

AMENDMENT NO. 2 TO B22522

Contract Start Date:	October 1, 2009	Total Contract Amount:	Per Member/Per Month
Original Contract Expiration Date:	December 31, 2009	Original Contract Amount:	Per Member/Per Month
Current Contract Expiration Date:	December 31, 2009	Previous Amendment(s) Total:	N/A
Requested Contract Expiration Date:	December 31, 2009	Amendment Amount:	N/A

This amendment is by and between the State of Minnesota, through its Commissioner of the Department of Human Services ("STATE") and **Medica**, Managed Care Organization ("MCO"), identified as Contract No. **B22522** to further the Minnesota Medical Assistance Program for the provision of prepaid medical and remedial services pursuant to Title XIX of the Social Security Act; and

WHEREAS, the STATE wishes to exercise the option to amend this contract as provided in Article 21;

WHEREAS, as of October 1, 2009, the medical assistance capitation rates for **Minnesota Senior Health Options (MSHO)**, and **Minnesota Senior Care Plus (MSC+)** will be reduced to reflect the statutory changes enacted by the 2009 Minnesota Legislature during the regular session;

WHEREAS, pursuant to Minnesota Statutes, § 16A.152, subd. 4, the Commissioner of Finance reduced the amount of allotted funds for certain medical expenditures, and the unallotments effective July 1, 2009, that affect fee-for-service rates calculations are included in the medical assistance managed care rate reductions effective October 1, 2009, and

WHEREAS, the STATE and the MCO have agreed to amend the Contract to include these legislative and executive changes as stated in the October 1, 2009, **Amendment # 1 to Contract 22522** for Contract Year 2009; and

WHEREAS, the STATE and the MCO have agreed to further amend the MSHO and MSC+ rates to reflect updated adjustment factors.

Therefore, the parties agree that:

REVISION 1. Rates previously listed in **Appendix II-A1** and **II-B1**, are amended to include rate methodology adjustments shown in revised Appendix pages labeled **Appendix II-A2** and **II-B2**; respectively. The appendices are hereby incorporated into this contract by reference.

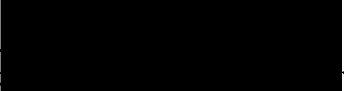
EXCEPT AS AMENDED HEREIN, THE TERMS AND CONDITIONS OF THE ORIGINAL CONTRACT AND ALL PREVIOUS AMENDMENTS REMAIN IN FULL FORCE AND EFFECT.

IN WITNESS WHEREOF, the parties hereto have executed this contract amendment. This contract amendment is hereby accepted and considered binding in accordance with the terms outlined in the preceding statements.

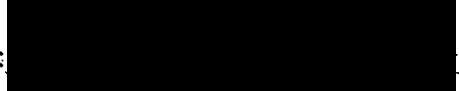
Signature page follows.


APPROVED:

**STATE OF MINNESOTA
DEPARTMENT OF HUMAN SERVICES**

By: 
Typed Name: Brian Osberg
Title: Medicaid Director
Date: 9/23/09

**Medica
(Two corporate officers must execute)**

By: 
Printed Name: Glenn Andis
Title: SVP
Date: 9-21-09

By: 
Printed Name: John Chomeau John
Title: Vp & GM Chomeau
Date: 9/21/09

Appendix II-A2: Capitation Payment Rates
Medica-Hennepin

Appendix II-B2: Capitation Payment Rates
Medica-Hennepin

SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
AGED INSTITUTIONALIZED									
65 - 74	F	\$610.94	\$569.33	\$41.61	\$555.21	\$586.98	\$0.00	\$572.42	
75 - 84	F	\$425.38	\$396.41	\$28.97	\$386.58	\$408.70	\$0.00	\$398.56	
85 +	F	\$298.42	\$278.09	\$20.33	\$271.19	\$286.71	\$0.00	\$279.60	
All Ages - Non MC	F	\$2,751.58	\$2,564.18	\$187.40	\$2,500.59	\$2,751.58	\$187.40	\$2,500.59	
65 - 74	M	\$600.39	\$559.50	\$40.89	\$545.62	\$576.84	\$0.00	\$562.53	
75 - 84	M	\$473.26	\$441.03	\$32.23	\$430.09	\$454.70	\$0.00	\$443.42	
85 +	M	\$390.98	\$364.36	\$26.62	\$355.32	\$375.66	\$0.00	\$366.34	
All Ages - Non MC	M	\$2,750.64	\$2,563.30	\$187.34	\$2,499.73	\$2,750.64	\$187.34	\$2,499.73	
AGED NON-INSTITUTIONALIZED									
65 - 74	F	\$727.06	\$677.54	\$49.52	\$660.74	\$698.54	\$0.00	\$681.22	
75 +	F	\$868.41	\$809.26	\$59.15	\$789.19	\$834.35	\$0.00	\$813.66	
All Ages - Non MC	F	\$2,069.02	\$1,928.11	\$140.91	\$1,880.29	\$2,069.02	\$140.91	\$1,880.29	
65 - 74	M	\$665.81	\$620.46	\$45.35	\$605.07	\$639.69	\$0.00	\$623.83	
75 +	M	\$933.47	\$869.89	\$63.58	\$848.32	\$896.86	\$0.00	\$874.62	
All Ages - Non MC	M	\$1,949.63	\$1,816.85	\$132.78	\$1,771.79	\$1,949.63	\$132.78	\$1,771.79	

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates Appendix II-B2 Capitation Payment Rates
Medica-Ramsey Medica-Ramsey
SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare					MSHO						
		10/09-12/09		10/09-12/09		Plan Payment with 2.5% RR	10/09-12/09		10/09-12/09		Plan Payment with 2.5% RR		
		Rate w MERC	MERC	Rate-MERC	MERC		Rate-MERC	MERC	Carve Out	Carve Out			
AGED INSTITUTIONALIZED													
65 - 74	F	\$725.42	\$15.74	\$709.68	\$692.08	\$731.68	\$731.68	\$0.00	\$0.00	\$713.53			
75 - 84	F	\$504.85	\$10.96	\$493.89	\$481.64	\$509.20	\$509.20	\$0.00	\$0.00	\$496.57			
85 +	F	\$353.86	\$7.68	\$346.18	\$337.59	\$356.91	\$356.91	\$0.00	\$0.00	\$348.06			
All Ages - Non	F	\$3,263.21	\$70.82	\$3,192.39	\$3,113.22	\$3,263.21	\$3,192.39	\$70.82	\$70.82	\$3,113.22			
65 - 74	M	\$712.40	\$15.46	\$696.94	\$679.66	\$718.55	\$718.55	\$0.00	\$0.00	\$700.73			
75 - 84	M	\$561.85	\$12.19	\$549.66	\$536.03	\$566.70	\$566.70	\$0.00	\$0.00	\$552.65			
85 +	M	\$463.96	\$10.07	\$453.89	\$442.63	\$467.96	\$467.96	\$0.00	\$0.00	\$456.35			
All Ages - Non	M	\$3,264.11	\$70.83	\$3,193.28	\$3,114.09	\$3,264.11	\$3,193.28	\$70.83	\$70.83	\$3,114.09			
AGED NON-INSTITUTIONALIZED													
65 - 74	F	\$862.44	\$18.71	\$843.73	\$822.81	\$869.89	\$869.89	\$0.00	\$0.00	\$848.32			
75 +	F	\$1,030.73	\$22.37	\$1,008.36	\$983.35	\$1,039.62	\$1,039.62	\$0.00	\$0.00	\$1,013.84			
All Ages - Non	F	\$2,455.36	\$53.29	\$2,402.07	\$2,342.50	\$2,455.36	\$2,402.07	\$53.29	\$53.29	\$2,342.50			
65 - 74	M	\$789.82	\$17.14	\$772.68	\$753.52	\$796.63	\$796.63	\$0.00	\$0.00	\$776.87			
75 +	M	\$1,107.91	\$24.05	\$1,083.86	\$1,056.98	\$1,117.46	\$1,117.46	\$0.00	\$0.00	\$1,089.75			
All Ages - Non	M	\$2,314.12	\$50.22	\$2,263.90	\$2,207.75	\$2,314.12	\$2,263.90	\$50.22	\$50.22	\$2,207.75			

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates
Medica-Core Metro

Appendix II-B2: Capitation Payment Rates
Medica-Core Metro

SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO					
		10/09-12/09	10/09-12/09	MERC	Plan Payment with 2.5% RR	10/09-12/09	10/09-12/09	MERC	Plan Payment with 2.5% RR		
		Rate w MERC	Rate-MERC	Carve Out		Rate-MERC	Rate-MERC	Carve Out			
AGED INSTITUTIONALIZED											
65 - 74	F	\$517.12	\$505.90	\$11.22	\$493.35	\$521.58	\$521.58	\$0.00	\$508.64		
75 - 84	F	\$359.73	\$351.93	\$7.80	\$343.20	\$362.84	\$362.84	\$0.00	\$353.84		
85 +	F	\$252.26	\$246.79	\$5.47	\$240.67	\$254.44	\$254.44	\$0.00	\$248.13		
All Ages - Non	F	\$2,326.98	\$2,276.49	\$50.49	\$2,220.03	\$2,326.98	\$2,276.49	\$50.49	\$2,220.03		
65 - 74	M	\$507.98	\$496.96	\$11.02	\$484.64	\$512.37	\$512.37	\$0.00	\$499.66		
75 - 84	M	\$400.37	\$391.69	\$8.68	\$381.98	\$403.83	\$403.83	\$0.00	\$393.81		
85 +	M	\$330.76	\$323.58	\$7.18	\$315.56	\$333.61	\$333.61	\$0.00	\$325.34		
All Ages - Non	M	\$2,326.26	\$2,275.78	\$50.48	\$2,219.34	\$2,326.26	\$2,275.78	\$50.48	\$2,219.34		
AGED NON-INSTITUTIONALIZED											
65 - 74	F	\$614.94	\$601.59	\$13.35	\$586.67	\$620.24	\$620.24	\$0.00	\$604.86		
75 +	F	\$734.51	\$718.57	\$15.94	\$700.75	\$740.85	\$740.85	\$0.00	\$722.48		
All Ages - Non	F	\$1,750.28	\$1,712.30	\$37.98	\$1,669.83	\$1,750.28	\$1,712.30	\$37.98	\$1,669.83		
65 - 74	M	\$563.28	\$551.06	\$12.22	\$537.39	\$568.14	\$568.14	\$0.00	\$554.05		
75 +	M	\$789.54	\$772.41	\$17.13	\$753.25	\$796.35	\$796.35	\$0.00	\$776.60		
All Ages - Non	M	\$1,648.74	\$1,612.96	\$35.78	\$1,572.96	\$1,648.74	\$1,612.96	\$35.78	\$1,572.96		

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates
Medica- NW Metro

Appendix II-B2 Capitation Payment Rates
Medica-NW Metro

SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09	10/09-12/09	MERC	Plan Payment with 2.5% RR	10/09-12/09	10/09-12/09	MERC	Plan Payment with 2.5% RR
		Rate w MERC	Rate-MERC	Carve Out		Rate-MERC	Rate-MERC	Carve Out	
AGED INSTITUTIONALIZED									
65 - 74	F	\$514.88	\$505.94	\$8.94	\$493.39	\$521.62	\$521.62	\$0.00	\$508.68
75 - 84	F	\$358.15	\$351.93	\$6.22	\$343.20	\$362.84	\$362.84	\$0.00	\$353.84
85 +	F	\$251.11	\$246.75	\$4.36	\$240.63	\$254.40	\$254.40	\$0.00	\$248.09
All Ages - Non MI	F	\$2,316.45	\$2,276.22	\$40.23	\$2,219.77	\$2,316.45	\$2,276.22	\$40.23	\$2,219.77
65 - 74	M	\$505.83	\$497.05	\$8.78	\$484.72	\$512.46	\$512.46	\$0.00	\$499.75
75 - 84	M	\$398.58	\$391.66	\$6.92	\$381.95	\$403.80	\$403.80	\$0.00	\$393.79
85 +	M	\$329.32	\$323.60	\$5.72	\$315.57	\$333.63	\$333.63	\$0.00	\$325.36
All Ages - Non MI	M	\$2,315.73	\$2,275.51	\$40.22	\$2,219.08	\$2,315.73	\$2,275.51	\$40.22	\$2,219.08
AGED NON-INSTITUTIONALIZED									
65 - 74	F	\$612.37	\$601.73	\$10.64	\$586.81	\$620.38	\$620.38	\$0.00	\$604.99
75 +	F	\$731.36	\$718.66	\$12.70	\$700.84	\$740.94	\$740.94	\$0.00	\$722.56
All Ages - Non MI	F	\$1,742.22	\$1,711.96	\$30.26	\$1,669.50	\$1,742.22	\$1,711.96	\$30.26	\$1,669.50
65 - 74	M	\$560.88	\$551.14	\$9.74	\$537.47	\$568.23	\$568.23	\$0.00	\$554.14
75 +	M	\$786.24	\$772.58	\$13.66	\$753.42	\$796.53	\$796.53	\$0.00	\$776.78
All Ages - Non MI	M	\$1,642.59	\$1,614.06	\$28.53	\$1,574.03	\$1,642.59	\$1,614.06	\$28.53	\$1,574.03

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates Appendix II-B2: Capitation Payment Rates
Medica-Carver Medica-Carver
SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare					MSHO				
		10/09-12/09		10/09-12/09		10/09-12/09	10/09-12/09		10/09-12/09		Plan Payment with 2.5% RR
		Rate w MERC	Rate-MERC	MERC	Carve Out		Rate with Add Back	Rate-MERC	MERC	Carve Out	
AGED INSTITUTIONALIZED											
65 - 74	F	\$384.87	\$376.51	\$8.36	\$367.17	\$388.18	\$388.18	\$0.00	\$378.55		
75 - 84	F	\$268.02	\$262.20	\$5.82	\$255.70	\$270.33	\$270.33	\$0.00	\$263.63		
85 +	F	\$187.88	\$183.80	\$4.08	\$179.24	\$189.50	\$189.50	\$0.00	\$184.80		
All Ages - Non	F	\$1,732.53	\$1,694.93	\$37.60	\$1,652.89	\$1,732.53	\$1,694.93	\$37.60	\$1,652.89		
65 - 74	M	\$378.34	\$370.13	\$8.21	\$360.95	\$381.60	\$381.60	\$0.00	\$372.14		
75 - 84	M	\$298.29	\$291.81	\$6.48	\$284.57	\$300.86	\$300.86	\$0.00	\$293.40		
85 +	M	\$246.15	\$240.81	\$5.34	\$234.84	\$248.28	\$248.28	\$0.00	\$242.12		
All Ages - Non	M	\$1,732.44	\$1,694.85	\$37.59	\$1,652.82	\$1,732.44	\$1,694.85	\$37.59	\$1,652.82		
AGED NON-INSTITUTIONALIZED											
65 - 74	F	\$458.00	\$448.06	\$9.94	\$436.95	\$461.95	\$461.95	\$0.00	\$450.49		
75 +	F	\$546.84	\$534.97	\$11.87	\$521.70	\$551.55	\$551.55	\$0.00	\$537.87		
All Ages - Non	F	\$1,304.09	\$1,275.79	\$28.30	\$1,244.15	\$1,304.09	\$1,275.79	\$28.30	\$1,244.15		
65 - 74	M	\$419.21	\$410.11	\$9.10	\$399.94	\$422.82	\$422.82	\$0.00	\$412.33		
75 +	M	\$588.18	\$575.41	\$12.77	\$561.14	\$593.25	\$593.25	\$0.00	\$578.54		
All Ages - Non	M	\$1,229.01	\$1,202.34	\$26.67	\$1,172.52	\$1,229.01	\$1,202.34	\$26.67	\$1,172.52		

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates Appendix II-B2: Capitation Payment Rates
Medica-NE Regional Medica-NE Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare				MSHO			
		10/09-12/09		10/09-12/09		10/09-12/09		10/09-12/09	
		Rate w MERC	Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR	Rate with Add Back	Rate-MERC	MERC Carve Out	Plan Payment with 2.5% RR
AGED INSTITUTIONALIZED									
65 - 74	F	\$309.09	\$303.72	\$5.37	\$296.19	\$313.14	\$313.14	\$0.00	\$305.37
75 - 84	F	\$215.35	\$211.61	\$3.74	\$206.36	\$218.17	\$218.17	\$0.00	\$212.76
85 +	F	\$151.01	\$148.39	\$2.62	\$144.71	\$152.99	\$152.99	\$0.00	\$149.20
All Ages - Non N	F	\$1,391.80	\$1,367.63	\$24.17	\$1,333.71	\$1,391.80	\$1,367.63	\$24.17	\$1,333.71
65 - 74	M	\$303.98	\$298.70	\$5.28	\$291.29	\$307.96	\$307.96	\$0.00	\$300.32
75 - 84	M	\$239.51	\$235.35	\$4.16	\$229.51	\$242.65	\$242.65	\$0.00	\$236.63
85 +	M	\$197.84	\$194.40	\$3.44	\$189.58	\$200.43	\$200.43	\$0.00	\$195.46
All Ages - Non N	M	\$1,392.10	\$1,367.92	\$24.18	\$1,333.99	\$1,392.10	\$1,367.92	\$24.18	\$1,333.99
AGED NON-INSTITUTIONALIZED									
65 - 74	F	\$367.74	\$361.35	\$6.39	\$352.39	\$372.55	\$372.55	\$0.00	\$363.31
75 +	F	\$439.69	\$432.05	\$7.64	\$421.33	\$445.44	\$445.44	\$0.00	\$434.39
All Ages - Non N	F	\$1,046.57	\$1,028.39	\$18.18	\$1,002.89	\$1,046.57	\$1,028.39	\$18.18	\$1,002.89
65 - 74	M	\$337.07	\$331.21	\$5.86	\$323.00	\$341.48	\$341.48	\$0.00	\$333.01
75 +	M	\$472.37	\$464.16	\$8.21	\$452.65	\$478.55	\$478.55	\$0.00	\$466.68
All Ages - Non N	M	\$987.37	\$970.23	\$17.14	\$946.17	\$987.37	\$970.23	\$17.14	\$946.17

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.

Appendix II-A2: Capitation Payment Rates Appendix II-B2 Capitation Payment Rates
Medica-SE Regional Medica-SE Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009 SeniorCare/MSHO Rates Fourth Quarter, 2009

Age	Sex	SeniorCare					MSHO				
		10/09-12/09		10/09-12/09		Plan Payment with 2.5% RR	10/09-12/09		10/09-12/09		Plan Payment with 2.5% RR
		Rate w MERC	Rate-MERC	MERC	Carve Out		Rate with Add Back	Rate-MERC	MERC	Carve Out	
AGED INSTITUTIONALIZED											
65 - 74	F	\$368.13	\$361.74	\$6.39	\$352.77	\$372.95	\$372.95	\$0.00	\$363.70		
75 - 84	F	\$256.33	\$251.88	\$4.45	\$245.63	\$259.69	\$259.69	\$0.00	\$253.25		
85 +	F	\$179.65	\$176.53	\$3.12	\$172.15	\$182.00	\$182.00	\$0.00	\$177.49		
All Ages - Non N	F	\$1,656.73	\$1,627.95	\$28.78	\$1,587.58	\$1,656.73	\$1,627.95	\$28.78	\$1,587.58		
65 - 74	M	\$361.91	\$355.62	\$6.29	\$346.80	\$366.64	\$366.64	\$0.00	\$357.55		
75 - 84	M	\$285.26	\$280.30	\$4.96	\$273.35	\$288.99	\$288.99	\$0.00	\$281.82		
85 +	M	\$235.44	\$231.35	\$4.09	\$225.61	\$238.52	\$238.52	\$0.00	\$232.60		
All Ages - Non N	M	\$1,656.67	\$1,627.90	\$28.77	\$1,587.53	\$1,656.67	\$1,627.90	\$28.77	\$1,587.53		
AGED NON-INSTITUTIONALIZED											
65 - 74	F	\$437.64	\$430.04	\$7.60	\$419.37	\$443.37	\$443.37	\$0.00	\$432.37		
75 +	F	\$523.08	\$513.99	\$9.09	\$501.24	\$529.92	\$529.92	\$0.00	\$516.78		
All Ages - Non N	F	\$1,246.91	\$1,225.26	\$21.65	\$1,194.87	\$1,246.91	\$1,225.26	\$21.65	\$1,194.87		
65 - 74	M	\$401.00	\$394.04	\$6.96	\$384.27	\$406.26	\$406.26	\$0.00	\$396.18		
75 +	M	\$562.69	\$552.92	\$9.77	\$539.21	\$570.06	\$570.06	\$0.00	\$555.92		
All Ages - Non N	M	\$1,174.87	\$1,154.46	\$20.41	\$1,125.83	\$1,174.87	\$1,154.46	\$20.41	\$1,125.83		

* The rates shown here reflect a withhold of 8.0% per Section 4.17 of the Contract. All or part of these withheld funds may be paid back to the plan if performance targets in the contract are met.