

**THIRD MODIFICATION TO UNITED HEALTHCARE INSURANCE COMPANY
HEALTH PLAN ADMINISTRATION AND SERVICES AGREEMENT (POS)**

THIS THIRD MODIFICATION AGREEMENT is made effective this 13th day of April, 2011 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;

WHEREAS, the Procurement Officer has determined that corrective action is necessary for the calculation of how the Contractor is to meet its Contract MBE goal; and

WHEREAS, the Contractor has agreed to implement corrective action and has revised its plan to meet the MBE goal,

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 and a Second Modification dated October 8, 2009, all by and between the Contractor and the State.

1.2 Modification means this Third 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.

UHC POS Contract Mod #3 April 13, 2011

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.,
- (d) Mary Kraft & Associates, Inc.,
- (e) Burs and Garrett Physical Therapy Assoc.,
- (f) More Class Construction Company,
- (g) Van Eperen Public Relations, LLC., and
- (h) CAMCO, Inc.



Deleted: ¶
<#>Bailey's Janitorial, 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 17, 2010 and incorporated herein.

3.3 Notwithstanding the Contract, in calculating the amount of dollars paid to each MBE that are attributable to the MBE goal on the Contract, the following shall apply:

- (a) For work that is performed by the MBE solely and exclusively on this POS Contract and is not performed in support of the Contractor's general book of business or administration, the Contractor shall be provided credit for 100% of each dollar so paid toward meeting the 6% MBE commitment. For work that is performed by the MBE solely and exclusively on the three Contracts between the Contractor and affiliates and the State (i.e. the PPO, POS and EPO Contracts) and is not performed in support of the Contractor's general book of business or administration, the Contractor shall be provided credit toward meeting the 6% MBE commitment on each contract as follows: 1/4 of the total MBE payment toward the PPO Contract, 1/2 of the total MBE payment toward the POS Contract and 1/4 of the total MBE payment toward the EPO Contract.
- (b) For work that is performance by the MBE in support of the Contractor's general book of business or administration, the Contractor shall be provided prorated credit for the total amount spent at the rate of 6% of the total amount paid to the MBE, which percentage is roughly the percentage of the State's enrollment in the POS book of business operated by the Contractor.

3.4 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 (h). 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 (h). 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 Third Modification as of the date hereinabove set forth.

**UNITED HEALTHCARE
INSURANCE COMPANY**

**STATE OF MARYLAND, DEPARTMENT OF
BUDGET AND MANAGEMENT**

[Redacted signature block for United Healthcare Insurance Company]

[Redacted signature block for State of Maryland, Department of Budget and Management]

By: T. Eloise Foster
Secretary

3/4/11

4/25/11

[Redacted signature block for United Healthcare Insurance Company]

Date
Witness

Approved for form and legal
sufficiency this 15th day April, 2011.

[Redacted signature block for Assistant Attorney General]

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 (PPO, POS)
Project Number F10B8200015	
List Information For Each Certified MBE Subcontractor On This Project	
Minority Firm Name Bailey's Janitorial, Inc. Terminated 12/31/10	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 1.3%	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: 6.1 %

Document Prepared By: (please print or type)

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

Signature:  Date: 3/12/2011

ATTACHMENT D-4

Subcontractor Project Participation Statement
(for submission within 10 days after notification of apparent contract award)

SUBMIT ONE FORM FOR EACH MBE
LISTED ON THE MBE PARTICIPATION SCHEDULE

Provided that UnitedHealthcare Insurance Company is awarded the State contract in conjunction with
(Prime Contractor Name)

Solicitation No. F10B8200015, it and CAMCO, LLC,
(Subcontractor Name)

MDOT Certification No. 08-508, **intend to enter into a contract by which subcontractor shall:** (This is not a subcontract agreement. A written copy of subcontractor agreement(s) shall be made available to Procurement Officer upon request)

(Describe specific work) Janitorial Services

- No bonds are required of Subcontractor
- The following amount and type of bonds are required of Subcontractor:

By:

Prime Contractor Signature

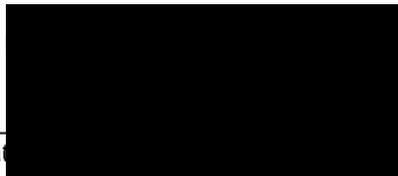


Title

3/12/2011
Date

By:

Subcontractor Signature



Name Julio Arce

Title

Date

OWNER

12/13/10