

Amendment No. 1

CONTRACT NO. 30000537**Medical, Dental, Vision HMO option for Eligible City of Portland Employees, Retirees,
COBRA participants and Dependents**

This Contract was made and entered into on the 1st day of July, 2009 by and between Kaiser Foundation Health Plan of the Northwest, hereinafter called Contractor, and the City of Portland, a municipal corporation of the State of Oregon, by and through its duly authorized representatives, hereinafter called City. The Contractor has been providing medical, dental and vision services to eligible City employees and their qualified dependents under the present agreement which expires on June 30, 2014. The City desires to amend the following:

Effective Date and Duration

This contract amendment shall become effective on July 1, 2014. This contract shall expire, unless otherwise terminated or extended, on June 30, 2019.

Consideration

(a) City agrees to pay Contractor the amount of \$35,000,000 for the payment of monthly Kaiser Medical, Dental and Vision healthcare premiums on behalf of benefit eligible City employees and their eligible dependents during plan year 2014-15. This is based on City jurisdiction, employee classifications and employment levels as of July 1, 2014 but does not represent a premium cap or a limit on City's obligation to pay the full amount of these premiums in excess of \$35,000,000. If these premiums exceed \$35,000,000, City and Contractor agree to amend this contract to replace \$35,000,000 with a higher amount sufficient to cover the full amount of these premiums. Future premiums will be mutually agreed by both parties on an annual basis through the contract period. For internal tracking requirements, the cost of the additional 5 year contract period is estimated to be \$175,000,000 with an estimated total of \$325,000,000 for the entire period of the contract.

The effective date of this amendment is July 1, 2014. All other terms and conditions of the agreement shall remain unchanged and in full force and effect.

Signature page is intentionally prepared on the following page.

Kaiser Foundation Health Plan of the Northwest

By: [Signature] 3/20/14
Date

Mark Charpentier, V.P. MSBD
(Name and Title)

Address: 500 NE Multnomah St.
Portland, OR 97232

Telephone: 503-813-4622

CITY OF PORTLAND SIGNATURES:

By: [Signature]
Bureau Director

Date: 4-30-14

By: _____
Elected Official

Date: _____

APPROVED AS TO FORM
Approved As to Form

[Signature] 4-30-14

By City Attorney [Signature] ATTORNEY Date
CITY OF PORTLAND

Amendment No. 2
CONTRACT NO. 3000522
Vision Benefits for Eligible City of Portland Employees, Retirees, COBRA participants
and Dependents

This Contract was made and entered into on the 1st day of July, 2009 by Vision Service Plan hereinafter called Contractor, and the City of Portland, a municipal corporation of the State of Oregon, by and through its duly authorized representatives, hereinafter called City. The Contractor has been providing vision benefit services to eligible employees, retirees, COBRA participants and their qualified dependents under the present agreement which expires on June 30, 2014. The City desires to amend the following:

Effective Date and Duration

This contract amendment shall become effective on July 1, 2014. This contract shall expire, unless otherwise terminated or extended, on June 30, 2019.

Consideration

(a) City agrees to pay the Contractor the amount owed for the payment of monthly Vision care premiums on behalf of benefit eligible City employees and their eligible dependents during plan year 2014-15. The total estimated cost for 2014-15 is \$525,000. This is based on the expected City jurisdiction, employee classifications and employment levels as of July 1, 2014 but does not represent a limit on City's obligation to pay the full amount of these costs in excess of \$525,000. If these premiums exceed \$525,000, the City and Contractor agree to amend this contract with a higher amount sufficient to cover the costs. Future premiums will be mutually agreed by both parties on an annual basis through the contract period. For internal tracking requirements, the cost of the additional 5 year contract period is estimated to be \$3,000,000 with an estimated total of \$5,800,000 for the entire period of the contract.

The effective date of this amendment is July 1, 2014. All other terms and conditions of the agreement shall remain unchanged and in full force and effect.

[Handwritten signature]
CITY OF PORTLAND

Signature page is intentionally prepared on the following page.

VISION SERVICE PLAN SIGNATURE

By: Valerie Swyers 3/26/14
Date

Valerie Swyers Market Director
(Name and Title)

Address: 4380 S.W. Macadam Ave
Suite 310, Portland, OR 97239

Telephone: 503-232-8187

CITY OF PORTLAND SIGNATURES:

By: [Signature]
Bureau Director

Date: 4-30-14

By: _____
Elected Official

Date: _____

Approved As to Form:
APPROVED AS TO FORM

[Signature] 4-30-14
By City Attorney Date
CITY ATTORNEY
CITY OF PORTLAND

Amendment No. 1
CONTRACT NO. 3000536
Third Party Administration of City of Portland Self-Insured Medical Plan

This Contract was made and entered into on the 1st day of July, 2009 by ODS Health Plan, Inc., (now Moda Health Plan, Inc.) hereinafter called Contractor, and the City of Portland, a municipal corporation of the State of Oregon, by and through its duly authorized representatives, hereinafter called City. The Contractor has been providing third party administrative services for the City under the present agreement which expires on June 30, 2014. The City desires to amend the following:

Contractor Name Change

ODS Health Plan, Inc. formally changed its name to Moda Health Plan, Inc. in May of 2013.

Effective Date and Duration

This contract amendment shall become effective on July 1, 2014. This contract shall expire, unless otherwise terminated or extended, on June 30, 2019.

Consideration

(a) City agrees to pay the Contractor the amount owed for Third Party Administrative services for the self-insured medical and dental plans. The total estimated cost for 2014-15 is \$48,000,000. This is based on the expected City jurisdiction, employee classifications and employment levels as of July 1, 2014 but does not represent a limit on City's obligation to pay the full amount of these costs in excess of \$48,000,000. If the costs for claims and other services provided by the Contractor exceed \$48,000,000 City and Contractor agree to amend this contract with a higher amount sufficient to cover the costs. Future administrative services will be mutually agreed by both parties on an annual basis through the contract period. For internal tracking requirements, the cost of the additional 5 year contract period which includes the estimated costs for administrative services and claims payment of the self-insured medical and dental plan is estimated to be \$290,000,000. The estimated total cost for the entire period of the contract is \$525,100,000.

The effective date of this amendment is July 1, 2014. All other terms and conditions of the agreement shall remain unchanged and in full force and effect.

Signature page is intentionally prepared on the following page.

MODA HEALTH SIGNATURE:

By: Tracie Murphy 4-14-14
Date

SR Vice President
(Name and Title)

Address: 601 SW Second Ave
Portland, OR 97204

Telephone: 503-265-5610

CITY OF PORTLAND SIGNATURES:

By: [Signature]
Bureau Director

Date: 4-30-14

By: _____
Elected Official

Date: _____

APPROVED AS TO FORM
Approved As to Form:

[Signature] 4-30-14
By City Attorney Date
CITY OF PORTLAND

Amendment No. 1
CONTRACT NO. 30000524
CityNet Medical for Eligible City of Portland Employees, Retirees, COBRA participants and Dependents

This Contract was made and entered into on the 1st day of July, 2009 by ODS Health Plan, Inc., (now Moda Health Plan, Inc.) hereinafter called Contractor, and the City of Portland, a municipal corporation of the State of Oregon, by and through its duly authorized representatives, hereinafter called City. The Contractor has been providing medical services to eligible active members of the Portland Police Association (PPA), PPA Retired employees and PPA COBRA participants and their qualified dependents under the present agreement which expires on June 30, 2014. The City desires to amend the following:

Contractor Name Change

ODS Health Plan, Inc. formally changed its name to Moda Health Plan, Inc. in May of 2013.

Effective Date and Duration

This contract amendment shall become effective on July 1, 2014. This contract shall expire, unless otherwise terminated or extended, on June 30, 2019.

Consideration

(a) City agrees to pay the Contractor the amount owed for the payment of monthly Medical healthcare premiums on behalf of benefit eligible City employees and their eligible dependents during plan year 2014-15. The total estimated cost for 2014-15 is \$13,500,000. This is based on the expected City jurisdiction, employee classifications and employment levels as of July 1, 2014 but does not represent a limit on City's obligation to pay the full amount of these costs in excess of \$13,500,000. If these premiums exceed \$13,500,000, the City and Contractor agree to amend this contract with a higher amount sufficient to cover the costs. Future premiums will be mutually agreed by both parties on an annual basis through the contract period. For internal tracking requirements, the cost of the additional 5 year contract period is estimated to be \$85,000,000 with an estimated total of \$157,000,000 for the entire period of the contract.

The effective date of this amendment is July 1, 2014. All other terms and conditions of the agreement shall remain unchanged and in full force and effect.

Signature page is intentionally prepared on the following page.

MODA HEALTH SIGNATURE:

By: Tracie Murphy 4-14-14
Date
SK Vice President, Moda Health
(Name and Title)

Address: 601 SW Second Ave
Portland OR 97204

Telephone: 503-265-5610

CITY OF PORTLAND SIGNATURES:

By: [Signature]
Bureau Director

Date: 4-30-14

By: _____
Elected Official

Date: _____

APPROVED AS TO FORM

Approved As to Form: [Signature]

CITY ATTORNEY 4-30-14
By City Attorney Date
CITY OF PORTLAND

Amendment No. 1
CONTRACT NO. 3000525
Dental Coverage for Eligible City of Portland Employees, Retirees, COBRA participants and Dependents

This Contract was made and entered into on the 1st day of July, 2009 by Oregon Dental Service, hereinafter called Contractor, and the City of Portland, a municipal corporation of the State of Oregon, by and through its duly authorized representatives, hereinafter called City. The Contractor has been providing dental services to eligible active members of the Portland Police Association (PPA), PPA Retired employees and PPA COBRA participants and their qualified dependents under the present agreement which expires on June 30, 2014. The City desires to amend the following:

Effective Date and Duration

This contract amendment shall become effective on July 1, 2014. This contract shall expire, unless otherwise terminated or extended, on June 30, 2019.

Consideration

(a) City agrees to pay the Contractor the amount owed for the payment of monthly Dental healthcare premiums on behalf of benefit eligible City employees and their eligible dependents during plan year 2014-15. The total estimated cost for 2014-15 is \$1,225,000. This is based on the expected City jurisdiction, employee classifications and employment levels as of July 1, 2014 but does not represent a limit on City's obligation to pay the full amount of these costs in excess of \$1,225,000. If these premiums exceed \$1,225,000 City and Contractor agree to amend this contract with a higher amount sufficient to cover the costs. Future premiums will be mutually agreed by both parties on an annual basis through the contract period. For internal tracking requirements, the cost of the additional 5 year contract period is estimated to be \$6,500,000 with an estimated total of \$40,700,000 for the entire period of the contract.

The effective date of this amendment is July 1, 2014. All other terms and conditions of the agreement shall remain unchanged and in full force and effect.

Signature page is intentionally prepared on the following page.

186569

MODA HEALTH SIGNATURE:

By: Tracey Murphy 4-14-14
Date
SE Vice President, Moda Health
(Name and Title)

Address: 601 SW Second Ave
Portland, OR 97204

Telephone: 503-265-5610

CITY OF PORTLAND SIGNATURES:

By: [Signature]
Bureau Director

Date: 4-30-14

By: _____
Elected Official

Date: _____

APPROVED AS TO FORM
Approved As to Form:

[Signature] 4-30-14
By City Attorney ATTORNEY Date
CITY OF PORTLAND

Amendment No. 4
CONTRACT NO. 3000523
**Flexible Spending Account (FSA) Plan Administration providing for IRC Section 129
and 152 plan administration for benefit eligible City of Portland employees**

This Contract was made and entered into on the 1st day of July, 2009 by and between Benefithelp Solutions, hereinafter called Contractor, and the City of Portland, a municipal corporation of the State of Oregon, by and through its duly authorized representatives, hereinafter called City. The Contractor has been providing Flexible Spending Account and Health Reimbursement Account administrative services under the present agreement which expires on June 30, 2014. The City desires to amend the following:

Effective Date and Duration

This contract amendment shall become effective on July 1, 2014. This contract shall expire, unless otherwise terminated or extended, on June 30, 2019.

Consideration

- (a) City is expected to pay Contractor a sum not to exceed \$95,000 in administrative fees in plan year 2014-15. Future administrative fees will be mutually agreed by both parties on an annual basis through the contract period and will not exceed \$500,000 during the contract period. In addition, The City will send employee pre-tax contributions based upon annual employee FSA elections the 1st and 2nd pay dates of each month during the plan year. Pre-tax employee contributions will be approximately \$4,000,000 for plan year 2014-15 and will not exceed \$20,000,000 during the five year period. Total expected not to exceed contract amount is \$4,095,000 for 2013-14 and is estimated to be \$20,500,000 for the five year period, with an estimated total of \$41,750,000 for the entire period of the contract.

The effective date of this amendment is July 1, 2014. All other terms and conditions of the agreement shall remain unchanged and in full force and effect.

Signature page is intentionally prepared on the following page.

186569

BENEFITHELP SOLUTIONS SIGNATURE:

By: [Signature] 3/24/14
Date

Tim Garrison, Manager
(Name and Title)

Address: 601 S.W. Second Ave
Portland, OR 97204

Telephone: 503-412-4213

CITY OF PORTLAND SIGNATURES:

By: [Signature]
Bureau Director

Date: 4-30-14

By: _____
Elected Official

Date: _____

APPROVED AS TO FORM

[Signature] ^{Kam} 4-30-14

By City Attorney TORNEY Date
CITY OF PORTLAND