

2015-000085 G

2015-000084 H

AMENDMENT TO EXTEND CONTRACT FOR THE PROVISION OF PHYSICAL & BEHAVIORAL HEALTH SERVICES UNDER THE GOVERNMENT HEALTH PLAN PROGRAM

This Agreement is dated as 30 November, 2017 by and between,

AS PARTY TO THE FIRST PART: ADMINISTRACIÓN DE SEGUROS DE SALUD DE PUERTO RICO ("ASES"), a public corporation of the Government of Puerto Rico, represented herein by its Executive Director, Angela M. Avila, and

AS PARTY TO THE SECOND PART: MMM MULTI HEALTH, LLC, (the "Contractor" or "MMM"), a limited liability company organized under the laws of Puerto Rico, represented herein by its Chief Financial Officer, Carlos A. Vivaldi.

PREAMBLE

CAF
A.H.H.
WHEREAS, under the terms and conditions of certain Assignment and Assumption Agreement (the "Assignment Agreement") effective as of January 1, 2017, with the consent of ASES, PMC Medicare Choice, LLC assigned to MMM all of its rights and obligations under certain contract number 2015-0085 with ASES (the "Contract") to provide the Government Health Plan ("GHP") physical and behavioral mental health services in the Southeast and Northeast regions of Puerto Rico;

WHEREAS, as of the date hereof pursuant to the Assignment Agreement, MMM is the Contractor, as said term is defined under the Contract;

WHEREAS, ASES and the Contractor (together, the "Parties") previously agreed to revised PMPM Payments (as defined herein) for the plan period from July 1, 2017 to June 30, 2018;

WHEREAS, the Parties had agreed to extend the term of the Contract for a period of three (3) months to expire on September 30, 2017 in order to provide sufficient time for federal regulators to certify such new PMPM Payments and approve the additional amendments to the Contract;

WHEREAS, the Parties agreed to again extend the term of the Contract for an additional period of two (2) months to expire on November 30, 2017;

WHEREAS, the Parties understand that an additional extension of one (1) month until December 31st, 2017 is required.

WHEREAS, all provisions of the Contract will remain in full force and effect until such time it is amended by mutual written consent of the Parties.



AGREED EXTENSION

THE PARTIES HEREBY EXTEND Contracts 2015-000085 and 2015-000084 for a second additional term of one (1) month to expire on December 31, 2017, unless the Centers for Medicare and Medicaid Services ("CMS") approves the actuarial certification and further amendments to the Contract at an earlier date, in which case the Parties shall execute the finalized amendment to the Contract within five (5) days of such approval.

Until the Contract is further amended by mutual written consent of the Parties, all provisions of the Contract shall remain in full force and effect, including the terms of the physical and behavioral health services provided under the Contract and current Per Member Per Month ("PMPM") Payments set forth in Section 22.1.1.1 of the Contract. However, ASES hereby acknowledges that it will honor and pay retroactive to July 1st, 2017, all PMPM Payments previously negotiated, and submitted to CMS, that will be later revised and incorporated into an amendment to the Contract during this extended term, subject to receiving actuarial certification and approval by federal and state regulatory authorities as required by law. The Parties shall begin to reconcile any differences in the current and revised PMPM Payments within thirty (30) days of receiving such actuarial certification and federal and state regulatory approval of the revised PMPM Payments.

The estimated PMPM amount for this extension is approximately, but not limited to, \$45 million. This agreement shall be effective from December 1st, 2017 until December 31st, 2017.



IN WITNESS WHEREOF, the parties hereto execute this Amendment to the Contract by their duly authorized representatives as of the dates set out below and set their signatures.

ADMINISTRACIÓN DE SEGUROS DE SALUD DE PUERTO RICO (ASES)

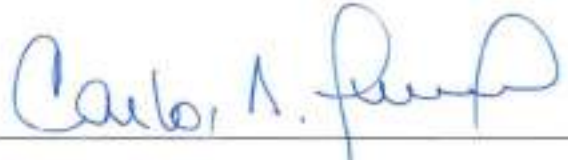


Ms. Angela M. Avila Marrero, Executive Director
EIN: 66-0500678

11/30/17

Date

MMM MULTI HEALTH, LLC



Mr. Carlos A. Vivaldi, Chief Financial Officer
EIN: 66-0588600

11/30/17

Date

Account No. 252-000-5005-5030-5051/252-000-5040

