |
| Work To Be Performed/NAICS Electrical Systems Upgrades and associated interior alterations for renovations | |
| Percentage of Total Contract .1% for short period – until work has been completed effective 08/01/2011 | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name Art & Negative Graphics, Inc. | MBE Certification Number 04-184 |
| Work To Be Performed/NAICS Commercial Printing, Graphic Design and mailing services | |
| Percentage of Total Contract .1% To replace Sir Speedy, who terminated from the MBE program effective 07/01/2011 | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name | MBE Certification Number |
| Work To Be Performed/NAICS | |
| Percentage of Total Contract | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name | MBE Certification Number |
| Work To Be Performed/NAICS | |
| Percentage of Total Contract | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name. | MBE Certification Number |
| Work To Be Performed/NAICS | |
| Percentage of Total Contract | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |

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|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prime Contractor (Firm Name, Address, Phone) United HealthCare Insurance Company 4 Taft Court, Rockville, MD 20850 410-796-6286 | Project Description Health Plan Administration and Services (EPO) |
| Project Number F10B8200015 | |
| List Information For Each Certified MBE Subcontractor On This Project | |
| Minority Firm Name Bailey's Janitorial, Inc. Terminated 12/31/2010 | MBE Certification Number 05-321 |
| Work To Be Performed/NAICS Building cleaning and maintenance service | |
| Percentage of Total Contract .1% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name CAMCO, LLC Effective 1/1/2011 | MBE Certification Number 08-508 |
| Work To Be Performed/NAICS Janitorial Services | |
| Percentage of Total Contract 1.1% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |

USE ATTACHMENT D-2 CONTINUATION PAGE AS NEEDED

SUMMARY

T(Sum of "Percentage of Total Contract" for Identified MBEs)

TOTAL MBE PARTICIPATION: 6.3 %

Document Prepared By: (please print or type)

Name: James P. Cronin, Jr. Title: CEO

Signature:  Date: 3/12/11

Attachment D-2

MBE Participation Schedule (continued)

| List Information For Each Certified MBE Subcontractor On This Project | |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Minority Firm Name Bailey's Janitorial, Inc. | MBE Certification Number 05-321 |
| Work To Be Performed/NAICS Building cleaning and maintenance service | |
| Percentage of Total Contract 1.2% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name First Speedy Printing, Co., Inc. (USA Press) | MBE Certification Number 02-510 |
| Work To Be Performed/NAICS Commercial Printing | |
| Percentage of Total Contract .9% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name Burs and Garrett Physical Therapy Assoc. | MBE Certification Number 94-129 |
| Work To Be Performed/NAICS Screenings for Health Fairs | |
| Percentage of Total Contract .01% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input checked="" type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable 20% |
| Minority Firm Name Mary Kraft & Associates, Inc | MBE Certification Number 94-006 |
| Work To Be Performed/NAICS Temporary Staffing for Open Enrollment and Health Fairs | |
| Percentage of Total Contract .2% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input checked="" type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable |
| Minority Firm Name Sheppard Pratt Health System, Inc. | MBE Certification Number 04-237 |
| Work To Be Performed/NAICS Psychiatric Services, doctors, office and clinics | |
| Percentage of Total Contract .4% | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input checked="" type="checkbox"/> Allocable 20% |

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| Prime Contractor (Firm Name, Address, Phone) United HealthCare Insurance Company 4 Taft Court, Rockville, MD 20850 410-796-6286 | | Project Description Health Plan Administration and Services (PPO, POS and HMO) | |
| Project Number F10B8200015 | | | |
| <u>List Information For Each Certified MBE-Subcontractor On This Project</u> | | | |
| Minority Firm Name Councell Computer Products, Inc | | MBE Certification Number 03-235 | |
| Work To Be Performed/NAICS Office Supplies | | | |
| Percentage of Total Contract .7% | | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable | |
| Minority Firm Name Time Printers, Inc. | | MBE Certification Number 92-161 | |
| Work To Be Performed/NAICS Commercial Printing | | | |
| Percentage of Total Contract 1.3 % | | How MBE Participation will be Attributable to State's Plan. Indicate One: <input checked="" type="checkbox"/> Full <input type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable | |
| Minority Firm Name Time Printers, Inc. | | MBE Certification Number 92-161 | |
| Work To Be Performed/NAICS Commercial Printing | | | |
| Percentage of Total Contract 1.3% | | How MBE Participation will be Attributable to State's Plan. Indicate One: <input type="checkbox"/> Full <input checked="" type="checkbox"/> Pro-rated <input type="checkbox"/> Allocable | |

USE ATTACHMENT D-2 CONTINUATION PAGE AS NEEDED

SUMMARY

T(Sum of "Percentage of Total Contract" for Identified MBEs)

TOTAL MBE PARTICIPATION: 6 %

Document Prepared By: (please print or type)

Name: James A. Young Title: CEO

Signature:  Date: July 8, 2008