

AMENDMENT NO. 1 TO B22527

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 **UCare Minnesota**, Managed Care Organization (“MCO”), identified as Contract No. B22527 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 impact 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.

Therefore, the parties agree that:

REVISION 1. Rates listed in **Appendix II-A** and **II-B** are amended to include the following rate methodology adjustments. These adjustments will be reflected in the revised Appendix pages labeled **II-A1** and **II-B1**, and incorporated into this contract by reference. The rates are adjusted as follows:

Rate Adjustment 1. Physician and Professional Services Ratable Reduction. Amended rates will reflect a reduction for physician and professional services. Office and other outpatient visits, preventive medicine visits, and family planning visits are exempt from this rate reduction when billed by physicians, advanced practice nurses, or physician assistants in a family planning agency or in one of the following primary care practices: general practice, general internal medicine, general pediatrics, general geriatrics, and family medicine. This reduction does not apply to federally qualified health centers, rural health centers or Indian health services. Payment rates for physician and professional services are reduced by total of six and one half percent (6.5%). 76.9% of this reduction is pursuant to Minnesota Laws 2009, chapter 79, article 5, section 51, amended by chapter 173, article 1, section 32, that amends Minnesota Statutes §

256B.76, subd. 1; and the remaining 23.1% reduction is pursuant to Minnesota Statutes § 16A.152, subd. 4, that amends Minnesota Statutes § 256B.766.

Rate Adjustment 2. Medical Assistance Basic Care Ratable Reduction. For MSHO and MSC+ services provided on or after October 1, 2009, amended rates will reflect a reduction for basic care medical services. Exemptions from this reduction include inpatient hospital services, physician and professional services, family planning services, mental health services, dental services, prescription drugs, home health services, medical transportation and Medicare cost sharing. This reduction does not apply to federally qualified health centers, rural health centers or Indian health services. Payment rates for basic care services are reduced by a total of four and one half percent (4.5%). Two thirds (66%) of this reduction is pursuant to Minnesota Laws 2009, chapter 79, article 5, section 52, amended by chapter 173, article 1, section 42 that amends Minnesota Statutes § 256B.766. The remaining one third (33%) of this reduction is pursuant to Minnesota Statutes § 16A.152, subd. 4, which amends Minnesota Statutes § 256B.766.

Rate Adjustment 3. Medical Assistance Inpatient Hospital Ratable Reduction. MSHO and MSC+ payment rates for inpatient hospital admissions occurring on or after October 1, 2009 are reduced by one percent (1.0%) pursuant to Minnesota Laws 2009, chapter 79, article 5, section 12, which amends Minnesota Statutes § 256.969, subd. 3a(h). Exclusions from this reduction include facilities operated by the Indian Health Service and Indian tribes.

Rate Adjustment 4. Reimbursement Rates for Births, Professional Services. For services provided on or after October 1, 2009, there will be one calculated rate for professional services related to labor, delivery, and antepartum and postpartum care when provided for the following diagnosis-related groups: (1) 371 cesarean sections without complicating diagnosis; (2) 372 vaginal delivery with complicating diagnosis; and (3) 373 vaginal delivery without complicating diagnosis. This calculated rate shall not reflect a shift of greater than five percent (5.0%) in the current proportion of all births delivered vaginally and by cesarean section. This payment reduction is pursuant to Minnesota Statutes § 256B.756 as added by Minnesota Laws 2009, chapter 79, article 5, section 50, amended by chapter 173, article 1, section 31.

Rate Adjustment 5. Reimbursement Rates for Births, Inpatient Facility. For admissions occurring on or after October 1, 2009, the total operating and property payment rate, excluding disproportionate population adjustment, for the same diagnosis-related groups listed in **Rate Adjustment 4**, shall be no greater than \$3,528. Newborn care is excluded from these rates. This rate reduction applies to Medical Assistance and MinnesotaCare, and is pursuant to Minnesota Laws 2009, chapter 173, article 1, section 14, which amends Minnesota Statutes, § 256.969; and Minnesota Statutes, § 256B.756 as added by Minnesota Laws 2009, chapter 79, article 5, section 50.

Rate Adjustment 6. Long Term Care Providers. MCOs must implement a two point five-eight percent (2.58%) rate reduction effective October 1, 2009, for certain providers of State Plan Home Care Services, including but not limited to, nursing and home health services, personal care assistance (PCA) services, private duty nursing (PDN) services, physical therapy, occupational therapy, speech and respiratory therapy services, pursuant to Minnesota Laws 2009, chapter 79, article 8, section 79.

Rate Adjustment 7. 180-Day Nursing Facility Add-On. The State shall adjust the nursing facility rates to reflect rebasing for State Fiscal Year 2010, which includes the October 2009 through December 2009 rates, as stated in Minnesota Statutes, § 256B.441, subd. 55, pursuant to Minnesota Laws 2009, Chapter 79, article 8, section 61.

Rate Adjustment 8. Customized Living Rates. The State shall adjust the elderly waiver capitation payment rates to reflect the maximum service rate limits for customized living services and 24-hour customized living services as stated in Minnesota Statutes, § 256B.0915, subds. 3e and 3h, pursuant to Minnesota Laws 2009, chapter 79, article 8, section 49 that amends § 256B.0915 by adding a new subd. 10. Medical assistance rates paid to customized living providers by MCOs under this section shall not exceed the maximum service rate limits determined by the State under subdivisions 3e and 3h.

Rate Adjustment 9. Elderly Waiver Cost Limits. The State shall adjust the elderly waiver capitation payment rates to reflect the monthly service cost limits for Elderly Waiver clients including a new case mix category with low dependencies in activities of daily living, as stated in Minnesota Statutes, § 256B.0913, subd. 4, pursuant to Minnesota Laws 2009, chapter 79, article 8, section 44 that amends § 256B.0913, subd. 4 by adding a new clause (7).


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

Signature page follows

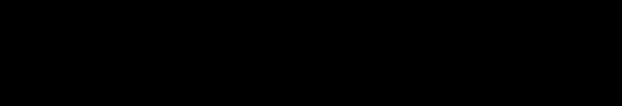
IN WITNESS WHEREOF, the parties hereto have executed this contract amendment. This contract amendment is hereby accepted and considered binding in accordance with the terms outlined in the preceding statements.

APPROVED:


**STATE OF MINNESOTA
DEPARTMENT OF HUMAN SERVICES**

By: 
Title: Medical Director
Date: 9/11/09

UCare Minnesota
(Two corporate officers must execute)

By: 
Title: President + CEO
Date: 9/3/09

and

By: 
Title: Senior Vice President, General Counsel + Secretary
Date: 9/3/09

**Appendix II-A1: Capitation Payment Rates
UCare - Hennepin
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$598.63	\$557.86	\$40.77	\$544.02
75 - 84	F	\$416.81	\$388.42	\$28.39	\$378.79
85 +	F	\$292.40	\$272.49	\$19.91	\$265.73
All Ages - Non M	F	\$2,723.72	\$2,538.22	\$185.50	\$2,475.27
65 - 74	M	\$588.30	\$548.23	\$40.07	\$534.63
75 - 84	M	\$463.72	\$432.14	\$31.58	\$421.42
85 +	M	\$383.11	\$357.01	\$26.10	\$348.16
All Ages - Non M	M	\$2,722.78	\$2,537.35	\$185.43	\$2,474.42
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$712.20	\$663.70	\$48.50	\$647.24
75 +	F	\$850.66	\$792.73	\$57.93	\$773.07
All Ages - Non M	F	\$2,047.66	\$1,908.21	\$139.45	\$1,860.89
65 - 74	M	\$652.20	\$607.78	\$44.42	\$592.71
75 +	M	\$914.39	\$852.12	\$62.27	\$830.99
All Ages - Non M	M	\$1,929.51	\$1,798.10	\$131.41	\$1,753.51

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

**Appendix II-B1: Capitation Payment Rates
UCare - Hennepin
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$575.15	\$575.15	\$0.00	\$560.89
75 - 84	F	\$400.46	\$400.46	\$0.00	\$390.53
85 +	F	\$280.94	\$280.94	\$0.00	\$273.97
All Ages - Non M	F	\$2,723.72	\$2,538.22	\$185.50	\$2,475.27
65 - 74	M	\$565.23	\$565.23	\$0.00	\$551.21
75 - 84	M	\$445.54	\$445.54	\$0.00	\$434.49
85 +	M	\$368.08	\$368.08	\$0.00	\$358.95
All Ages - Non M	M	\$2,722.78	\$2,537.35	\$185.43	\$2,474.42
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$684.27	\$684.27	\$0.00	\$667.30
75 +	F	\$817.30	\$817.30	\$0.00	\$797.03
All Ages - Non M	F	\$2,047.66	\$1,908.21	\$139.45	\$1,860.89
65 - 74	M	\$626.62	\$626.62	\$0.00	\$611.08
75 +	M	\$878.54	\$878.54	\$0.00	\$856.75
All Ages - Non M	M	\$1,929.51	\$1,798.10	\$131.41	\$1,753.51

* 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-A1: Capitation Payment Rates
UCare - Ramsey
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$710.80	\$695.38	\$15.42	\$678.13
75 - 84	F	\$494.68	\$483.94	\$10.74	\$471.94
85 +	F	\$346.73	\$339.21	\$7.52	\$330.80
All Ages - Non M	F	\$3,230.17	\$3,160.07	\$70.10	\$3,081.70
65 - 74	M	\$698.05	\$682.90	\$15.15	\$665.96
75 - 84	M	\$550.53	\$538.59	\$11.94	\$525.23
85 +	M	\$454.61	\$444.75	\$9.86	\$433.72
All Ages - Non M	M	\$3,231.06	\$3,160.94	\$70.12	\$3,082.55
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$844.82	\$826.49	\$18.33	\$805.99
75 +	F	\$1,009.67	\$987.76	\$21.91	\$963.26
All Ages - Non M	F	\$2,430.02	\$2,377.28	\$52.74	\$2,318.32
65 - 74	M	\$773.68	\$756.89	\$16.79	\$738.12
75 +	M	\$1,085.27	\$1,061.72	\$23.55	\$1,035.39
All Ages - Non M	M	\$2,290.24	\$2,240.54	\$49.70	\$2,184.97

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

**Appendix II-B1: Capitation Payment Rates
UCare - Ramsey
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$716.94	\$716.94	\$0.00	\$699.16
75 - 84	F	\$498.94	\$498.94	\$0.00	\$486.57
85 +	F	\$349.73	\$349.73	\$0.00	\$341.06
All Ages - Non M	F	\$3,230.17	\$3,160.07	\$70.10	\$3,081.70
65 - 74	M	\$704.07	\$704.07	\$0.00	\$686.61
75 - 84	M	\$555.29	\$555.29	\$0.00	\$541.52
85 +	M	\$458.54	\$458.54	\$0.00	\$447.17
All Ages - Non M	M	\$3,231.06	\$3,160.94	\$70.12	\$3,082.55
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$852.11	\$852.11	\$0.00	\$830.98
75 +	F	\$1,018.38	\$1,018.38	\$0.00	\$993.12
All Ages - Non M	F	\$2,430.02	\$2,377.28	\$52.74	\$2,318.32
65 - 74	M	\$780.35	\$780.35	\$0.00	\$761.00
75 +	M	\$1,094.63	\$1,094.63	\$0.00	\$1,067.48
All Ages - Non M	M	\$2,290.24	\$2,240.54	\$49.70	\$2,184.97

* 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-A1: Capitation Payment Rates
UCare - Core Metro
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$506.70	\$495.71	\$10.99	\$483.42
75 - 84	F	\$352.49	\$344.84	\$7.65	\$336.29
85 +	F	\$247.18	\$241.82	\$5.36	\$235.82
All Ages - Non M	F	\$2,303.42	\$2,253.43	\$49.99	\$2,197.54
65 - 74	M	\$497.75	\$486.95	\$10.80	\$474.87
75 - 84	M	\$392.31	\$383.79	\$8.52	\$374.27
85 +	M	\$324.09	\$317.06	\$7.03	\$309.20
All Ages - Non M	M	\$2,302.70	\$2,252.73	\$49.97	\$2,196.86
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$602.37	\$589.30	\$13.07	\$574.69
75 +	F	\$719.50	\$703.89	\$15.61	\$686.43
All Ages - Non M	F	\$1,732.22	\$1,694.62	\$37.60	\$1,652.59
65 - 74	M	\$551.77	\$539.80	\$11.97	\$526.41
75 +	M	\$773.41	\$756.63	\$16.78	\$737.87
All Ages - Non M	M	\$1,631.72	\$1,596.31	\$35.41	\$1,556.72

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

**Appendix II-B1: Capitation Payment Rates
UCare - Core Metro
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$511.08	\$511.08	\$0.00	\$498.40
75 - 84	F	\$355.53	\$355.53	\$0.00	\$346.71
85 +	F	\$249.32	\$249.32	\$0.00	\$243.14
All Ages - Non M	F	\$2,303.42	\$2,253.43	\$49.99	\$2,197.54
65 - 74	M	\$502.05	\$502.05	\$0.00	\$489.60
75 - 84	M	\$395.69	\$395.69	\$0.00	\$385.88
85 +	M	\$326.89	\$326.89	\$0.00	\$318.78
All Ages - Non M	M	\$2,302.70	\$2,252.73	\$49.97	\$2,196.86
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$607.57	\$607.57	\$0.00	\$592.50
75 +	F	\$725.71	\$725.71	\$0.00	\$707.71
All Ages - Non M	F	\$1,732.22	\$1,694.62	\$37.60	\$1,652.59
65 - 74	M	\$556.53	\$556.53	\$0.00	\$542.73
75 +	M	\$780.09	\$780.09	\$0.00	\$760.74
All Ages - Non M	M	\$1,631.72	\$1,596.31	\$35.41	\$1,556.72

* 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-A1: Capitation Payment Rates
UCare - NW Metro
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$504.51	\$495.75	\$8.76	\$483.46
75 - 84	F	\$350.94	\$344.84	\$6.10	\$336.29
85 +	F	\$246.05	\$241.78	\$4.27	\$235.78
All Ages - Non M	F	\$2,292.99	\$2,253.17	\$39.82	\$2,197.29
65 - 74	M	\$495.64	\$487.03	\$8.61	\$474.95
75 - 84	M	\$390.55	\$383.76	\$6.79	\$374.24
85 +	M	\$322.68	\$317.08	\$5.60	\$309.22
All Ages - Non M	M	\$2,292.28	\$2,252.47	\$39.81	\$2,196.61
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$599.85	\$589.44	\$10.41	\$574.82
75 +	F	\$716.42	\$703.98	\$12.44	\$686.52
All Ages - Non M	F	\$1,724.23	\$1,694.29	\$29.94	\$1,652.27
65 - 74	M	\$549.43	\$539.88	\$9.55	\$526.49
75 +	M	\$770.17	\$756.80	\$13.37	\$738.03
All Ages - Non M	M	\$1,625.63	\$1,597.40	\$28.23	\$1,557.78

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

**Appendix II-B1: Capitation Payment Rates
UCare - NW Metro
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$511.12	\$511.12	\$0.00	\$498.44
75 - 84	F	\$355.53	\$355.53	\$0.00	\$346.71
85 +	F	\$249.28	\$249.28	\$0.00	\$243.10
All Ages - Non M	F	\$2,292.99	\$2,253.17	\$39.82	\$2,197.29
65 - 74	M	\$502.13	\$502.13	\$0.00	\$489.68
75 - 84	M	\$395.66	\$395.66	\$0.00	\$385.85
85 +	M	\$326.91	\$326.91	\$0.00	\$318.80
All Ages - Non M	M	\$2,292.28	\$2,252.47	\$39.81	\$2,196.61
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$607.71	\$607.71	\$0.00	\$592.64
75 +	F	\$725.80	\$725.80	\$0.00	\$707.80
All Ages - Non M	F	\$1,724.23	\$1,694.29	\$29.94	\$1,652.27
65 - 74	M	\$556.62	\$556.62	\$0.00	\$542.82
75 +	M	\$780.26	\$780.26	\$0.00	\$760.91
All Ages - Non M	M	\$1,625.63	\$1,597.40	\$28.23	\$1,557.78

* 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-A: Capitation Payment Rates
UCare - Carver
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$377.11	\$368.93	\$8.18	\$359.78
75 - 84	F	\$262.62	\$256.92	\$5.70	\$250.55
85 +	F	\$184.09	\$180.10	\$3.99	\$175.63
All Ages - Non M	F	\$1,714.99	\$1,677.77	\$37.22	\$1,636.16
65 - 74	M	\$370.71	\$362.67	\$8.04	\$353.68
75 - 84	M	\$292.28	\$285.93	\$6.35	\$278.84
85 +	M	\$241.19	\$235.96	\$5.23	\$230.11
All Ages - Non M	M	\$1,714.90	\$1,677.68	\$37.22	\$1,636.07
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$448.64	\$438.90	\$9.74	\$428.02
75 +	F	\$535.66	\$524.04	\$11.62	\$511.04
All Ages - Non M	F	\$1,290.63	\$1,262.62	\$28.01	\$1,231.31
65 - 74	M	\$410.64	\$401.73	\$8.91	\$391.77
75 +	M	\$576.16	\$563.66	\$12.50	\$549.68
All Ages - Non M	M	\$1,216.33	\$1,189.93	\$26.40	\$1,160.42

* 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-B: Capitation Payment Rates
UCare - Carver
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$380.37	\$380.37	\$0.00	\$370.94
75 - 84	F	\$264.88	\$264.88	\$0.00	\$258.31
85 +	F	\$185.68	\$185.68	\$0.00	\$181.08
All Ages - Non M	F	\$1,714.99	\$1,677.77	\$37.22	\$1,636.16
65 - 74	M	\$373.91	\$373.91	\$0.00	\$364.64
75 - 84	M	\$294.79	\$294.79	\$0.00	\$287.48
85 +	M	\$243.27	\$243.27	\$0.00	\$237.24
All Ages - Non M	M	\$1,714.90	\$1,677.68	\$37.22	\$1,636.07
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$452.51	\$452.51	\$0.00	\$441.29
75 +	F	\$540.29	\$540.29	\$0.00	\$526.89
All Ages - Non M	F	\$1,290.63	\$1,262.62	\$28.01	\$1,231.31
65 - 74	M	\$414.18	\$414.18	\$0.00	\$403.91
75 +	M	\$581.13	\$581.13	\$0.00	\$566.72
All Ages - Non M	M	\$1,216.33	\$1,189.93	\$26.40	\$1,160.42

* 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-A1: Capitation Payment Rates
UCare - NE Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$302.86	\$297.60	\$5.26	\$290.22
75 - 84	F	\$211.02	\$207.35	\$3.67	\$202.21
85 +	F	\$147.97	\$145.40	\$2.57	\$141.79
All Ages - Non M	F	\$1,377.71	\$1,353.78	\$23.93	\$1,320.21
65 - 74	M	\$297.86	\$292.68	\$5.18	\$285.42
75 - 84	M	\$234.68	\$230.61	\$4.07	\$224.89
85 +	M	\$193.85	\$190.48	\$3.37	\$185.76
All Ages - Non M	M	\$1,378.00	\$1,354.07	\$23.93	\$1,320.49
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$360.22	\$353.97	\$6.25	\$345.19
75 +	F	\$430.70	\$423.22	\$7.48	\$412.72
All Ages - Non M	F	\$1,035.77	\$1,017.78	\$17.99	\$992.54
65 - 74	M	\$330.18	\$324.44	\$5.74	\$316.39
75 +	M	\$462.72	\$454.68	\$8.04	\$443.40
All Ages - Non M	M	\$977.18	\$960.21	\$16.97	\$936.40

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

**Appendix II-B1: Capitation Payment Rates
UCare - NE Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$306.83	\$306.83	\$0.00	\$299.22
75 - 84	F	\$213.78	\$213.78	\$0.00	\$208.48
85 +	F	\$149.91	\$149.91	\$0.00	\$146.19
All Ages - Non M	F	\$1,377.71	\$1,353.78	\$23.93	\$1,320.21
65 - 74	M	\$301.75	\$301.75	\$0.00	\$294.27
75 - 84	M	\$237.76	\$237.76	\$0.00	\$231.86
85 +	M	\$196.38	\$196.38	\$0.00	\$191.51
All Ages - Non M	M	\$1,378.00	\$1,354.07	\$23.93	\$1,320.49
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$364.94	\$364.94	\$0.00	\$355.89
75 +	F	\$436.34	\$436.34	\$0.00	\$425.52
All Ages - Non M	F	\$1,035.77	\$1,017.78	\$17.99	\$992.54
65 - 74	M	\$334.50	\$334.50	\$0.00	\$326.20
75 +	M	\$468.78	\$468.78	\$0.00	\$457.15
All Ages - Non M	M	\$977.18	\$960.21	\$16.97	\$936.40

* 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-A1: Capitation Payment Rates
UCare - NC Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$384.82	\$378.13	\$6.69	\$368.75
75 - 84	F	\$267.95	\$263.29	\$4.66	\$256.76
85 +	F	\$187.92	\$184.66	\$3.26	\$180.08
All Ages - Non M	F	\$1,749.81	\$1,719.42	\$30.39	\$1,676.78
65 - 74	M	\$378.05	\$371.48	\$6.57	\$362.27
75 - 84	M	\$298.07	\$292.90	\$5.17	\$285.63
85 +	M	\$246.30	\$242.03	\$4.27	\$236.02
All Ages - Non M	M	\$1,749.66	\$1,719.27	\$30.39	\$1,676.63
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$457.72	\$449.77	\$7.95	\$438.61
75 +	F	\$547.11	\$537.60	\$9.51	\$524.27
All Ages - Non M	F	\$1,316.27	\$1,293.41	\$22.86	\$1,261.34
65 - 74	M	\$419.30	\$412.01	\$7.29	\$401.80
75 +	M	\$587.80	\$577.59	\$10.21	\$563.27
All Ages - Non M	M	\$1,240.93	\$1,219.38	\$21.55	\$1,189.14

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

**Appendix II-B1: Capitation Payment Rates
UCare - NC Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$389.85	\$389.85	\$0.00	\$380.18
75 - 84	F	\$271.46	\$271.46	\$0.00	\$264.73
85 +	F	\$190.38	\$190.38	\$0.00	\$185.66
All Ages - Non M	F	\$1,749.81	\$1,719.42	\$30.39	\$1,676.78
65 - 74	M	\$383.00	\$383.00	\$0.00	\$373.50
75 - 84	M	\$301.98	\$301.98	\$0.00	\$294.49
85 +	M	\$249.53	\$249.53	\$0.00	\$243.34
All Ages - Non M	M	\$1,749.66	\$1,719.27	\$30.39	\$1,676.63
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$463.71	\$463.71	\$0.00	\$452.21
75 +	F	\$554.27	\$554.27	\$0.00	\$540.52
All Ages - Non M	F	\$1,316.27	\$1,293.41	\$22.86	\$1,261.33
65 - 74	M	\$424.79	\$424.79	\$0.00	\$414.25
75 +	M	\$595.50	\$595.50	\$0.00	\$580.73
All Ages - Non M	M	\$1,240.93	\$1,219.38	\$21.55	\$1,189.14

* 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-A1: Capitation Payment Rates
UCare - SW Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment with 2.5% RR
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$375.55	\$369.03	\$6.52	\$359.88
75 - 84	F	\$261.51	\$256.97	\$4.54	\$250.60
85 +	F	\$183.29	\$180.10	\$3.19	\$175.63
All Ages - Non M	F	\$1,707.54	\$1,677.89	\$29.65	\$1,636.28
65 - 74	M	\$368.77	\$362.36	\$6.41	\$353.37
75 - 84	M	\$291.03	\$285.98	\$5.05	\$278.89
85 +	M	\$240.19	\$236.02	\$4.17	\$230.17
All Ages - Non M	M	\$1,707.47	\$1,677.82	\$29.65	\$1,636.21
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$446.33	\$438.58	\$7.75	\$427.70
75 +	F	\$533.46	\$524.20	\$9.26	\$511.20
All Ages - Non M	F	\$1,284.94	\$1,262.62	\$22.32	\$1,231.31
65 - 74	M	\$408.97	\$401.87	\$7.10	\$391.90
75 +	M	\$573.20	\$563.24	\$9.96	\$549.27
All Ages - Non M	M	\$1,210.77	\$1,189.74	\$21.03	\$1,160.23

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

**Appendix II-B1: Capitation Payment Rates
UCare - SW Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$380.47	\$380.47	\$0.00	\$371.03
75 - 84	F	\$264.94	\$264.94	\$0.00	\$258.37
85 +	F	\$185.68	\$185.68	\$0.00	\$181.08
All Ages - Non M	F	\$1,707.54	\$1,677.89	\$29.65	\$1,636.28
65 - 74	M	\$373.59	\$373.59	\$0.00	\$364.32
75 - 84	M	\$294.85	\$294.85	\$0.00	\$287.54
85 +	M	\$243.34	\$243.34	\$0.00	\$237.31
All Ages - Non M	M	\$1,707.47	\$1,677.82	\$29.65	\$1,636.21
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$452.18	\$452.18	\$0.00	\$440.97
75 +	F	\$540.45	\$540.45	\$0.00	\$527.05
All Ages - Non M	F	\$1,284.94	\$1,262.62	\$22.32	\$1,231.31
65 - 74	M	\$414.33	\$414.33	\$0.00	\$404.05
75 +	M	\$580.70	\$580.70	\$0.00	\$566.30
All Ages - Non M	M	\$1,210.77	\$1,189.74	\$21.03	\$1,160.23

* 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-A1: Capitation Payment Rates
UCare - SE Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	with 2.5% RR
AGED INSTITUTIONALIZED					
65 - 74	F	\$360.72	\$354.45	\$6.27	\$345.66
75 - 84	F	\$251.16	\$246.80	\$4.36	\$240.68
85 +	F	\$176.03	\$172.97	\$3.06	\$168.68
All Ages - Non M	F	\$1,639.95	\$1,611.47	\$28.48	\$1,571.50
65 - 74	M	\$354.61	\$348.45	\$6.16	\$339.81
75 - 84	M	\$279.51	\$274.65	\$4.86	\$267.84
85 +	M	\$230.69	\$226.69	\$4.00	\$221.07
All Ages - Non M	M	\$1,639.89	\$1,611.41	\$28.48	\$1,571.45
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$428.70	\$421.26	\$7.44	\$410.81
75 +	F	\$512.39	\$503.49	\$8.90	\$491.00
All Ages - Non M	F	\$1,234.04	\$1,212.61	\$21.43	\$1,182.54
65 - 74	M	\$392.81	\$385.99	\$6.82	\$376.42
75 +	M	\$551.20	\$541.62	\$9.58	\$528.19
All Ages - Non M	M	\$1,162.74	\$1,142.55	\$20.19	\$1,114.21

* 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-B1: Capitation Payment Rates
UCare - SE Regional
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$365.44	\$365.44	\$0.00	\$356.38
75 - 84	F	\$254.45	\$254.45	\$0.00	\$248.14
85 +	F	\$178.33	\$178.33	\$0.00	\$173.91
All Ages - Non M	F	\$1,639.95	\$1,611.47	\$28.48	\$1,571.50
65 - 74	M	\$359.25	\$359.25	\$0.00	\$350.34
75 - 84	M	\$283.16	\$283.16	\$0.00	\$276.14
85 +	M	\$233.72	\$233.72	\$0.00	\$227.92
All Ages - Non M	M	\$1,639.89	\$1,611.41	\$28.48	\$1,571.45
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$434.32	\$434.32	\$0.00	\$423.55
75 +	F	\$519.10	\$519.10	\$0.00	\$506.23
All Ages - Non M	F	\$1,234.04	\$1,212.61	\$21.43	\$1,182.54
65 - 74	M	\$397.96	\$397.96	\$0.00	\$388.09
75 +	M	\$558.41	\$558.41	\$0.00	\$544.56
All Ages - Non M	M	\$1,162.74	\$1,142.55	\$20.19	\$1,114.21

* 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-A1: Capitation Payment Rates
UCare - Olmsted
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	SeniorCare			Plan Payment
		10/09-12/09 Rate w MERC	10/09-12/09 Rate-MERC	MERC Carve Out	with 2.5% RR
AGED INSTITUTIONALIZED					
65 - 74	F	\$360.86	\$354.60	\$6.26	\$345.81
75 - 84	F	\$251.27	\$246.91	\$4.36	\$240.79
85 +	F	\$176.10	\$173.04	\$3.06	\$168.75
All Ages - Non M	F	\$1,640.63	\$1,612.13	\$28.50	\$1,572.15
65 - 74	M	\$354.35	\$348.20	\$6.15	\$339.56
75 - 84	M	\$279.27	\$274.42	\$4.85	\$267.61
85 +	M	\$230.79	\$226.78	\$4.01	\$221.16
All Ages - Non M	M	\$1,640.57	\$1,612.08	\$28.49	\$1,572.10
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$428.88	\$421.44	\$7.44	\$410.99
75 +	F	\$512.60	\$503.70	\$8.90	\$491.21
All Ages - Non M	F	\$1,234.55	\$1,213.11	\$21.44	\$1,183.02
65 - 74	M	\$392.97	\$386.15	\$6.82	\$376.57
75 +	M	\$550.79	\$541.23	\$9.56	\$527.81
All Ages - Non M	M	\$1,163.23	\$1,143.03	\$20.20	\$1,114.68

* 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-B1: Capitation Payment Rates
UCare - Olmsted
SeniorCare/MSHO Rates Fourth Quarter, 2009**

Age	Sex	MSHO			Plan Payment with 2.5% RR
		10/09-12/09 Rate with Add Back	10/09-12/09 Rate-MERC	MERC Carve Out	
AGED INSTITUTIONALIZED					
65 - 74	F	\$365.59	\$365.59	\$0.00	\$356.52
75 - 84	F	\$254.56	\$254.56	\$0.00	\$248.25
85 +	F	\$178.40	\$178.40	\$0.00	\$173.98
All Ages - Non M	F	\$1,640.63	\$1,612.13	\$28.50	\$1,572.15
65 - 74	M	\$358.99	\$358.99	\$0.00	\$350.09
75 - 84	M	\$282.93	\$282.93	\$0.00	\$275.91
85 +	M	\$233.81	\$233.81	\$0.00	\$228.01
All Ages - Non M	M	\$1,640.57	\$1,612.08	\$28.49	\$1,572.10
AGED NON-INSTITUTIONALIZED					
65 - 74	F	\$434.50	\$434.50	\$0.00	\$423.72
75 +	F	\$519.31	\$519.31	\$0.00	\$506.43
All Ages - Non M	F	\$1,234.55	\$1,213.11	\$21.44	\$1,183.02
65 - 74	M	\$398.12	\$398.12	\$0.00	\$388.25
75 +	M	\$558.01	\$558.01	\$0.00	\$544.17
All Ages - Non M	M	\$1,163.23	\$1,143.03	\$20.20	\$1,114.68

* 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.

Exhibit 1A

Minnesota Senior Health Options and Minnesota Senior Care Plus Programs
Nursing Facility Add-On Rates (PMPM)
180 Day Benefit Period

October 2009 to December 2009 Contract Period

Medicare Population

Area	Males			Females		
	65-74	75-84	85+	65-74	75-84	85+
Hennepin/Metro	\$42.29	\$97.86	\$161.86	\$32.44	\$95.67	\$152.11
Non Metro	48.14	111.40	184.25	36.93	108.91	173.15

Non-Medicare Population

Area	Males			Females		
	65-74	75-84	85+	65-74	75-84	85+
Hennepin/Metro	\$28.29	\$65.47	\$108.29	\$21.70	\$64.01	\$101.76
Non Metro	32.20	74.53	123.27	24.71	72.86	115.84

Exhibit 1A

Minnesota Senior Health Options and Minnesota Senior Care Plus Programs
Elderly Waiver Add-On Rates (PMPM)

October 2009 to December 2009 Contract Period

Area	Males			Females		
	65-74	75-84	85+	65-74	75-84	85+
Hennepin/Metro	\$929.24	\$1,009.55	\$1,037.65	\$993.64	\$1,043.16	\$1,529.81
Non Metro	1,205.02	1,057.81	1,241.04	926.81	1,090.91	1,350.66