BLUE CROSS BLUE SHIELD OF MINNESOTA CONSULTING EXPENSES



Office of Minnesota Attorney General Mike Hatch

VOLUME II: CONSULTING EXPENSES

EXECUTIVE SUMMARY

From 2000 through 2005 BCBSM spent almost \$1.5 billion on consulting and related services, an average of over \$200 million per year. The AGO sought to review the legitimacy of these contracts and invoices in order to determine whether the services that were sought were in the interest of the policyholders, whether the services were actually rendered, whether the company appropriately monitored the services, and whether the payment was made pursuant to the contract. Unfortunately, the AGO was not able to undertake a meaningful review of these consulting expenses because BCBSM was oftentimes unable or unwilling to produce the contracts. In many cases, BCBSM stated it could not find the contracts.

Missing Records. BCBSM claimed that it lost a significant number of contracts the AGO sought to review.

Missing Consultants. The AGO's review of BCBSM's consulting practices was based on a list of vendors prepared by BCBSM. BCBSM's list, however, omitted significant relationships, including a relationship with Architectural Alliance, to which BCBSM paid over \$5 million from 2000 to 2005.

BCBSM spent significant resources on consulting services which could be considered questionable in an environment where its focus should be holding down subscriber premiums. Those include:

American Healthways. BCBSM has paid \$98 million over four years to American Healthways, a "disease management firm" based in Nashville, Tennessee. American Healthways apparently analyzes the health records of certain subscribers and employs a nurse to call the subscribers periodically to make recommendations about their care. BCBSM claims that its arrangement with American Healthways was the first of its kind. Disease management firms are controversial because they invade patient privacy, interfere with physician/patient relationships, and deliver questionable quality or unproven results.

Virgil Hammerstad/Creative Benefit Consultants. Virgil Hammerstad is a former Vice President of BCBSM who was paid several million dollars when he left BCBSM in the 1990s. Thereafter Mr. Hammerstad entered into a consultant contract with service cooperatives which purchase health coverage on behalf of school districts. Even though BCBSM knew that Mr. Hammerstad was representing public employers in their negotiations for health coverage, BCBSM paid Mr. Hammerstad over \$2.9 million dollars since 1998. Not by coincidence, Mr. Hammerstad's public employers have not purchased health coverage from any insurer other than BCBSM.

BabyCenter. BCBSM hired BabyCenter to develop a health information website for enrollees. The website contained an online store marketing various products to subscribers. While BCBSM touted the website as a health information tool, it received half of all revenues from certain business transacted through the website. When the AGO attempted to determine whether BCBSM profited from this venture, BCBSM responded that it was "not able to locate information" regarding its earnings from the website.

Contributions and other Questionable Payments. BCBSM, primarily through its affiliated Foundation, contributed funds to organizations affiliated with executives or board members' private interest. Examples of these and other questionable expenses include:

- BCBSM paid over \$284,000 to the Children's Theatre Company to encourage attendance at the company productions. Mark Banks, Robbin Johnson and John Murphy, members of BCBSM's Board of Directors, sat on the Board of the Children's Theatre Company at the time of the donations.
- BCBSM paid the Ordway Center \$40,000 for corporate sponsorship of a children's' festival at a time when BCBSM's CEO, Mark Banks, sat on the Ordway's Board of Directors.
- BCBSM spent over \$500,000 from 2000 to 2004 to sponsor the United States Olympic Team.
- BCBSM paid over \$12 million to the Blue Cross Blue Shield Association, its national trade association.
- BCBSM paid a consultant \$180,000 to improve the quality of its letter writing -- this "pilot" project involved the rewriting of 30 letters.

Conclusion. The AGO recommends that BCBSM clean-up its contracting procedures and conduct an in-depth evaluation of its disease management programs. The AGO also recommends that the Minnesota Department of Commerce conduct a comprehensive examination of BCBSM's contracting practices to make sure that BCBSM is appropriately spending premium dollars.

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CONSULTING EXPENSES

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CONSULTING EXPENSES

I. INTRODUCTION.

Between 2000 and 2005, BCBSM spent almost \$1.5 billion dollars on consulting services. Despite the enormous amount it spends on consulting, BCBSM's oversight of its consultants is remarkably deficient. The review by the Attorney General's Office ("AGO") found that BCBSM frequently loses its consultant contracts, does not require sufficient itemization of contractor work, and pays contractors more than the contracted amount, all contrary to its own internal audits recommending improvements in these areas. BCBSM also made numerous large expenditures in areas which could be considered wasteful, experimental, or otherwise contrary to the public interest of safeguarding health plan dollars. The AGO's review also revealed potential conflicts of interest inherent in several of BCBSM's consultant relationships.

II. OVERVIEW.

A. Scope of Review.

The AGO reviewed hundreds of BCBSM's consulting contracts and materials relating to those contracts, including purchase orders and invoices, dating back to 2000. The AGO's review was primarily focused on consultant relationships over \$100,000, although in some cases extended to consultant contracts below that amount. In many instances, BCBSM was unable to provide a contract to document the consideration to be provided to and from the consultant. The AGO, therefore, tried to review other documents regarding the consultant relationship, including purchase orders, letters of engagement, and invoices, where provided by BCBSM. The AGO also reviewed BCBSM's policies and procedures regarding consultant relationships and other internal documents regarding consultant services.

B. Failure to Provide Requested Information.

The AGO's compliance review of BCBSM's consulting practices was hindered due to

BCBSM's repeated failure to provide requested information. For example:

- BCBSM claimed it "lost," and therefore refused to provide, a large number of the documents the AGO sought to review, as further discussed below. This prevented the AGO from conducting a comprehensive review of BCBSM's consulting practices.
- BCBSM's responses to the AGO frequently omitted significant information. For example, the AGO's review of BCBSM's consulting practices was based on BCBSM's own list of its vendors. BCBSM's list, however, omitted many significant consultant relationships, including a relationship with Architectural Alliance, on which it spent over \$5,117,863 from 2000 to 2005, and relationships with compensation consultants Towers Perrin and Clark/Bardes. It is likely that other consultants have been omitted from the list.
- BCBSM's responses to the AGO were inconsistent. For example, the AGO asked that BCBSM disclose how much it paid to various trade associations. BCBSM provided this information in two different responses which contained vastly different numbers. BCBSM's explained that it "inadvertently missed" or "omitted" some information and simply excluded other information requested by the AGO because BCBSM unilaterally decided it was not relevant.

Unfortunately, BCBSM's repeated failure to provide requested information, in combination with the other problems discussed below, raise the concern that BCBSM may have been deliberately withholding information from the AGO in an attempt to curb criticism of its consulting practices.

III. BCBSM'S OVERALL CONSULTING EXPENSES HIGH.

BCBSM's aggregate expenditures on consultant services are staggeringly high.¹ From 2000 to 2005 BCBSM spent almost \$1.5 billion on consultants. (Exhibit 1.)² For the last six years, BCBSM averaged well over \$200 million per year on consultant services. (*Id.*)

¹ This figure includes payments made to BCBSM's vendors, which may be a slightly broader category than consultants. This figure, however, does not include BCBSM's contracts under (Footnote Continued on Next Page)

In comparison, HealthPartners, one of the other major health plans operating in Minnesota, spent \$26 million on consultants over a four year period from 1997-2000. Fairview, a major Minnesota hospital, spent approximately \$10 million per year on consultants in 2001 and 2002. Although they are smaller than BCBSM, a rough comparison shows that BCBSM spent an average of \$249 million per year on consultants, while HealthPartners and Fairview spent an average of \$6.5 million and \$10 million per year, respectively. In other words, BCBSM's consultant expenditures are roughly 38 times larger than those of HealthPartners and 24 times larger than those of Fairview, far surpassing any allowance for BCBSM's larger size.

Given BCBSM's high level of spending on consulting services, there is a concern that BCBSM may be purchasing unnecessary services, paying too much for consulting services, or paying consultants to perform work that could be done internally.

IV. DEFICIENCIES IN BCBSM'S CONSULTANT CONTRACTING PRACTICES.

Because BCBSM is a nonprofit organization that exists to provide affordable health care coverage to Minnesotans, it is important that it follow reasonable contracting policies to ensure that it is efficiently using health care premium dollars. Despite numerous internal audits of its consultant contracting practices over the past few years, BCBSM continues to make the same contracting errors flagged by its own auditors. BCBSM's errors conflict with the recommendations of its own audits, generally accepted contracting standards, and its own policies.

⁽Footnote Continued From Previous Page)

^{\$30,000,} and, accordingly, the actual amount BCBSM spends on consultants is likely even higher.

² To place the amount BCBSM spends on consultants in perspective, consider that \$1.5 billion is more than three times the annual expenditures of the University of Minnesota and enough to build new stadiums for the Twins, Vikings, and Gophers.

A. Consulting Contract Standards.

Numerous sources describe reasonable and prudent procedures in the selection and management of outside contractors by nonprofit and other organizations. (Exhibit 2.) Depending on the size of the contract, nonprofit organizations should:

- Determine and articulate the goals and desired outcomes of the contract;
- Interview contractors regarding experience, credibility, and knowledge;
- Obtain references regarding competing contractors and issue a request for proposal to each contractor;
- Enter into a written contract that describes the work to be performed, the desired outcome of the work, the time parameters for the work, the expected total project cost, and the documentation necessary to be submitted for payment to be made; and
- Require adequate documentation to support fees.

(Id.)

B. BCBSM's Consultant Policy.

BCBSM's policy entitled "Use of Contractors and Consultants" requires it to follow

certain contracting practices, including those listed below, when using consultants:

- A written contract with the consultant;
- Close monitoring of the consultant, including requiring the submission of detailed invoices;
- Proper due diligence for contracts over \$50,000, including a competitive bid process; and
- Proper documentation and filing procedures.

(Exhibit 3.)

BCBSM's policy explains: "It is Blue Cross policy that using outside consultants and contractors is based on justifiable business reasons and is closely monitored to ensure that expected value is received from the services provided." *Id.*

As discussed below, BCBSM appears to routinely ignore these policies.

C. BCBSM's Internal Reviews of its Consulting Practices.

BCBSM conducted at least three internal reviews of its consultant contracting practices in 2002, 2004, and 2005. Despite two requests made by the AGO, BCBSM did not provide the underlying audit reports for those reviews, but rather only provided its responses to these audits.

In 2002, a BCBSM internal audit of compliance with its consultant policy found, among other problems, that BCBSM failed to obtain appropriate signatures and documentation from consultants, failed to include appropriate terms and conditions in consultant contracts, and failed to obtain confidentiality agreements from consultants accessing BCBSM buildings. (Exhibit 4.)

In January 2004, BCBSM conducted another audit of its consultant contracting practices, this time using an outside auditor, KPMG. KPMG's findings included that numerous consultant contracts lacked the proper signatures, were missing complete documentation, including consultant confidentiality statements, or were altogether lost. (Exhibit 5.) KPMG further found instances where BCBSM had not required consultants to submit references and proof of insurance as required by BCBSM policy. Additionally, KPMG concluded that BCBSM paid some consultants despite their failure to submit appropriate invoices adequately stating the work performed and hours worked. (*Id.*)

In January 2005, BCBSM again audited its consultant contracting practices. Although it noted some improvement from the 2004 audit findings, the 2005 audit reported lost and incomplete contracts, missing references and proof of adequate insurance coverage, and failure to include appropriate contract terms and conditions, just like the prior audits. (Exhibit 6.)

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D. Continued Problems with Consultant Contracting Practices.

Despite at least three internal audits warning BCBSM of problems with its consultant contracting practices and its adoption of a corporate policy aspiring to good contracting practices, the AGO's review indicated that BCBSM continues to experience serious problems in this area.

1. Lost Contracts and Missing Documents.

BCBSM indicated that it was "unable to locate" many of the contracts the AGO sought to review. The AGO requested certain contracts for the period 2000 through 2005, a time period dating back only five years. BCBSM, however, was unable to comply with the AGO's request. For example, for the year 2000, BCBSM failed to produce contracts for at least 290 out of the 370 consultants it identified for that year. In other words, it lost 78% of its consultant contracts for that year. The following are a few examples of the many contracts BCBSM lost in 2000, including at least one contract exceeding \$1 million dollars and several exceeding a half million dollars:

- Foley Sackett (BCBSM paid this advertising firm \$1.6 million);
- Himle Horner (BCBSM paid this public relations firm \$142,844);
- Maritz Inc. (BCBSM paid this market research firm \$197,170);
- British Landscapes, Ltd. (BCBSM paid it \$37,750 for what appears to be specialized landscaping services);
- Epley Marketing Services, Inc. (BCBSM paid this market research firm \$34,000);
- EPA Audio Visual (BCBSM paid this firm almost \$500,000 for audio visual services or equipment);
- PRC Consulting (BCBSM paid this "program and project management" consulting firm \$492,000);

- Computer Gains, Inc. (BCBSM paid this firm \$555,900 for unidentified projects or services); and
- William J. Business Interiors (BCBSM paid this interior design firm \$87,000).³

Additionally, for many of the consultants for which it could not produce contracts, BCBSM also could not produce *any* other documentation, including invoices or purchase orders. In other words, BCBSM had absolutely no evidence of any consultant relationship or what product or service the contractor provided. This was the case for at least half of BCBSM's missing consultant contracts for the year 2000 and many of the more recent contracts the AGO sought to review.

BCBSM's own consultant policy, good contracting practices, and basic common sense dictate the importance of maintaining adequate consultant files, particularly where a company, like BCBSM, spends at least \$200 million per year for such services. Moreover, BCBSM's own prior audits flagged contract retention as an issue requiring improvement. As stated in one prior audit, "Not having evidence of ... [c]onsultant [a]greements could make it difficult to hold either party accountable for expected terms, conditions, and responsibilities." (Exhibit 6, p. 5.) Although BCBSM purports to be taking steps to improve its contract retention through continued internal audits, it appears to have made little or no improvement in this fundamental area.

2. Incomplete Contracts.

In addition to losing contracts, BCBSM provided the AGO with many incomplete contracts. Frequently, the consulting contracts provided by BCBSM did not contain complete signatures and were missing exhibits or other important documentation. Major, multi-million dollar contracts were not exempt from this sloppiness. For example:

³ BCBSM's inability to find contracts was not confined to year 2000 contracts, but extended to many contracts throughout the 2000 to 2005 review period.

- BCBSM paid TempCo Auditing of Minnesota over \$3 million in 2000 for supplemental staffing services, but could only provide an unsigned, draft contract governing the relationship. (Exhibit 7.);
- A major contract with Ernst & Young regarding Y2K compliance was not signed and was missing fundamental terms, including the amount of compensation to be paid. (Exhibit 8.);
- BCBSM provided only a marked-up draft of a major contract with Wisconsin Physician Services regarding Medicare services. (Exhibit 9.);
- BCBSM provided the AGO with only an unsigned draft of a contract with Architectural Alliance for architecture services for a major office building project. (Exhibit 11.) (BCBSM paid Architectural Alliance over \$4.7 million from 2000 to 2005); and
- BCBSM provided the AGO with only the schedules, but not the underlying contract, to an agreement with Banctec regarding software consulting. (Exhibit 12.) (BCBSM paid Banctec over \$400,000 from 2000 to 2002).

Incomplete contract files, while marginally better than no contract at all, seriously impairs the integrity of this compliance review and prevents adequate oversight of the consultant relationship.

3. Subpar Tracking of Consultants.

BCBSM's careless consultant practices extend to its tracking of consultant relationships. Upon the AGO's request that it identify the consultants to whom it paid more than \$30,000 in any year from 2000 to 2005, BCBSM responded that it would have difficulty doing so because it did not have the ability to easily assemble a list of the consultants with whom it does business. In fact, despite the fact that BCBSM spends hundreds of millions of dollars on computer technology, it claimed that at least part of such a list would have to be compiled "manually." (Exhibit 13.) If this is true, a good first step in improving BCBSM's consultant oversight would be to centralize its consultant information in one, easily accessible place.

4. Inadequate Invoices.

The AGO's review revealed many instances where consultant invoices contained only the most cursory description of the services performed and no itemization. Such invoices vaguely described the services performed as, for example, "professional services" or "consulting services." (Exhibit 14.) Such a lack of description makes it very difficult to oversee a consultant's work and stop excessive billing. It also violates BCBSM's own consultant policy which requires close monitoring of consultants, including detailed invoices. (Exhibit 3.) Furthermore, when cryptic invoices are combined with no underlying contract, as was the case with many BCBSM consultant relationships the AGO reviewed, it is difficult to discern what value a consultant may be providing the company at all, much less whether its work was properly overseen.

Failure to require sufficient description of consultant work performed was a recurrent problem in BCBSM's own reviews of its consulting practices.

5. Cost Overruns.

The AGO's review indicated that BCBSM frequently paid its contractors more than it had originally agreed. For example:

- BCBSM paid Vasquez & Associates, a software consultant, \$235,071 in 2000, despite its initial agreement to pay only \$37,500; and
- BCBSM paid Action Marketing Research, a market research firm, \$284,000, but could only find a contract authorizing \$4,000 of that expenditure.

The AGO noted many other instances where the amount BCBSM actually paid the consultant far exceeded the original agreement, reflecting a lack of appropriate oversight or planning. Additionally, continuously underestimating the amount to pay a consultant frustrates BCBSM's due diligence requirements, which are only triggered on contracts over \$50,000.

V. QUESTIONABLE SPENDING.

BCBSM spent significant resources on consulting services which could be considered questionable in an environment where public policy should be devoted to holding down subscriber premiums. Some of the questioned expenses are described below.

A. American Healthways.

1. Multi-Million Dollar Disease Management Partnership.

BCBSM spent startlingly large sums of money to partner with American Healthways, a "disease management" firm based in Nashville, Tennessee. BCBSM hired American Healthways to intervene in the care of subscribers posing certain claims risks to BCBSM, such as those suffering from diabetes or heart problems. American Healthways analyzes the health records of these subscribers and employs a nurse to call them periodically to make recommendations about their care. According to BCBSM, adding another monitor, in addition to a patient's doctor, will save the health plan money because the additional oversight may help avoid expensive claims. BCBSM calls this effort its "BluePrint for Health care support program."

BCBSM touts its agreement with American Healthways as the first program of its kind in the country, emphasizing the breadth of the program, which encompasses many different types of illnesses ranging from diabetes to anxiety and stress management. Indeed, one BCBSM document suggests that the national recognition it would receive from entering into the agreement was a factor in BCBSM's decision to launch the program. (Exhibit 15.)

While BCBSM's relationship with American Healthways is undeniably innovative, it is also expensive and unproven. Their ten-year contract began in 2001 with BCBSM's payment of \$650,000 to American Healthways and ramped up each year thereafter, with payments of

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\$11,100,321 in 2002; \$18,534,314 in 2003; \$31,641,057 in 2004; and \$36,576,550 in 2005, with total payments to date of over \$98 million.

Disease management programs are controversial. Some researchers, including the Congressional Budget Office, have concluded that disease management programs are not proven to control costs or improve quality.⁴ Others have found limited cost savings.⁵ The Minnesota Physician-Patient Alliance, a group formed in 1997 to restore patient and physician authority to medical decision-making, opposes such programs because "disease management by insurance companies rather than health care providers reduces the quality of health care and violates patients' privacy rights."⁶ It should be noted, however, that some researchers and some consumers believe that disease management programs are worthwhile.⁷

BCBSM's claims regarding the return on investment for its program with American Healthways have been inconsistent, further muddying the issue of whether any savings to the health plan can be reliably measured. For example, in November 2003, BCBSM claimed that it saw an overall return on investment of almost \$3.00 for every dollar it spent on its disease management program with American Healthways. (Exhibit 16.) Later, in August 2005, BCBSM estimated its return on investment to be a significantly lower -- \$1.50 to \$2.00 for every dollar spent. (Exhibit 17.) The financial benefit of this program remains debatable where even BCBSM cannot adequately pin down savings, if any, arising from it.

⁴ See e.g., Congressional Budget Office, An Analysis of the Literature on Disease Management Programs, October 13, 2004; Feldstein, Mary Jo, Disease Management Falls Short as Means to Control Costs, St. Louis Post-Dispatch, October 2, 2004.

⁵ See e.g., Goetzel, Ron, Ozminkowski, Victor, Duffy, Jennifer, *Return on Investment in Disease Management: A Review*, Health Care Financing Review, v. 26, n. 4 (Summer 2005).

⁶ Minnesota Physician-Patient Alliance, Policy Statement on Disease Management by Insurers, Dec. 4, 2003.

⁷ See e.g., Foote, S.M., Population-Based Disease Management Under Fee-for-Service Medicare. Health Affairs, pp. 342-256, July 30, 2003, http://www.healthaffairs.org.

If the program is, indeed, saving BCBSM money as it claims, its subscribers should benefit by paying lower premiums. In fact, in BCBSM's Product Launch and Marketing Plan for the program, BCBSM stated that "claims savings due to program will lead to lower premiums over time." (Exhibit 18.) In fact, rather than passing on savings, BCBSM appears to charge its self-insured customers extra to participate in the program. (Exhibit 19.) If the program truly offers reliable savings as BCBSM claims, BCBSM should be able to offer it to all groups without cost.

BCBSM's claims regarding improved quality of care due to the program appear to be undermined by other quality assessments. For example, Blue Plus, BCBSM's affiliated HMO, has been part of the BluePrint for Health care support program since its inception in 2001. Blue Plus, however, performed marginally in the National Committee for Quality Assurance's ("NCQA") assessment for 2004, ranking only 126 out of a total of 257 health plans reviewed nationwide. (Exhibit 20.) The NCQA methodology assesses audited data submitted by health plans in four major categories: access to care, overall member satisfaction, prevention, and treatment. The "treatment" category measures the quality of care regarding diabetes, heart disease, asthma, and depression -- all areas included in the Blue Print for Health care support program. If this program truly improves patient outcomes and satisfaction as BCBSM claims, it is troubling that Blue Plus falls behind almost half the other health plans reviewed on an independent assessment directly measuring its progress in these areas.

Furthermore, it is troubling that BCBSM would make such an extensive commitment to disease management given its unproven and expensive nature. BCBSM, itself, recognized the risks inherent in the venture, describing disease management programs as having "mixed success," and stating that "the translation of program outcomes into meaningful cost savings has been uneven." (Exhibit 15.) Despite this recognition, BCBSM entered into a long-term, 10-year

venture with American Healthways for disease management services and in five years -- only half the life of its contract with American Healthways -- has spent over \$98 million.

2. Privacy Concerns.

BCBSM's disease management program does raise serious privacy concerns. BCBSM shares health plan subscribers' private medical information with American Healthways to implement the program, a practice which has given rise to many subscriber concerns and complaints.

BCBSM exacerbated the privacy problems inherent in its program by automatically enrolling subscribers unless they affirmatively opted out of the program. BCBSM triggers participation in the program by sending an introductory letter to targeted subscribers. The onus is then on the subscriber to notify BCBSM that she does not want to participate. If the subscriber does not affirmatively opt-out, she is automatically enrolled, and her private health information is shared with American Healthways without her affirmative consent. (Exhibit 21.) BCBSM's failure to obtain subscribers' affirmative consent to the sharing of health records raises concerns under a state privacy law requiring a signed and dated consent form for such disclosure. *See* Minn. Stat. § 144.335.

BCBSM recognized the strict requirements of Minnesota privacy law, yet chose to ignore them. BCBSM stated, "Minnesota privacy statutes are stricter [than federal law] and raise challenges for the initial DM [disease management] program enrollment process." (Exhibit 22.) Despite this recognition, BCBSM persisted with its opt-out enrollment method in violation of Minnesota law.

Documents reveal that BCBSM specifically chose the opt-out mode of operation to boost enrollment in the program. (Exhibit 23.) BCBSM's calculations showed that it would obtain a much smaller number of participants if subscribers had to affirmatively choose to participate.⁸ *Id.* Although BCBSM states that it plans to change to an opt-in format in mid-2006, the program has been operating in opt-out mode for years.

BCBSM subscribers complained to it in droves regarding their dissatisfaction and anger over its unauthorized sharing of their private medical information. Many subscribers wrote or called BCBSM wondering how their private health data could be disclosed without their affirmative permission and asking to be excluded from the program. Others understandably expressed concern that the cost of the program increased their already rising health insurance premiums. Still others felt that only their doctor, not their insurance company or one of its consultants, should be accessing their private health information. Although BCBSM responded to these complaints, it took no concrete steps to address the privacy and other concerns underlying its relationship with American Healthways.

American Healthways also provides a service called "predictive modeling" to BCBSM. "Predictive modeling" is based on subscribers' private health information and involves American Healthways using past health data to predict which patients are at risk for certain claims. BCBSM did not specifically notify subscribers that their health data would be used for this purpose. Minnesota law requires a subscriber's written authorization before an insurer collects personal information, including health data, regarding the subscriber. Minn. Stat. § 72A.502, subd. 1.

⁸ One BCBSM document states, "Our financial and business relationship with American Healthways is again based on an opt-out model. The opt out model allows us to get over 95% of the population engaged in the program. Where a typical enrollment model (opt in) will only attract 30% of the population, which is the 'worried well.' The worried well are typically not the drivers of the majority of the health care costs. Therefore, an opt-out model allows us to engage and impact the majority of the population which results in lower health care costs." (Exhibit 23.)

Furthermore, the extent to which BCBSM uses the "predictive modeling" information is unclear. In response to the AGO's request for more information regarding the use of this information, BCBSM stated that "for the most part" it uses the information to identify individuals who would benefit from disease management services. However, BCBSM admitted that its employees have accessed this information for other reasons, but remarkably stated that it did not know why. It further indicated that, because the individuals who accessed the information are no longer employed by the company, it could not determine why the information was accessed.⁹ BCBSM's apparent lack of control over access to this sensitive data is extremely troubling. While BCBSM claims that it does not use this information in determining subscriber premiums or coverage, it is, nonetheless, a disturbing collection of subscriber data.

Moreover, it appears that BCBSM shares at least some of the data generated by American Healthways with employer groups. (Exhibit 24.) BCBSM provides reports to employer groups showing employee utilization, claims savings and return on investment, participation and activity in the program, subscriber satisfaction, and compliance with standards of care. BCBSM also responds to specific questions from employers. For example, BCBSM stated that an employer can find out whether one of its "high case" employees (an employee with claims over \$50,000) is participating in the American Healthways programs. This is a troublesome use of subscribers' sensitive health information. It is unclear whether health plan subscribers are notified that this information is provided to BCBSM and their employers.

3. Conflict of Interest.

In addition to the privacy and other concerns regarding BCBSM's disease management program, the use of a third party intervenor like American Healthways raises other concerns.

⁹ It certainly must be used for some purpose, as BCBSM pays American Healthways thousands of dollars every month to compile this information.

BCBSM claims that the disease management programs are a win-win -- they assist consumers in managing their illnesses and save the health plan money. BCBSM, however, may have an inherent conflict of interest in hiring a consultant to manage its subscribers' health. Although BCBSM has described its program as "Mother Theresa in a nursing uniform at the NASA control center," by its own admission, it has potentially conflicting goals -- saving money and improving subscribers' health. (Exhibit 25.) It is, therefore, doubtful that BCBSM can render subscribers a truly impartial service, making its analogy to Mother Theresa optimistic, at best. This is particularly so where the paid intermediary's performance and compensation are based on saving money, as is the case with American Healthways.

Moreover, wedging an intermediary between the doctor and patient raises concerns about interference with the primacy and inviolability of that relationship, a complaint raised by at least one BCBSM enrollee. It may also be confusing to patients, who could receive conflicting advice from the paid intermediary and their doctor or be unsure about the interplay between the two.

B. More Disease Management Projects.

In addition to the expensive venture BCBSM launched with American Healthways, it purchased additional disease management services from other vendors including Accordant Health Services and Health Media. BCBSM has paid Accordant over \$5.7 million since 2001 and Health Media \$125,000 for disease management services. In sum, BCBSM has spent over \$103 million on disease management programs since 2001.

VI. CONFLICTS OF INTEREST.

A number of BCBSM's payments to consultants or other vendors raise potential conflicts of interest.

A. Hammerstad/Creative Business Consultants.

In June 2005, the Minnesota State Auditor released a report entitled "Service Cooperatives Insurance Programs Special Review" examining the role of a former BCBSM executive in the management of health insurance provided to certain government cooperatives. The Report, issued after a six-month investigation, concluded that the former BCBSM executive, Virgil Hammerstad, breached his duty to provide impartial services to the government cooperatives by maintaining inappropriate ties with BCBSM. While Hammerstad was being paid by the government cooperatives to negotiate the most economical health insurance coverage for them, he was also being paid by BCBSM. Not surprisingly, BCBSM was consistently chosen to provide health insurance coverage to every one of the cooperatives. The State Auditor found this arrangement between Hammerstad and BCBSM to be a conflict of interest and clearly not in the best interest of the service cooperatives.

The AGO's review confirms that BCBSM's relationship with Hammerstad was inappropriately close and alarmingly lucrative. The two have entered into a string of high-paying, long-term contracts since 1998. In July 1998, Hammerstad and his companies entered into an agreement with BCBSM pursuant to which BCBSM purchased all of the intangible assets of Hammerstad's companies -- Creative Business Consultants and People's Health Care, Inc. (Exhibit 33.) Hammerstad was the sole shareholder of both companies, which, according to the agreement, provided health benefits and provider networks to Minnesota's service cooperatives. BCBSM paid Hammerstad \$1.4 million for all the intangible assets of Hammerstad's businesses, including its corporate and trade names, customers, goodwill, and favorable business relationships. Additionally, BCBSM entered into a consulting and non-compete contract with Hammerstad, agreeing to pay him \$150,000 over the next five years.

Before the five-year term of the initial consultant agreement even expired, BCBSM entered into another contract with Hammerstad in January 2002, agreeing to pay him a base fee of \$50,000, a bonus payment of between \$50,000 and \$100,000, and additional fees based on sales for more consulting work related to his marketing of BCBSM's medical savings and health reimbursement accounts. (Exhibit 34.) This contract had a six-year term.

Approximately six months later, in July 2002, BCBSM entered into yet another consulting contract with Hammerstad regarding the service cooperatives. This contract had a six-year term and involved payments of \$1.2 million to Hammerstad for the same consulting services regarding the service cooperatives that were encompassed by the 1998 agreement. (Exhibit 35.)

The next year, in 2003, BCBSM and Hammerstad entered into yet another million dollar contract with respect to the service cooperatives. (Exhibit 36.)¹⁰ This contract had a five-year term and involved payments of \$1.1 million to Hammerstad for general consulting work related to the government cooperatives. This contract had a provision requiring Hammerstad to transition the government cooperative work to BCBSM at the end of the five-year term. This million dollar contract, like the ones before it, was not put out for bid in violation of BCBSM's own policy and sound contracting procedures. (Exhibit 37.)

In addition to the ethical problems associated with Hammerstad's simultaneous relationship with BCBSM and the service cooperatives, BCBSM's many large payments to Hammerstad are troublesome from a contracting perspective. BCBSM's records show that it paid Hammerstad \$750,000 in 2001 and his company, Creative Benefit Consultants, over \$735,000 from 2001 to 2004, in addition to the \$1.4 million it paid him for the buyout of his

¹⁰ Although this contract was effective as of July 1, 2003, it was not approved by BCBSM until almost a year later, in the spring of 2004.

company in 1998. One BCBSM document described its payments to Hammerstad as "unlimited, based on performance." (Exhibit 38.)

It is, however, unclear exactly what services Hammerstad was rendering to BCBSM and whether any services were appropriate given that Hammerstad was supposed to be rendering unbiased advice to the government cooperatives. It is troubling that BCBSM continued to make significant payments to Hammerstad's company, Creative Benefit Consultants, even after it agreed to pay over \$1 million to purchase virtually all of its assets in 1998. This raises troublesome questions about the true nature of the payments to Hammerstad.

B. Incubator Project.

The AGO's review indicated that BCBSM has engaged in other ventures that raise possible conflicts of interest and other concerns.

In addition to the millions of dollars BCBSM paid American Healthways every year for the disease management program discussed above, BCBSM launched an experimental joint venture with the same company dubbed the "Incubator Project." The purpose of this project is far from clear. BCBSM's agreement with American Healthways vaguely describes the program as a joint effort to develop "pilot programs" to "improve health care outcomes." The agreement further attempts to define the program, but the actual work performed under the agreement remains murky.¹¹ One thing is clear -- the experiment was not profitable for BCBSM. As BCBSM described it, "The Incubator was a development project that had no revenue stream associated with it."

¹¹ The Agreement states that the initial focus of the partnership would include "integrating the various medical management interventions" provided by BCBSM and American Healthways and "increasing the effectiveness of the current ... care support program by building closer linkages among American Healthways, BCBSM, and BCBSM participating providers."

Like the BluePrint for Health care support program, the experimental Incubator Project was expensive, costing BCBSM well over \$1 million. (Exhibit 39.) Although costly, it was fleeting, operating for only one year.¹² It is unclear whether such expensive experimentation is the best use of subscriber dollars. The very fact that BCBSM launches such costly experimental projects reflects the abundance of its resources and raises the question whether more effort should be placed on reducing subscriber premiums.

C. BabyCenter Relationship.

BCBSM agreed to a partnership with BabyCenter, Inc. ("BabyCenter") in late 1999. Pursuant to this arrangement, BCBSM hired BabyCenter to develop a health information website for enrollees. In addition to health information, the website contained an on-line store marketing various products to subscribers. According to its agreement with BabyCenter, BCBSM was to receive half of all revenues from certain business transacted through the website. (Exhibit 40.) It is deceptive for BCBSM to profit from the sale of products off a website it touts as a health information tool, and raises serious questions about the site's true purpose and the quality and integrity of the information found there. While the AGO attempted to address these issues, BCBSM was "not able to locate information" regarding its earnings from this website. (Exhibit 41.)

¹² Although BCBSM states that the Incubator Project operated from January 2003 to December 2004, it continued to make payments to the Project through the fall of 2005 for what BCBSM describes as the "winding up" of its operations. It appears that the Project actually continued to operate during this time, as numerous staff continued working on the Project.

D. Payments Connected to Board Members' and Executives' Private Interests.

The AGO found numerous instances where BCBSM made contributions or payments to organizations affiliated with executives' or board members' private interests.

For example, BCBSM paid over \$284,000 to the Children's Theatre Company from 2000 to 2003 to encourage attendance at the company's productions. These payments run far afield from the provision of affordable health care coverage. Mark Banks, Robbin Johnson and John Murphy, members of BCBSM's Board of Directors, sat on the board of the Children's Theatre Company at the time of the donations, raising the concern that they may have inappropriately influenced BCBSM's support of an organization of their own personal choosing.

In 2000, BCBSM apparently questioned the public attitude concerning these expenditures; it paid a consultant \$25,000 to conduct market research regarding the effectiveness of its support of the Children's Theatre.¹³ (Exhibit 31.) The market research sought to determine how many people remembered that BCBSM had supported the Theatre and whether these people thought the purpose of the support was publicity or civic advancement.

Support of a board member's personal, community or professional interest does not appear to have been unusual at BCBSM. In 2001, BCBSM paid the Ordway Center \$40,000 for corporate sponsorship of a children's festival. BCBSM's \$40,000 donation was made to support a city-block-sized inflatable labyrinth called a "Luminarium," which was intended to be the festival's centerpiece. CEO Banks sat on the Ordway's board at the time of the donation.

CEO Banks also sat on the board of the Codman Research Group, a software company, in 2000, the same year BCBSM paid Codman over \$380,000 in software license fees -- only one installment in a lucrative multi-year contract for Codman. (Exhibit 32.)

¹³ CEO Banks personally approved this expenditure as evidenced by his signature on Exhibit 31.

In 2004, BCBSM paid the Carlson School of Management \$67,500 for leadership training seminars for executives. Emmett Carson, a BCBSM board member at the time of the payment, was also a member of the Carlson School's Board of Trustees at the same time. BCBSM also paid the Minneapolis Foundation over \$175,000. Carson was President and CEO of the Minneapolis Foundation at the time and was sitting on BCBSM's board when the payments were made between 2001 and 2004.¹⁴ Two of the payments sponsored policy seminars regarding immigration and early childhood education. While these payments may have funded worthwhile projects, it is questioned whether BCBSM should routinely fund organizations affiliated with its board members, particularly where the money does not support activities that are related to the delivery of affordable health care.

BCBSM paid a company called Zonetrader over \$33,000 in 2001 at the same time BCBSM board member Ellen Perl appears to have been a Zonetrader executive. BCBSM provided no documents underlying this payment to Zonetrader, preventing the AGO from examining it further.

While directors completed an annual questionnaire indicating that they served on various community boards, BCBSM ignored this information. Apparently, BCBSM found no conflict of interest in the fact that that it routinely paid money to organizations governed by members of its own board of directors. BCBSM should be more vigilant and effective in monitoring this issue. Simply having policies and paying lip service to them is no substitute for active oversight of board member affiliations.

¹⁴ BCBSM Foundation made two of the four payments to the Minneapolis Foundation. As discussed in other volumes of this compliance review, the BCBSM Foundation is funded entirely by BCBSM.

VII. OTHER EXAMPLES OF TROUBLESOME SPENDING.

A Market Promotion.

BCBSM spends millions of dollars every year on promotions. From 2001 to 2003, it spent approximately \$6 million per year to promote itself. (Exhibit 26.) Examples of these expenditures are described below.

1. U.S. Olympic Team Sponsorship.

BCBSM spent over \$500,000 from 2000 to 2004 to sponsor the U.S. Olympic Team. (Exhibit 27.) At a time of skyrocketing premiums, there is no explanation concerning this use of premium dollars.

2. Promotional Trinkets.

In 2003, BCBSM spent \$468,607 on what it called "promotional trinkets." (Exhibit 28.) It spent almost \$200,000 on similar "trinkets" in 2001. These "trinkets" included items such as pens, band-aid packs, notepads, T-shirts, fans given away at the State fair, and travel mugs.

3. Market Research.

BCBSM also spent considerable resources on consultants conducting "market research." BCBSM commissioned market research polls and surveys on what appears to have been, at times, a monthly, or even more frequent, basis.

The topics upon which BCBSM paid consultants to conduct market research are virtually endless, including the following:

- \$30,000 to conduct focus groups evaluating BCBSM's "do" campaign;
- \$25,000 to conduct what are described as simply "focus groups;"
- \$29,000 for an otherwise unspecified "small group survey;" and
- \$49,000 for a "survey of mid-sized purchasers;"
- \$20,000 to interview people regarding data privacy;

- \$29,000 to determine whether people are aware of hypertension;
- \$25,000 to conduct an otherwise unspecified "advertising evaluation;"
- \$23,000 to conduct focus groups evaluating BCBSM's website;
- \$27,000 to assess "several" of BCBSM's "system-generated" letters to subscribers;
- \$20,000 to conduct interviews with consumers regarding BCBSM's "fall campaign television concepts;"
- \$25,000 to conduct "positioning research" regarding Medicare;
- \$40,000 to conduct focus groups with "pre-retirees;"
- \$15,000 to assess whether employers are interested in consumer-driven health plans;

In short, seemingly no topic escaped BCBSM's market research consultants, for which BCBSM paid handsomely. According to BCBSM, it paid Action Marketing Research well over \$1 million between 2000 and 2004 for market research projects. It paid another consultant, Katherine Galligan, over \$600,000 during the same time period for additional market research. Yet another market research consultant, SNG Consulting, was paid well over \$600,000 between 2000 and 2004.¹⁵ BCBSM paid another such consultant, Maritz Inc., \$842,977 for additional market research between 2000 and 2003. Additionally, it paid Research International over \$200,000 for more market research between 2000 and 2004.

Market research consultants were also used to assess consumer awareness of some of BCBSM's community involvement programs, raising the question whether BCBSM conducted those programs to improve community health or, instead, for publicity.

¹⁵ BCBSM was "unable to locate" any documents regarding this consultant's work.

B. Leadership Coaching and Letter-Writing Consultants.

In 2000, BCBSM paid a company called Leaps of Faith \$166,000 for leadership coaching seminars. The seminars involved topics such as "turning ideas into reality" and "being a good meeting participant." (Exhibit 29.) BCBSM spent another \$332,000 on this consultant in subsequent years.

In 2004, BCBSM paid another consultant \$180,000 simply to improve the quality of its letter writing. (Exhibit 30.) This project was considered a small "pilot" involving the rewriting of 30 letters. ¹⁶

C. Trade Association Dues.

BCBSM spent significant amounts of money on trade association dues and lobbying. It paid large dues to Blue Cross Blue Shield Association, a trade association for Blues plans, almost a quarter of which was allocated to lobbying. Since 2000, BCBSM has paid well over \$12 million in dues to the Association, with 2004 dues exceeding \$3 million. BCBSM also paid large dues to many other trade association groups, including, between 2000 and 2004, over \$2.2 million to the Minnesota Council of Health Plans and \$493,995 to the American Association of Health Plans.

VIII. CONCLUSION.

Although BCBSM has adequate consulting expenditure policies on its books, it has consistently failed to follow the policies and to adequately remedy problems flagged by its own audits. BCBSM's nonprofit mission would be better served if it heeded its contracting policies, with particular attention to keeping better track of its contracts and consultant relationships. The large number of contracts that BCBSM was simply "unable to locate" indicates, at best, serious

¹⁶ BCBSM did not follow its bid or vendor reference requirements for this project.

incompetence and a possible design to avoid the AGO's review. BCBSM also needs to rein in its spending on consultants. As a nonprofit health service plan corporation, it has a responsibility to spend health plan dollars wisely and in subscribers' best interest. BCBSM has ignored this responsibility by spending millions of dollars on experimental, unnecessary, or ethically questionable endeavors.

IX. RECOMMENDATIONS.

The AGO makes the following recommendations with respect to BCBSM's consulting practices

 The Department of Commerce should undertake a comprehensive examination of BCBSM's contracting and consulting practices to determine whether BCBSM is appropriately spending premium dollars.

2. BCBSM should:

A. Clean-up its contracting procedures by:

- (1) following its own policies;
- continuing to conduct internal audits, but following through on the recommendations made in those audits;
- (3) improving its contract maintenance by implementing measures to better track its consultants and maintain complete consultant contracts. The number of contracts BCBSM claims to have lost is unacceptable and procedures need to be implemented to remedy this serious problem;
- requiring detailed invoices from consultants to permit meaningful monitoring of consultants' work; and
- (5) improving initial estimates of consultants' work and adhering to those figures as closely as possible to avoid costly overruns and better observe competitive bid requirements.

B Carefully consider whether its astronomically expensive disease management programs are the best use of subscribers' premium dollars;

C. Pass through any savings it realizes on its disease management programs to subscribers by reducing their premiums;

D. Put health plan subscribers' privacy rights first. BCBSM should not have used an opt-out method to gain enrollment in its disease management programs. BCBSM should have sought subscribers' affirmative consent before sharing their private health information and should notify and gain subscribers' consent regarding exactly how it plans to use that information;

E. Stop expensive experimentation like the failed Incubator Project;

F. Curb excessive spending on consultants. For example, cut back on market research, promotional and advertising expenditures, and lobbying expenses. Devote these resources to goals consistent with BCBSM's nonprofit mission; and

G. Better monitor conflicts of interest. As a nonprofit health services plan corporation, BCBSM should not be funding board members' and executives' personal projects.

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BCBSM Consultant Expenditures 2000-2005

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YEAR	AMOUNT BCBSM SPENT ON CONSULTANTS	
2000	\$200,371,607.47	
2001	\$236,640,002.40	
2002	\$278,443,110.12	
2003	\$289,915,623.80	
2004	\$250,847,220.68	
2005	\$240,839,888.21	
TOTAL	\$1,497,057,452.68	

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How to Choose and Work with a Consultant

IY PETER C. BRINKERHOFF

Consultants can offer excellent hands-on experience, insights, practical solutions and fresh perspectives to vexing issues. But to receive your money's worth you need to know when to use consultants (and when not to use them); what to look for (and what to look out for) what to require from them and where to start looking. Here are some suggestions.

WHY USE CONSULTANTS

There are many good reasons to use consultants, but that doesn't mean you should use them without careful consideration. Below are some valid reasons for nonprofits to use consultants.

- The organization is required to use outsiders. Almost all nonprofits which receive government or foundation support are required to have an outside financial audit and management letter each year.
 Some funders also require, as a condition of funding, using one of a selected "stable" of consultants to rectify problems within the organization.
- The problem to be solved is highly technical. If you're facing a complex issue, such as the development of a computer system, advice on a large telephone network or a new accounting system, an outsider is probably called for, if for no other reason than to bring you state-of-the-art options. (Not that you should always purchase the latest state of the art system, but you should know what is available.
- The problem is a one-time or infrequent one. Certain problems are just not worth knowing how to solve. For instance, if your organization is going to build one new office/program building in the next 20 years, it doesn't pay to train staff to be architects, realtors and contractors. Instead, hire these professionals as consultants.
- You need an unbiased outsider. One of the major benefits of outside consultants is that they don't bring vested interests to the problem. They can bring a fresh outlook and offer suggestions without being overly concerned with internal personal policies.
- You need a hired gun. In certain situations, you need an outsider to make unpopular recommendations, such as a staff structural change, which will eliminate positions or the abandonment of a popular, but overly expensive program. Even though you can perform the job yourself, it may not be wise to do so.
- You don't have the time. Be careful of using this justification too often. "Subbing out" a job to a consultant may mask poor time management or priority setting on the part of staff or board.

As you consider using a consultant, examine your problem to see if it fits into one or more of these categories. If not, reexamine the problem to see if you can solve it with internal resources. "BEWARE OF THE CONSULTANT WHO DOES A LITTLE BIT OF EVERYTHING – A LITTLE PLANNING, A LITTLE FUND RAISING, A LITTLE COMPUTER CONSULTATION, A LITTLE OPEN-HEART SURGERY."

WHY NOT USE CONSULTANTS?

People give a number of reasons for using a consultant when they really don't need one. These include:

- To reinforce a decision already made. Sometimes the decision-maker knows what to do but wants the "backup" or credibility of an outsider before proceeding. While a prime reason to use consultants is to provide outside objectivity (see above), in this case the consultant is being used inappropriately. Ask yourself if you are avoiding the true problem your own insecurity about your expertise or fear that your opinions don't have sufficient clout with the board or staff. People who hire consultants for this reason are almost never happy with the consultants' work. The reason? The consultant tells them what they already know. In the future they should put their confidence in their own cognitive abilities.
- To do regularly performed work. Consultants have their greatest application when they solve problems and teach solutions. (Remember the old adage, "Give me a fish and I eat for a day, but teach me to fish and I eat for a lifetime.") If you find yourself asking a consultant to do rather than to teach, consider hiring part- or full-time staff instead. The single common exception to this rule is your auditor. Auditors must be outsiders and do basically the same work (your year-end audit) each year.
- To impress your board, staff and funders. Bad idea. Having the foresight to seek outside expertise in a tough situation is commendable, but hiring a consultant only for show is not a good move. It's a waste of your money and of the consultant's time.

WHAT TO REQUIRE FROM YOUR CONSULTANT

Once you decide you need a consultant, you should require two things:

- 1.A written proposal containing the following:
- A specific scope of work, including the tasks the consultant will perform; the tasks that you, your staff and the board will perform; and target completion dates for each major item.
- At least three references specifically relating to your needs. Check these references.
- A fixed fee schedule or hourly rate with a cap.
- A contract. Once you select a consultant, require that a contract be drawn up and signed before work begins.

WHERE TO START LOOKING

The best way to find good consultants is by word-of-mouth. Start by carefully defining your needs. Then talk to peers, state and national trade associations, your United Way and your major funding sources about consultants they have used or heard of. Next draft a RFP (Request For Proposal) – a statement of what you need done, when you need it done, and about how much you want to spend. Send it to the consultants you've identified. Interview the best respondents and take the plunge with the best of the bunch.

How to Choose a Consultant

VHAT TO LOOK FOR IN A CONSULTANT

be effective, a consultant must have certain traits. Look for these salities as you search for a consultant, and confirm them in your initial consultation.

- Someone who wants to work with you, not for you. Your consultant should involve you in as much of the work as you can reasonably handle. Why? Because it will augment your understanding to the consultant's final product, increase your ownership of (and willingness to carry out) the recommendations, and reduce your costs. It will also decrease the chance that your consultant will force-fit your problem into a "canned" solution.
- Someone experienced and knowledgeable. Your consultant should have hands-on experience. If you want management consultation, look for those who have actually managed, especially those who have managed organizations of your type and size.
- A good teacher. Remember that professor you had in college who knew the subject but just couldn't teach? Being learned does not necessarily mean that you can transmit that knowledge to others. Even hands-on experience is not enough. It is essential that your consultant teach you to help yourself. This skill can be assessed in person as well as through references.
- Someone who can listen. While it's natural for consultants to spend part of your first interview giving you a "sales pitch" be wary if they do all the talking. Instead, they should be finding out as much as possible about your organization, your problem, your unique characteristics. If they don't seem interested in you and your organization, they probably aren't and that is a bad sign. The same is true during the on-site consultation. The consultant should spend a fair amount of the first few hours (or days, depending on the length of the consultation) listening, asking questions and taking notes. Beware of the "quick fix." It won't work for long.
- A good writer. This rare skill is vital, because many of your_consultant's recommendations and findings will be transmitted in writing to your board and staff. The consultant may be able to diagnose and help you solve your problem, but can he or she transmit that information through the essential medium of print? Look for clear, concise prose in the consultant's proposal and in any examples of past work that you receive.
- A good presenter. Another common function of consultants is to present their findings and recommendations to the board and staff. Thus, they must have good "stage presence" and be able to answer questions well.
- Someone who specializes in what you need. Beware of the consultant who does a little bit of everything – a little planning, a little fundraising, a little computer consultation, a little open-heart surgery. (Of course there is nothing wrong with consulting firms

offering a range of services as long as they assign staff specialists in each area.) Find an individual or firm with a proven track record in what you specifically need. For example, if you need a business plan written, don't seek a long-range planner, seek a business planner. If you are dealing with Medicaid reimbursement rates, find someone who knows the Medicaid system in your state.

 Someone who is available. One of the greatest problems with busy consultants is their lack of available time, either in person, by telephone or by mail. Ask yourself how rapid your answers need to be. For example, if your consultant is helping you with accounting software selection and installation and your computer system crashes, you don't want to be dependent on someone two time zones away. Conversely, if you're hiring a consultant to help you develop your long-range plan; you probably don't need someone on site within two hours notice.

WHAT TO LOOK OUT FOR

As with any other purchasing decision, the operative phrase is "buyer beware." Here are some specific suggestions on what to avoid.

- Open-ended fees. There is no excuse for accepting an open-ended fee. It is an invitation to an open-ended bill. If your potential consultant suggests an hourly rate with no maximum hours, watch out.
- A non-specific scope of work. Can you imagine having your kitchen renovated and not specifying what appliances and cabinets you want where, or in what color? The same applies to a consultation. Look for a proposal that specifically lists what the consultant will do and when, as well as the responsibilities of you and your staff.
- Large advances. If a consultant requires a large advance (more than 15 percent or one month's fee), it could indicate fiscal instability. You run the risk of the consultant going out of business during your consultation or while you need follow-up. (In some cases, sizable advances are justified, of course, as when the consultant must spend a large amount of cash up-front.)
- Sloppy (or no) marketing material. Lack of good descriptive materials about the firm could indicate poor long-range planning, lack of capital, or less than long-term commitment to the consulting business and its customers.
- A firm made up of all part-timers. Would you hire a part-time plumber or a part-time pediatrician? People who don't work fulltime at consulting simply can't stay as current in their field and as practice in the art of consultation as a full-timer. Also, you may have problems access a firm of part-timers easily. One hint Be wary of a firm that continually uses an answering machine or service during regular business hours.

WHAT TO EXPECT.

What to expect from your consultant? Expertise, assistance and wisdom, but no miracles. If things go well (and they should if you've screened and selected well), you'll get your money's worth, but only if you have reasonable expectations and treat your consultant with respect and fairness. Don't try to sneak in a little add-on assistance here and there. The consultant's bid was constructed in light of what you originally proposed. Don't ask for a change in the work scope fithout first accepting a higher fee. Peter Brinkerhoff is president of Corporate Alternatives, Inc. (CAI) a firm specializing in nonprofit organizations. (625 South College Street, Springfield, Illinois 62704, 217-544-5687), CIA helps nonprofits with such services as property acquisition, management audits, strategic planning, marketing, business planning, finding capital, board development, boardstaff retreats and training on all of the above.)

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Here's how to pick the consultant who fits your needs

t a loss as to what to do," my colinfessed. He had run his own sucimpany for years, so feeling lost a comfortable feeling for him. He

went on to explain how morale had slid, conflicts had erupted and turnover had increased. In fact, he had lost two of his most experienced, long-term people. When they left, they warned him about some lousy managers and serious customer problems.

When I suggested bringing in someone from the outside to help him sort through it, he launched into a horrible experience he had had with a consultant years ago. It

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turned out that she had done more harm than good and he was reluctant to reopen Pandora's box.

If you are considering using a management consultant to help you with some of your organizational issues, here are some guidelines that will help you choose the right consultant and get the results you want:

Ask your friends and colleagues for names of consultants they would recommend. Beware of newcomers to the field. Many people are hanging "Open for Business" shingles between jobs or when they get laid off or fired. Don't let a greenhom learn the ropes at your company's expense.

Be clear about the results you want, but not about how you want them to do it. If you can nail down the specific deliverables you expect, it will help the consultant determine the process that will get you there. However, be careful not to dictate the specific steps you want the person to take. For instance, sometimes clients will ask me to come in and fix something by conducting a training program. But during the intake interview, it becomes clear to me that training will not produce the desired results. A client who is open to other solutions will get the best results.

Check references. Ask to speak to peole who are at your level in companies similar to yours, or people for whom the consultant has done similar work. If you skip this step, it's

like inviting a stranger 10 baby-sit your children for the weekend. Would you really feel comfortable leaving them alone? Make sure

the person shares your management philosophy.



LLOYD@WORK

Spend enough

time on the front end discussing the consultant's perspective, how he or she has approached other cases and what kind of style the person uses. Any outsider will stir things up a bit, regardless of style, just because the outsider is like a foreign body injected inside a living organism. If the person's philosophy is a match with yours. there will be less natural rejection and more acceptance by the organization.

Be sure the consultant has relevant real-life experience. Beware of consultants who sound like book reports on legs. If they consult by "best seller," the outcome may feel like the program-of-the-month.

Be careful to maintain control of the project. Spend enough time carefully communicating to employees what the consultant will be doing and why. If you don't, it will feed the rumor mill and cause even more concern. Don't allow the consultant to start working before you have reached a clear understanding of fees and how they will be billed. Finally, determine the schedule on the front end and build in monitoring points along the way.

Discuss vulnerabilities. Although it may be uncomfortable, the consultant needs to know how you and others could be vulnerable. Without this information, the consultant may stumble into an area and cause problems. For example, tell the consultant one of your employees is married to the owner's brother, or explain that if you have more turnover in your area, you could lose your job. It will help the consultant to help you.

The physicians' code, "First do no harm," applies to consultants, too. Good ones will only do as much as the organization can tolerate. They have a light touch and understand that an organization will push back when it has reached its limit for change.

Good consultants leave the organization stronger than they found it. They teach lessons that managers can repeat on their own and they leave behind practical tools that will make the lessons last.

Joan Lloyd works with executive and owners who want to improve the people side of their business. and with managers who want their employees to have a sense of ownership and commitment. Reach her at (800) 348-1944, e-mail into@joantkoyd.com or visit www.loanLkoyd.com.

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1155A : "HIRING" CONSULTANTS AND LAWYERS

You may find yourself in a position in which you need assistance to solve business problems. Before you engage the services of a consultant or an attorney, carefully think through the reasons why you feel you need assistance and methodically review the process before contacting an outside resource.

Obviously, there is a critical difference between discovering you are being sued as opposed to the realization that your salary survey data is out of date. However, do as much advance analysis as possible in a time-critical situation. If you do, you will avoid or mitigate many future difficulties.

The process outlined below uses the term consultant, but you may also substitute the word "attorney" for consultant. The following decision sequence should be useful in most situations.

Step 1. Defining the scope of the problem

- Define your problem or issue:
 - ... Exactly what is wrong?
 - Why change what you have?
 - . How do you know you have a problem?

• Who else in your company has any information that would help you understand why you have this situation?

- Do you know how the problem happened?
 - · Do you know why the problem occurred?
 - . What will it take to solve the problem?
 -Da you know how to solve the problem?
 - Have you discussed the problem with your superior?
 - Who else should know?
 - Has this ever happened before? If so, what was done?

To determine exactly what the ramifications of the problem are, you may have to perform some preliminary information gathering and analysis. Specifically:

- What will happen if we do nothing?
- What risk(s) does your company have?
- Are there any financial risks? If yes, how can the risk be quantified?
- Is there a risk of adverse publicity?
- Is there any risk if other employees become aware of the problem?
- Are there risks associated if the company does not act quickly?

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What will it cost to fix the problem?

* Are funds budgeted and available to dedicate to resolving the problem? If not, how can funding be secured?

 Is the problem one issue or is it a part of a broader problem or process that must be addressed in order to solve the apparent problem.

Step 2. Resource analysis

Internal analysis:

Does your company employ someone who can solve the problem?

Can that person be made available to solve the problem?

□ If there is no internal ability to solve the problem in the time available, what potential external resources are there?

What if you have no latitude in selecting outside consultants? It is not uncommon for some companies to have a law firm on a retainer or to have a long-standing relationship with a specific consulting firm. In those situations, you generally would not be in the position of selecting the firm; however, you should still consider following the process described below as closely as possible. It will provide you with more information and, in the event the relationship or situation deteriorates, you will have attempted to ensure success.

To identify all possible resources available, use all of the following:

Contact your professional peers for referrals.

Contact trade and professional associations.

Ask your colleagues for recommendations.

What external organizations have been used in the past?

Example: Your organization recently hired a chief financial officer from one of the major accounting firms. She has made an outstanding impact on your organization. When you advise her of your need, she is insistent that you hire her former employer.

In the above situation, if you have networking relationships, membership in one or more professional societies, and read periodicals and attend seminars and conventions, you are in a position to debate the relative value of one firm or expert compared to another. Also, you may have heard a speaker or read an article by an individual that could be a candidate, or the individual's firm may be a candidate for your current needs.

Does the situation require multiple resources? Can one external resource provide expertise to resolve your situation or do you need to investigate several different types of resources? For example, if your problem involves a legal and training matter, you may need to employ an attorney and a consultant who specializes in training program design.

After you have secured the names of several possible resources, consider the following:

 You may prefer local resources to reduce the cost of travel and to make communications easier.

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Generally, referrals from inside your company are preferable. If the resolution may
be potentially embarrassing to your firm, you may find support easier internally if your
peer(s) participated in the decision to retain a specific consultant or attorney.

· Initially, narrow the list to three or four resources.

 Meet with your superior and any other interested party to apprise them of your progress and planning.

 Contact each resource and arrange a meeting at your facility as soon as mutually convenient.

Step 3. Interviewing potential candidates

Prior to the first meeting:

□. Give each potential consultant a confidential copy of a written document that defines the scope of the problem and expectations the expectations you and your company have of what the consultant will do. This can be in the form of a request for proposal that explains your objectives and needs or may be presented during your initial interview.

Determine whether there is any question concerning the financial performance. stability and reputation of the firm and include questions to secure information regarding these concerns.

Understand the issues surrounding your problem and be familiar with related laws and other similar matters.

Be prepared to listen carefully and take comprehensive notes.

During each interview, discuss the following with each consultant:

Request a list of prior clients with the same or a similar problem and, if possible, in the same industry. Ask whether or not you can contact the organization, and if so, secure contact information.

Ask for an estimate of the cost to resolve the problem, advice on how to plan expenses, how the consultant will bill, how expenses are handled, as well as the fee.

Inquire whether or not your firm can do some of the work, such as printing, to reduce costs.

Probe whether or not the consultant provides advice as well as a product.

L Determine whether the solution to your problem will be the same as others or whether the consultant will create a unique solution.

detailed sequence of steps necessary from beginning to end.

. D. Insist on meeting with the individual(s) who will do the work prior to any decision to engage if the consultant you are meeting with will not be the individual who will complete the assignment.

Ask about the consultants prior experience with your situation.

Inquire what the consultant's credentials are.

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Find out how will the consultant safeguard the confidentiality of your information.

Request that the consultant's proposal include a statement that the consultant is complying with all laws; regulations and canons or standards of conduct governing his or her profession and business.

Inquire if the consulting firm will guarantee their work, and for how long.

proposal addressing all of the commitments made in this meeting, the plans to resolve your situation, and the total cost and all contingencies to cost.

D Be prepared to tell the consultant to whom to direct questions, who will make the decision on hiring, your time frame for project completion, and anything you consider outside the scope of the work.

D Provide a deadline for bids and advise how many copies of the bid you want to receive.

Step 4. Selecting the consultant

· Review each written proposal:

· Is the proposal consistent with your notes and recollections of what was said by the consultant?

- Are you comfortable with the proposal as a solution?
 - Is one proposal clearly superior to the others?
- . Is one proposal clearly less costly than the others?

"__"Chemistry" is important:

. If this is a situation of risk, such as a high profile discrimination lawsuit, your working relationship with your expert is critical. You must be completely candid and feel the individual has the company's best interest at heart. All things being equal, chemistry may be the most important variable.

· Did the consultant do all of the talking or did the consultant ask many questions and is the proposal reflective of what the consultant learned in the interview? Do your homework:

Check all references and credentials.

- O Check professional regulators and the Better Business Bureau.

Remember, cheapest is not always the best.

Recommendation:

Discuss your thought process and preliminary recommendation with your superior and any other interested party. Gain support for your decision by sharing the process and what you have learned.

Make your decision.

Final details:

Have a legal review of the contract before signing. Compare your original meeting. notes and the initial written proposal to the contract to ensure that the documents and your understanding are consistent. Pay particular attention to any discrepancies.

If a decision was based on price, you may want to negotiate price with other bidders before making a final decision.

Call the winning bidder and follow up with a letter recapping your understanding. . and expectations.

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_____Contact the other consultants by mail. You need not divulge who got the bid or ______why, although you may want to give feedback.

Step 5. Monitoring progress after engaging external services

Monitor progress closely. If daily contact is necessary, then demand daily feedback.
 Review all bills.

internal processes in order to avoid the same or similar situations in the future.

 Do not broaden the assignment without redoing most of steps 3 and 4. Remember that consultants earn money by billing time. If you ask for information, you will be charged for the time spent in researching and responding to your request.

 Designate one company contact for all communication with the consultant. No one should go directly to the consultant; everyone should work through the designated contact.

 If there are several individuals doing tasks for the consultant, request that the consultant also appoint a "point person" to facilitate accountability for communications.

 Do not "leak" information prematurely. Have periodic update sessions conducted by the consultant and provide the sessions to all interested parties for the life of the assignment.

 Do not hesitate to advise your professional counterparts of your experience with your consultant. Open, earned praise or factual information is always valuable.

What should you expect from your consultant or attorney? Using the terms "consultant" and "attorney" interchangeably, the traits listed below should reflect the manner in which your consultant or attorney handles his or her part of the relationship:

Reassuring: You should not be made to feel that your situation is unusual, and you should be made to feel that your questions and concerns are reasonable. You should receive a timely and quick response.

No surprises: You should be aware of any possible actions and alternatives.

Leadership: Your attorney should function as the leader of the team.

Honesty: In simple language, your consultant should be candid and straightforward.

Know your business: Your attorney should make an honest effort to understand your business and industry, and therefore understand how advice may impact the business in general.

Anticipate problems: Your consultant should anticipate your concerns and be an individual you feel you can confide in.

Interested: Your consultant should be enthusiastic about your challenge.

Professional: Your attorney should always demonstrate the highest standards of professionalism.

Loyalty: You should expect the consultant's loyalty and commitment.

Available and proactive: Your attorney should encourage communications and anticipate your need for information concerning the status of your situation.

Attentive: You should be made to feel you are the most important client your consultant has.

For more information. Most human resource practitioners, both generalist and specialist, have had to employ attorneys and consultants. As businesses decentralize

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Mansging External Relationships

and "flatten" organizations by reducing specialized staff, more and more managers and line supervisors are engaging outside advice. An example of the practice can be found at [4453 in the discussion on using consultants in designing child care benefits.

For more information. Depending upon your situation, you may use several of the following resources

- Managing EEOC challenges, begin at 156.
- Improving workplace investigations, see § 2711.
- Managing lawsuits, see 1155B.

Once a company enters into a relationship with another company, the type and status of the employee, and the nature of the relationship are critical factors. For specific information, see:

- · Employee leasing, see [201B.
 - · Outsourcing, see 201C
 - Payrolling, see [201F.
 - Temporary agencies, see | 201F.
- Joint employers (employers and staffing companies), see 201P.
- Delegating legal responsibility to a staffing company, see § 201R.
- Factors to consider prior to hiring a staffing company, see [2015.
- Outplacement companies, see § 2975.

There are several popular programs that generally involve relationships with consultants. Examples include:

- Employee assistance programs, begin at § 4400.
- · Child care, begin at [4450.
- · Financial planning programs, see | 4445.
- Athletic facilities, begin at § 4600.
- Legal services and benefits, begin at \$4730.
- ··· · Dependent care, begin at § 4750.
- · Elder care, begin at [4800.

1155B HOW TO MANAGE LEGAL CHALLENGES

Almost anyone can sue your firm for some reason. Certainly, employees and former employees can engage the services of an attorney and, generally, sue you for alleged misconduct or harm of some form. The fact that a law suit is filed does not mean you will not prevail; however, it does mean you must investigate and respond.

Regardless of the merit of the suit or the actual facts, there are certain actions you should take whenever you are sued:

Derived a protect, the plaintiff (charging party). Immediately upon learning that an individual is suing your firm, take what ever reasonable steps you can to ensure that the party is not retaliated against in any way. Assuming the individual is employed by your company, there must be no change in the individual's employment situation—no matter 'how'subtle—as a result of the individual's action against the company. Meet with the individual in private, explain the company's desire to ensure that there are no negative reactions, and strongly request that the individual advise you (or the individual he or she meets with) if there is a perception of negative actions. If the individual is no longer an

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Human Resources Management



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Paragraph Research Design and Methodology-SHRM/CCH Survey 139 Corporate and Business Goal Setting 142 Set Business Goals and Strategies 144 Goal Setting-Identify Type of Company 146 Goal Setting--Target Results Goal Selling-Sel Strategies 148 150 Goal Setting-Communicate the Message Case Study, Communicate a Shared Vision to Meet 152 Business Goals Human Resource Database/HRIS Management Overview, Managing HR Information 153A 1538 Types of HR Information Human Resource Information Systems Trend 153E 153H Making the Business Case for HRIS 1531 How to Select the Right HRIS 153K Evaluations of Top HRIS Products 153T Tool HRIS Glossary Management Practices and Techniques 154A Survey, HR and Line Management Relationships Expert Guidance, Improving HR and Line 154B Management Relationships 154C EEOC Best Practices, Management Benchmarks, HR Organizations and Processes 154D Managing External Relationships 155A "Hiring" Consultants and Lowyers 155B How to Manage Legal Challenges 155C Conducting Investigations After the Fact 155D A Guide to Requests for Proposals Management Primer, EEOC Contacts Overview: Managing the Relationship with the EEOC 156A 156B Steps in Filing an EEOC Charge 156C Initial EEOC Notice to Employers EEOC Investigative Strategies and Methods 156D 156E **EEOC** Determinations

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- · Samples of work
- · Fine cords
- · Trabiline records
- · Written rules

What to include, What should you include in documentation to make it meaningful, helpful or useful? At a minimum, documentation should include:

The purpose of the documentation, i.e., written warning, manager's log, logging a complaint, etc.

The critical elements who, what, where, when, why and how.

How the event impacted your business-cited by decision makers as the key to effective documentation as it shows what your legitimate business reason was for taking the action.

Relevant policies and procedures.

 Dast documentation relevant to the event-attach past warnings, incident reports and performance appraisals, as applicable.

Corrective action taken.

Action plan for follow up.

Statement of consequences,

Signature and dates If the employee refuses to sign, make a note on the document and have a witness sign the note.

Remember your role as a juror. If you have not made a fair investigation, you will not succeed in convincing the jury or the juror that the evidence is fair. While the goal is to have an outcome that is favorable to the company, your job is to make a fair and complete investigation of what occurred. If you bypass unfavorable evidence, testimony or documentation, be certain that the opposition will not.

Employee rights to representation prison and prime'r

I.... Union employees have the right to request the presence of a union representative at an investigatory interview that could result in discipline, according to the US Supreme Court's NLRB v J Weingarten decision. The NLRB has also extended Weingarten rights to nonunion employees—they have the right to have a coworker present at an investigatory interview. Investigatory interviews are those in which an employee is investigated or questioned or when the emloyee reasonably fears that some sort of discipline may result. There is no right to representation in a disciplinary or termination meeting where the employee is informed about disciplinary action.

For additional information

For more about workplace investigations, see 12711, 12495F and 12495G. Coverage of documentation issues begins at 12635.

1165D A GUIDE TO REQUESTS FOR PROPOSALS

You may want another firm to administer certain services for your company. You may need research before you decide how to handle a matter. How will you find the best service provider or researcher to meet your needs? Send out"d' Request for Proposals (RFP) and choose the company or researcher that submits the text proposal.

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This section explains a general RFP procedure and provides a checklist of major points that should be covered in an RFP. A sample RFP is also included below.

General procedure. There are five main steps to the RFP process. An RFP must be created and distributed. The proposals that are submitted must be reviewed and a selection made. Then, participants are notified and a contract for services is negotiated.

1. Create the RFP. After a need is identified and assessed, an RFP must be created. An RFP should be very specific about what services are required. A specification sheet that would anticipate the questions that may be asked by someone desiring to submit a proposal in response could be attached. The more specific an RFP, the better, more relevant the proposals received should be. A checklist for creating an RFP and a sample RFP are provided below.

2. Distribute the RFP. Determine who should receive the RFP. It may be necessary to purchase a mailing list from an organization in order to reach those that can provide the needed services. The RFP may be distributed by mail, E-mail or fax. RFPs may also be included in newspaper employment ads or posted on the Internet. An Internet list server may also be used. If you are sending out a large number of RFPs by mail, you might want to engage a mail house to stuff and post the envelopes.

3. Review proposals submitted. Keep a log of the date and time each proposal has been received. Assemble a committee to review and select the best proposal. Committee members should be knowledgeable about the needs of the organization and the need for the requested services. Each reviewing member should receive a copy of all proposals. Should a large number of proposals be received, a screening process could be used.

Review and selection would be facilitated through the use of a uniform rating sheet. A deadline should be set for the reviews. One member of the committee should tabulate the reviews and determine if one proposal is clearly the favorite. If a tie is apparent, the proposals that are tied should be reviewed again by the committee. Once a winner has been selected, carefully review the credentials to evaluate whether, in the committee's opinion, the proposal can be carried out.

4. Notification. Notify the winner that his or her proposal has been selected and that you would like to begin contract negotiation. Also, notify the other participants that the first selection has been made and tell them that contract negotiation is underway. Do not give participants a final selection notification until you have a signed contract with the winner. You may be unable to form a contract with the first choice and you may need to enlist the services of your second choice.

1. Create contract, Before entering into contract negotiations, study the proposal to see if there are any issues that could make problems for your company, Such issues would have to be explored and resolved during contract negotiation. With a wellcrafted RFP and accompanying specification sheet, there shouldn't be many issues left to resolve during this negotiation phase.

SAMPLE: Request for Proposals

Request for Proposals for Contract Research

Thirteenth Annual SIIRM-CCH Study

"Fact or Fiction: Is Line Management Really Performing IIR Functions?"

To: Members of the Human Resources Division of the Academy of Management and other interested parties

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From: CCII Incorporated and the Society for Human Resource Management

CCII Incorporated and the Research Coulmittee of the Society for Human Resource Management (SHRM) request the submission of proposals for funded contract research on the topic of the transformation of the IIR function.

Those submitting proposals should be willing to present their research results at the 1998 SHRM National Conference and Exposition in Minneapolis, Minnesota, June 14-17, 1998. In addition, a CCII-edited summary of the research results, based on the researcher's final written report, will be sent to SHRM members and to subscribers of CCII services.

The overall purpose of the project is to identify and analyze whether and how the IIR function is being transformed from a traditional department structure to a

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decentralized business unit framework that places more responsibility on line managers and other functional organization members (including employees) to perform HR tasks.

The successful proposal, when implemented, will (1) determine and quantify the extend to which the transformation has taken place in small, medium and large organizations; (2) show the various structures and technologies that are currently in place to perform all HR functions; (3) determine the role HR plays in the transformed structure; (4) identify the specific functions that are being performed by line management and other functional organization members; and (5) determine the tools and support needed by line managers and business units to perform HR responsibilities. It is assumed that this will require nonrandom survey(s) of a stratified sample of the SHRM membership.

The proposal must also contain sufficient information to enable CCH and the SHRM Research Committee to evaluate the researcher's ability to conduct the project.

Proposals should be submitted by February 7, 1997, in accordance with the enclosed specification sheet, to:

[name, address, telephone number and E-mail address]

Requests for additional information, if required, should be directed to the person at the telephone number or E-mail address designated above.

✓ CHECKLIST: Creating an RFP

Clearly specify what services you are seeking. For example, do you need a benefits administrator? Contract research? An outsourcer?

Identify your company and be specific about your requirements.

Identify your purpose.

Set out what a successful proposal will include.

Note any conditions that apply (e.g., extra fees).

Indicate when the submissions must be received.

List the name and relevant information on where to send a proposal. Also, list the name of a contact person who can be contacted for questions or clarifications.

Attach a specification sheet to set out additional proposal requirements. The sheet should include:

· Submission deadline

 Statement of purposes and objectives. Each proposal must indicate how each area set forth in the RFP will be addressed. It must specify key issues and identify potential problems. For example, how the services will meet the company's needs or how research findings will advance knowledge or add value.

 Support for the proposal. This could include a literature review or demonstration of previous approaches, case studies and client references.

 Description of methodology. How will the services be provided? How will the problem be approached? Other information that may assist their ability to perform includes: history/organizational structure; staffing; risk management; liability programs; ADA compliance; account management capabilities; performance guarantees; complaint resolution procedure; technology (Y2K compliance); and confidentiality.

· Schedule. Ask for a project timetable. Provide an end date, if applicable,

 Budget statement. State the resources required. Explain the charges, fees and expenses that you expect to pay and those you will not.

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 Vila/statement of qualifications. Credentials that will allow you to evaluate the ability to carry out the proposal must be included. If you want to do a blind review, specify that the statement of qualifications be in a separate document. References and former clients should be listed along with contact numbers. If anyone is not eligible to participate in the RFP process, it must be specified.

For more information. A list of specific issues that should be included on an RFP for counseling and referral service providers is located at 4756. Research results from the RFP sample provided above can be found at 154A.

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Corporate Policy					
Policy Name:	Use of Contractors and Consultants	Policy Number:	FIN 1-02		
Effective Date:	September 9, 2004	Policy Owner:	Tim Schultz		
Revision Date:	September 9, 2004	Executive Sponsor.	Tim Peterson		
Category:	Finance	Committee Approval Date:	August 16, 2004		
SubCategory:	Finance	Last Reviewed Date:	June 18, 2004		
Policy Status:	Active				

Policy Statement :

It is Blue Cross policy that using outside consultants and contractors is based on justifiable business reasons and is closely monitored to ensure that expected value is received from the services provided.

Policy Rationale :

This policy is established as part of Blue Cross' effort to ensure the vendor selected is appropriate for the job and represents the best value for the money paid.

Scope:

This policy applies to all Blue Cross employees, except those working for Delta Dental. All services received from consultants and contractors are covered under this policy unless specifically excluded. Exclusions:

- A. Audit fees for governmental auditors.
- B. Audit fees for financial statement and other attestation work engaged by the Audit Committee.
- C. Payments to professionals for peer review or medical review services.
- D. Investment managers/investment advisors.
- E. Contractors or consultants performing services under the direction of a Law Department attorney, with the expectation that the work being done will be subject to the attorney client privilege or the work product doctrine.

Guidelines:

 Business Justification: The initiator of a request to use a contractor or consultant will provide, in writing, the business rationale for the request. Such rationale will address the following:

- A. The business need that will be addressed and why it needs to be addressed at this time.
- B. If the contractor or consultant is to be associated with a larger project, identify that project.
- C. An explanation of why employee(s) cannot be used to address this issue.
- D. An indication of whether or not funds are budgeted to pay the contractor or consultant, and where funding is located.
- E. An estimate of the total cost of the services to be rendered.

F. An identification of the deliverable or work product to be received.

G. An estimate of the time to complete the project.

II. Selection: Prior to selecting a consultant or contractor, the initiator of the request will conduct the required due diligence to ensure the contractor or consultant selected is appropriate for the job and represents the best value for the investment. Required due diligence will consist of the following when the services to be rendered exceed \$50,000 per project.

A. Competitive bids:

- A competitive bid process will be undertaken unless there are justifiable reasons for not conducting the bid. Reasons for not conducting a competitive bid should be documented in writing and provided to Purchasing.
- Bids can be oral or written. However, written bids should be obtained when the services to be received exceed \$150,000 or when bids and services between vendors are not easily and obviously comparable. Copies of the competitive bids must be forwarded, and kept on file in the Purchasing department.
- Written documentation should be provided in situations where the low-cost vendor is not selected and sent to Purchasing.
- It is reasonable to expect that competitive bids are sometimes not necessary. These situations may include but are not limited to occasions where:
 - a. A corporate contract is in place,
 - b. The vendor is providing services which are an extension of work previously completed by the vendor, or
 - c. In cases where the vendor provides services for which the initiator of the request is confident no comparable vendor is available.
- B. Vendor references:
 - References from the contractor or consultant will be requested and checked if there is no knowledge of the vendor's work history at Blue Cross.
 - 2. Justifiable reasons for not obtaining and checking references will be documented.
- C. Vendor financial viability: A review of a prospective contractor or consultant's ongoing financial viability will be conducted when any of the following four conditions are present:
 - The project is of a nature that substitute vendors could not complete the project at a reasonable cost should the vendor under consideration become unable to finish the project.
 - The vendor is an integral part of a project that extends more than one month, the vendor will be receiving payments in excess of \$150,000 and the vendor requires progress payments (i.e. the vendor is paid on work performed, not on the basis of a completed project).
 - The nature of the service or project, when completed, requires the vendor to provide ongoing services to Blue Cross that could not be provided by alternative vendors.
 - The vendor is providing a service that results in the production of an asset or intellectual property to be owned by Blue Cross.

Corporate Finance will conduct a review of a vendor's financial viability when

any of the above conditions are met and the payments to the vendor are expected to exceed \$250,000. The initiator will document the reasons a review of the financial viability of the vendor is not conducted when the above conditions are met.

If the initiator does not have the skills to evaluate the prospective vendor's financial viability, the division controller or a financial analyst in corporate financial planning will conduct the review.

- D. Requests for proposals:
 - 1. Blue Cross will conduct formal requests for proposals (RFPs) when payments to a contractor or consultant are expected to exceed \$1,000,000 over the life of any project. Request for proposals will be required when a contractor or consultant used in one stage of a project will be considered for a subsequent stage and total payments to the contractor or consultant after subsequent stages are completed are expected to exceed \$1,000,000. Using the same vendor based on project knowledge and consistent workflow will not eliminate the need to conduct an RFP when total payments to a vendor in multiple stages will exceed \$1,000,000.
 - Blue Cross will conduct RFPs at least once every five years for other contractor or consultant services that are provided annually, are typically provided by the same vendor from year to year, irrespective of whether a long-term contract is in place, and exceed \$1,000,000 in payments over five years or less.
 - 3. RFPs will be coordinated by the Purchasing department.
 - RFPs are not required for contractors or consultants that serve a staff augmentation or temporary help function.

E. Independent contractors: Blue Cross employees will consider the following when selecting all independent contractors or independent consultants, including those whose fees are not expected to exceed \$50,000:

- Blue Cross will comply with IRS guidelines with respect to the use of independent contractors. Employees will obtain approval from Human Resources prior to entering into an agreement with an independent contractor or consultant to ensure compliance.
- In order to ensure an ethical environment, independent contractors or consultants will not be engaged by or placed into a position reporting directly or indirectly to a relative or spouse. Under no circumstances will a relative or spouse of an officer, Human Resource employee or Payroll employee be hired as an independent contractor or consultant.
- Former employees will not be engaged as an independent contractor or consultant until 90 days after termination of employment.
- 4. When former employees, officers or Board members are being hired and the total fees are expected to exceed \$100,000 in the aggregate, prior approval is required in addition to the authorization required under Associated Procedure B. Former employees require the additional approval of the Chief Compliance Officer. Former officers or Board members require the additional approval of the Board.
- Independent contractor or consultant assignments are limited to six months. Independent contractor or consultant assignments extending beyond six months will require a written justification for the extension.

III. Contracts and Agreements: An initiator of a request to use a contractor or consultant will ensure that the contractor or consultant agrees in writing to the terms and conditions of the work

to be performed prior to the commencement of any work.

- A. Contractors and consultants will be required to sign 1) a standard Blue Cross Consultant Agreement, 2) a standard Master Technology Services Agreement for technology-related services or products, or 3) a substantially similar agreement which defines all terms and conditions of the product or services to be provided and identifies the Blue Cross requirements under which the contractor or consultant will be allowed to conduct business at Blue Cross.
- B. If a Blue Cross consultant agreement is not used, any substitute document must address the same or similar terms and conditions as contained in the Blue Cross consultant agreement.
- C. Potential conflicts of interest must be addressed in the contract or supporting documents as described in our associated procedures.
- D. Certain contracts must be submitted to the Legal department for review prior to signature. These contracts include, but are not limited to, contracts which involve the release of protected health information; contracts for services which result in the production of a deliverable for which Blue Cross or an affiliate requires ownership or license rights; contracts obligating Blue Cross or an affiliate to indemnification, warranty, non-competition or non-solicitation provisions when the provisions deviate from pre-approved language; and other contracts as determined by the Legal department.
- E. Prior to commencement of work, the vendor must provide proof of insurance coverage as defined in the procedures. The Blue Cross Purchasing department can assist vendors in obtaining coverage.
- F. Contractors/consultants who will have access to any of Blue Cross' business systems, protected health information (PHI), or proprietary information must comply with requirements for conducting criminal background checks (see attached link below), or represent that persons assigned to work for Blue Cross are not currently charged with, pled quility to, or been convicted of a felony before they perform any work for Blue Cross. All exceptions to this policy require prior approval from the vice-president initiating the contract, the corporate compliance officer and a law department attorney.
- G. Separate contracts are not required for vendors filling temporary positions placed through Blue Cross' on-site temporary help agent for which a master service agreement is in place.

Approval of the highest-ranking vice president will be required in the event circumstances prevent a written contract from being signed prior to work commencement. All reasonable efforts will be taken to obtain a signed contract when a contractor or consultant is needed in emergency situations.

IV. Payment: A contractor or consultant will not be paid until a signed written contract is in place and the services that have been received have been accepted.

V. Prepayments or Advance Payments: Blue Cross provides payments to vendors as work is

performed or projects are completed. Occasionally a vendor will request payments prior to starting or completing work due to upfront working capital needs associated with the project. If the initiator of a request determines that prepayments or advances are directly associated with the ability to start or complete the Blue Cross project, the following will be required before the prepayment or advance can be made:

- A. Written documentation indicating the reason(s) for the prepayment or advance.
- B. Prepayments or advances of \$0-\$50,000 require signature of a vice-president.
- C. Prepayments or advances exceeding \$50,000 require the signature of the chief financial officer.

Prepayments or advances not related to the project are not permitted.

VI. Retainers: Compensation paid to a consultant or contractor in advance of services being rendered and to ensure the availability of the contractor or consultant when services are needed are considered retainers.

- A. Retainers will be provided to vendors infrequently and only when appropriate financial or other business justification for the retainer is provided with the request.
- B. Use of retainers will be limited to the Legal and Legislative Affairs departments. In the event a retainer is required for any other department, the signature of the chief financial officer will be required.
- C. The vice-president most closely associated with the retainer will conduct, or have conducted, an assessment of the value of the retainer at the end of each period covered by the retainer and will use this assessment to determine if renewal of the retainer is appropriate. The assessment will accompany the request for a purchase order upon renewal.

VII. Access to Buildings, Systems and Confidential Information:

- A. Contractors and consultants will not be given unaccompanied access to Blue Cross buildings until the following requirements have been met.
 - 1. a written contract is signed or appropriate vice president approval is obtained,
 - 2. a purchase order is established, and
 - a vendor confidentiality statement is signed or prior approval of the privacy officer, or their designee, is obtained.
- B. Contractors and consultants will not be given access to Blue Cross systems and confidential information until the following requirements have been met.
 - 1. a written contract is signed or appropriate vice president approval is obtained,
 - 2. the Security Acknowledgment form is signed, and
 - a vendor confidentiality statement is signed or prior approval of the privacy officer, or their designee, is obtained.

VIII. Monitoring Performance: The initiator of a request for contractor or consultant services, or their designee, will be responsible for ensuring services or products are received prior to making payment and that such services or products meet expected quality standards. The performance of the contractor or consultant will be closely monitored as services are delivered. This shall include the following activities:

- A. Review deliverables on a periodic basis to ensure that the contractor or consultant is providing what has been agreed to in the contract.
- B. Demand complete and accurate invoices and bills from the contractor or consultant.
- C. If the contractor or consultant is paid on an hourly basis, he or she may be required to enter the time into Blue Cross' online time-reporting system. The employee responsible for monitoring this vendor shall review and approve the time entered on a timely basis.
- D. If the vendor is not monitored through Blue Cross' online time-reporting system, the initiator will ensure that invoices include a complete itemization and description of the work performed, identification of who conducted the work, the date the work was completed and an identification of the project worked on and applicable purchase order number.
- E. If the invoice represents a progress payment, the invoice will identify the work completed to date for which the vendor is requesting payment.
- F. The initiator of a request to use a contractor or consultant will ensure that all travel, lodging and meal expenses of the vendor will be reimbursed in accordance with Blue Cross' Vendor Expense Reimbursement Policy. (See link below).

IX. Documentation and Filing: Contracts and other documents supporting the justification for the contractor or consultant should be supplied with the purchase order requisition and kept on file in the Purchasing department.

X. Government Programs: Blue Cross will comply with applicable state and federal requirements when selecting and using contractors and consultants whose services significantly relate to Blue Cross' government programs members. Blue Cross' government program members include enrollees in the Prepaid Medical Assistance Program, MinnesotaCare Program, Medicare Programs, Minnesota Comprehensive Health Association and the Federal Employee Program (FEP).

- A. Blue Cross will comply with applicable provisions of the Federal Acquisition Regulation (FAR) and the Federal Employee Health Benefits Acquisition Regulation (FEHBAR) relating to FEP subcontracts. The FEP subcontracting provisions require, among other things, that all subcontract arrangements require advance approval when the cumulative subcontract costs charged to FEP exceed \$100,000 and represent 25 percent or more of the total subcontract. The FEP subcontracting provisions may also require that flow-down clauses be included in certain subcontracts.
- B. Blue Cross will not offer vendor agreements to persons or entities who are debarred, suspended, or otherwise excluded from participating in a government program or from

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participating in procurement activities under the Federal Acquisition Regulation.

Associated Procedures :

A. Procedures: Initiators of a request to use a contractor or consultant will follow the appropriate Accounting and Purchasing department procedures for selecting, monitoring and compensating the vendor.

B. Approvals and Authorizations: Requests for vendor services will require the following approvals:

\$0 - \$1,000	Manager	
\$1,001 - \$5,000	Director	
\$5,001 - \$49,999	Vice president	
\$50,000 - \$149,999	Two vice presidents	
\$150,000 and above	Vice president and CFO	

Definitions:

Contractor or Consultant: A vendor providing time and effort toward the completion of a predefined task or project and who will be compensated on an hourly basis or upon completion of a project. The term "vendor" will occasionally be used as a replacement for "contractor" or "consultant" throughout this document.

Due Diligence: The effort taken to identify and mitigate (to the extent possible) any risk that the vendor will not perform to the level expected by the initiator.

Independent Contractor or Consultant: A contractor or consultant who contracts directly with Blue Cross and is not incorporated themselves, nor employed through a third party.

Initiator: The person requesting the vendor services who is primarily responsible for overseeing the completion of the vendor's work.

Proprietary Information: Information which is not generally disclosed and which is useful or helpful to the company or which would be useful or helpful to competitors. Proprietary information includes, but is not limited to, financial, marketing, and wage and salary information; product development strategies and plans to expand and improve products; organizational and management changes, trade secret information, and other non-public corporate information relating to our business.

Preferred Vendor List: A list of acceptable contractors or consultants maintained by the Blue Cross Purchasing department.

Protected Health Information: Includes:

- Information related to an individual's past, present, or future physical or mental health or condition, or the past, present, or future payment for the provision of health care to an individual.
- Information created or received by a: Health care provider Health plan Public health authority Employer

Life Insurer School or university Health care clearinghouse

- Information including demographic information that either identifies the individual or provides a
 reasonable basis to believe that it could be used to identify the individual.
- Information transmitted or maintained in any form or medium including orally or on paper.

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Relative: The term "relative" is used to reference the employee's immediate relatives such as parents, grandparents, children or grandchildren.

Retainer: Compensation paid to a vendor in advance of services being rendered to ensure the availability of the vendor when services are needed. Amounts paid as retainers are applied against amounts owed as services are rendered.

RFP: Request for proposal. A thorough and comprehensive means of providing potential vendors with a consistent explanation of a required set of services, and requesting an extensive proposal. Generally used to purchase services more than \$1,000,000.

Staff Augmentation: Using a vendor on a temporary basis to accomplish a set of duties.

Temporary Help: Using a vendor as a temporary employee.

Vendor: Company or individual offering services or products for sale.

Links & References :

Consultant/Contractor/Temp. Workers Confidentiality Form

Non-Employee Labor Services Requisition Form S

Blue Cross Consultant Agreement Template

Business Expense Reimbursement Policy/Form for Contractors/Consultants

Security Acknowledgement Form

Requirements for Conducting Criminal Background Checks of Contractors and Consultants

Use of Contractors and Consultants Policy Blue Cross Blue Shield of Minnesota Audit as of December 2, 2002 1A96-1202

Objective & Scope

The objective of this audit was to review contracts entered into July 15, 2002, and thereafter to ensure compliance with the Corporate Policy: Use of Contractors and Consultants Policy that became effective July 15, 2002.

Summary of Findings

In the course of this review, the findings listed below were noted. These findings and our recommendations for improvement were discussed with Tim Schultz, Vice President of Finance; Marv Heck, Director of Cost Accounting/Procurement/Accounts Payable; and, Kevin Fossum, Manager of Purchasing, who responded as indicated.

- Training for Corporate Policy: Use of Contractors and Consultants Policy, effective July 15, 2002, was not performed for business units that use contractors and consultants.
 - Response: The first phase of the training was started in August with a presentation to the controllers group. This was a follow up to the policy introduction meeting with the controller group in June. The controllers are going to help carry out the policy to the business units. Those requisitioners who are not following the policy will be contacted and reminded of the policy. Repeat offenders will be reported to Corporate Compliance.

Training sessions will be held in the auditorium of each building for all those involved with the acquisition of outside labor services. Starting January 16th, a series of one-hour targeted training meetings began with project managers. Face to face meetings with the business units, starting with the high volume areas, began January 22nd. Purchasing is responsible for ensuring these training sessions occur.

- Documentation required by the Guidelines section of the Corporate Policy: Use of Contractors and Consultants Policy, effective July 15, 2002, is not always submitted.
 - Response: The required documentation is not always received before the contractor starts his/her project. Effective immediately, Accounts Payable and Purchasing will hold all invoices until the required documentation is received. In addition, the requisition form/database will be modified to require all the information needed for compliance with the policy. The ongoing training will address the necessary documentation requirements.
- Contracts for consultants/contractors are not always signed prior to work being performed by that consultant/contractor.
 - Response: Contractors are allowed in the door and access to systems without having proper documentation in place; however, the signed paperwork is still required. Purchasing and Accounts Payable will hold all invoices until the contracts and the other documentation is signed. The master service agreements (MSA) were sent to the appropriate vendors by 12/31/02. The vendors affected by this action are the hourly staff augmentation contractors. As indicated in the previous response, the ongoing training will address the necessary documentation and procedural requirements. The workflow of the modified requisition will notify Systems Security when requirements are met. Purchasing will notify Systems Security by email until the new system is in place.
- Contracts for consultants/contractors are not always signed prior to payment being made to the vendor.
 - Response: The master service agreements (MSA) were sent out to the staff augmentation vendors by 12/31/02. The reason why these vendors had been paid prior to signing a contract was due to an issue raised by Human Resources with regard to background verification for contractors. However, it has been that determined that these issues will be handled as an amendment to the agreement if necessary. The ongoing training will address the necessary documentation and procedural requirements.

- A contract prepared by a vendor was signed by BCBSM and did not address the same or similar terms and conditions as contained in the Blue Cross consultant agreement as required by policy.
 - Response: These contracts should be reviewed by legal. Templates were created to eliminate the need for legal review in every case. In most cases these vendor agreements are already signed when Purchasing receives them. The requesting manager will need to be trained on working with the legal department to get proper vendor contracts. The ongoing training will address the necessary documentation and procedural requirements with regard to contract templates, and vendor contracts.
- Confidentiality Agreements are not always received from vendors prior to allowing unaccompanied access to Blue Cross buildings.
 - Response: This issue requires the assistance of Physical Security. Purchasing and Accounts Payable will hold all invoices until the proper paperwork is received. Some vendors will not sign this form. In these situations written approval from legal is required. The ongoing training will address the necessary documentation and procedural requirements.

For additional information on these findings and recommendations, please contact Russ Jubert at extension 2-7472 or Catherine Ankrum at extension 2-0170.

These findings and recommendations are presented as a means to strengthen the internal control structure.

Audited by:

itto 1 Hillin

Catherine Ankrum, Internal Auditor

Discussed with:

Tim Schultz, Vice President of Finance

Marv Heck, Director of Cost Accounting/ Procurement/Accounts Payable

Kevin Fossum, Manager of Purchasing

Date:

1/27/03

Date:

27 03

Distribution: Tim Peterson, Vice President & Chief Financial Officer Russ Jubert, Director of Internal Audit Tim Schultz, Vice President of Finance Marv Heck, Director of Cost Accounting/Procurement/Accounts Payable Kevin Fossum, Manager of Purchasing

Policy Training

Condition: Training for the Corporate Policy: Use of Contractors and Consultants Policy, effective July 15, 2002, has not been performed for business units that use contractors and consultants, as indicated in an e-mail sent from Tim Schultz, dated July 15, 2002.

Effect: Those responsible for entering into contracts with contractors and consultants are not fully informed of the policy requirements. Therefore, their process for entering into contracts may not be in compliance with the policy and may expose the Company to additional risks.

Criteria: Policies should be communicated fully and training should be performed, as needed.

Cause: The planned training for this policy has not yet occurred.

Recommendation: We recommend that training for the Corporate Policy: Use of Contractors and Consultants is performed with the appropriate individuals.

Response: The first phase of the training was started in August with a presentation to the controllers group. This was a follow up to the policy introduction meeting with the controller group in June. The controllers are going to help carry out the policy to the business units. Those requisitioners who are not following the policy will be contacted and reminded of the policy. Repeat offenders will be reported to Corporate Compliance.

Training sessions will be held in the auditorium of each building for all those involved with the acquisition of outside labor services. Starting January 16th, a series of one-hour targeted training meetings began with project managers. Face to face meetings with the business units, starting with the high volume areas, began January 22nd. Purchasing is responsible for ensuring these training sessions occur.

Documen	tation	Rea	uirements

Condition: Documentation required by Corporate Policy: Use of Contractors and Consultants Policy, effective July 15, 2002, is not always submitted.

Effect:

Out of 16 contractor/consultant files reviewed, which were initiated after July 15, 2002:

- 10 did not have the Business Justification documented in writing
- 2 did not have competitive bids performed, as required
- 2 did not have a review of Vendor Financial Viability performed, as required
- 1 did not have a Request for Proposal performed, as required

Therefore, in these situations, the Company is out of compliance with Corporate Policy.

Criteria:

Corporate Policy: Use of Contractors and Consultants, effective July 15, 2002, requires various documentation be submitted prior to entering into a contract such as:

- Business Justification, in writing, addressing specific concerns noted within the policy
- Competitive Bids, in writing, when services to be received exceed \$150,000
- Review of Vendor Financial Viability, when an integral part of the project extends more than one month, the vendor will be receiving payments in excess of \$150,000, and the vendor requires progress payments
- Formal Request for Proposals, when payments to the contractor or consultant are expected to exceed \$1,000,000 over the life of any project
- Cause:

The planned training for this policy has not yet occurred and, therefore, individuals are unsure of where exactly the policy is located and what documentation is required.

Recommendation:

We recommend that training for Corporate Policy: Use of Contractors and Consultants is performed with the appropriate individuals.

Documentation Requirements (continued)

Response:

The required documentation is not always received before the contractor starts his/her project. Effective immediately, Accounts Payable and Purchasing will hold all invoices until the required documentation is received. In addition, the requisition form/database will be modified to require all the information needed for compliance with the policy. The ongoing training will address the necessary documentation requirements.

Signed Contracts on File

Condition: Contracts for consultants/contractors are not always signed prior to work being performed by that consultant/contractor.

Effect: One consultant performed and completed services in July 2002 and the contract and Confidentiality Statement for this consultant was not signed until October 2002. Therefore, in this situation, the Company is out of compliance with Corporate Policy.

Criteria: Corporate Policy: Use of Contractors and Consultants, effective July 15, 2002, Section III. Contracts and Agreements, states 'An initiator of a request to use a contractor or consultant will ensure that the contractor or consultant agrees in writing to the terms and conditions of the work to be performed prior to the commencement of any work.'

Cause: A signed contract was not on file prior to services being performed by the consultant.

Recommendation: We recommend that signed contracts be required to be on file prior to the commencement of any work being performed by a contractor/consultant as per Corporate Policy: Use of Contractors and Consultants; or, amend this policy to reflect current business practice.

Response: Contractors are allowed in the door and access to systems without having proper documentation in place; however, the signed paperwork is still required. Purchasing and Accounts Payable will hold all invoices until the contracts and the other documentation is signed. The master service agreements (MSA) were sent to the appropriate vendors by 12/31/02. The vendors affected by this action are the hourly staff augmentation contractors. As indicated in the previous response, the ongoing training will address the necessary documentation and procedural requirements. The workflow of the modified requisition will notify Systems Security when requirements are met. Purchasing will notify Systems Security by email until the new system is in place.

Vendor Payment

Condition: Contracts for consultants/contractors are not always signed prior to payment being made to the vendor.

Effect: Two vendors received payment from BCBSM prior to having a signed written contract in place. Therefore, in these situations, the Company is out of compliance with Corporate Policy.

Criteria: Corporate Policy: Use of Contractors and Consultants, effective July 15, 2002, Section IV. Payment, states 'A contractor or consultant will not be paid until a signed written contract is in place and the services that have been received have been accepted.'

Cause: For both of these situations, there was an understanding that a new contract format was being developed and these two vendors would sign the new contract once it was finalized.

Recommendation: We recommend that signed contracts be required to be on file prior to payment being made as per Corporate Policy: Use of Contractors and Consultants; or, amend this policy to reflect current business practice.

Response:

The master service agreements (MSA) were sent out to the staff augmentation vendors by 12/31/02. The reason why these vendors had been paid prior to signing a contract was due to an issue raised by Human Resources with regard to background verification for contractors. However, it has been that determined that these issues will be handled as an amendment to the agreement if necessary. The ongoing training will address the necessary documentation and procedural requirements.

Vendor Contract

Condition: A contract prepared by a vendor was signed by BCBSM and did not address the same or similar terms and conditions as contained in the Blue Cross consultant agreement.

Effect:

The contract prepared by the vendor did not contain the following items, which are contained in the Blue Cross consultant agreement:

- Conflict Resolution Statement
- Identification of the specific individual(s) who would be performing the project
- Requirement of a signed Confidentiality Agreement
- Specific Invoicing requirements

Therefore, in this situation, the Company is out of compliance with Corporate Policy.

Criteria:

The Corporate Policy: Use of Contractors and Consultants, effective July 15, 2002, Section III. Contracts and Agreements, subsection A. directs that Contractors and consultants are required to sign a standard Blue Cross Consultant Agreement or a substantially similar agreement or a Master Technology Services Agreement for technology-related services or products. Subsection B., states 'If a Blue Cross consultant agreement is not used, any substitute document must address the same or similar terms and conditions as contained in the Blue Cross consultant agreement.'

- Cause: The planned training for this policy has not yet occurred and, therefore, all individuals have not been made aware of the requirements within the policy.
- Recommendation: We recommend if contracts are prepared by the vendor, the initiator of the request should ensure the contract addresses the same or similar terms and conditions as contained in the Blue Cross consultant agreement. In addition, BCBSM Legal should review the contract prior to signing if appropriate. Otherwise, the policy should be revised to reflect current practice.

Vendor Contract (continued)

Response:

These contracts should be reviewed by legal. Templates were created to eliminate the need for legal review in every case. In most cases these vendor agreements are already signed when Purchasing receives them. The requesting manager will need to be trained on working with the legal department to get proper vendor contracts. The ongoing training will address the necessary documentation and procedural requirements with regard to contract templates, and vendor contracts.

Vendor Confidentiality Agreement

Condition: Confidentiality Agreements are not always received from vendors prior to allowing access to Blue Cross buildings.

Effect:

Two out of 16 contractor/consultant files reviewed, which were initiated after July 15, 2002, did not have Confidentiality Agreements on file for all vendor employees prior to providing them unaccompanied access to Blue Cross buildings. Therefore, in these situations, the Company is out of compliance with Corporate Policy.

Criteria:

The Corporate Policy: Use of Contractors and Consultants, effective July 15, 2002, Section VII. Access to Buildings, Systems, and Confidential Information, states 'Contractors and consultants will not be given unaccompanied access to Blue Cross buildings until a written contract is signed or appropriate vice president approval is obtained, a purchase order is established and a Vendor Confidentiality Statement is signed.'

Cause: The planned training for this policy has not yet occurred and, therefore, all individuals have not been made aware of the requirements within the policy.

- Recommendation: We recommend that signed Vendor Confidentiality Agreements be required to be on file prior to allowing unaccompanied access to Blue Cross buildings, as per Corporate Policy: Use of Contractors and Consultants; or, amend this policy to reflect current business practice.
- Response: This issue requires the assistance of Physical Security. Purchasing and Accounts Payable will hold all invoices until the proper paperwork is received. Some vendors will not sign this form. In these situations written approval from legal is required. The ongoing training will address the necessary documentation and procedural requirements.

Appendix

Contract files reviewed with issues identified:

American Security Corporation - \$204,000

- No Business Justification documented
- · Confidentiality Agreements were not on file for all vendor employees

Creative Benefit Consultants - \$1,280,000

- No Business Justification documented
- No Competitive Bids were received
- No Evidence of Financial Viability was obtained
- No Requests for Proposals was performed

Growth Solutions LLC - \$4,662.69

- No Business Justification documented
- Received signed Contract and Confidentiality Agreement dated 10/21/02 after the work was completed on 7/24/02

JVH Communications LLC - \$10.000

No Business Justification documented

Kotten Associates LLC - \$30,000

No Business Justification documented

Rodich Consulting Services. LLC - \$189.540

- No Business Justification documented
- No Competitive Bids were received
- No Evidence of Financial Viability obtained

Solonis - \$24,000

No Business Justification documented

Stone Murphy Inc - \$43,000

- Contract signed is not consistent with BCBSM Consultant Agreement
- No Business Justification documented

Tech-Pro - \$36,000

- No signed Master Technology Services Agreement or Contract on file prior to payment being made to the vendor.
- No Business Justification documented

Appendix (continued)

Upnorth Consulting Inc - \$18,000

- No signed Master Technology Services Agreement or Contract on file prior to payment being made to the vendor.
- No Business Justification documented

KPMG

BlueCross BlueShield of Minnesota Internal Audit

Contractor/Consultant Audit

January 28, 2004 BlueCross and BlueShield of Minnesota

This report is provided pursuant to the terms of our internal audit services engagement. The use of the report is solely for internal purposes by the management and Board of Directors of Blue Cross and Blue Shield of Minnesota and, pursuant to terms of the engagement, it should not be used by or distributed to others.

Contractor/Consultant Audit BlueCross and BlueShield of Minnesota Field Work Start Date: December 8, 2003 Field Work End Date: December 19, 2003 Report Number <u>IA127-0104</u>

Background

BlueCross and BlueShield of Minnesota (BCBSM or the Company) implemented policy FIN 1-02 (Use of Contractor and Consultants) on July 15, 2002 and issued a revision to this policy on October 6, 2003. This policy requires that use of outside consultants and contractors is based on justifiable business reasons and is closely monitored to ensure that expected value is received from the services provided. BCBSM Internal Audit initially tested compliance with this policy in an Audit Report (IA96-1202) issued on December 2, 2002.

Objective and Scope

The objective of this audit was to determine if the Corporate Policy regarding the "Use of Contractors and Consultants" is being followed at BCBSM.

The scope of the audit included reviewing contractor/consultant contracts and contractor/consultant invoices for the period beginning March 1, 2003 through October 31, 2003. Our samples included:

- A review of 27 judgmentally selected Contractor/Consultant contracts to verify that the contracts:
 - Were appropriately approved and executed
 - > Included the required contract terms or were approved by the legal department
 - Were adequately supported by required documentation (e.g. Confidentiality Agreement, Business Justification, etc.)
 - Included appropriately approved amendments
- A review of 110 judgmentally selected Contractor/Consultant invoices (from the contract sample reviewed above) to ensure that:
 - > The nature of goods and services charged were in accordance with the contract
 - > Business expenses appear valid and the invoices were properly approved
 - Invoice amounts agreed to the terms or amounts in the contracts
 - > Payments were within the contract period
 - Payments were to valid vendors

These areas were evaluated based on reviews of contracts and invoices and discussions with key members of BCBSM Purchasing.

Summary of Findings

In the course of this audit, we identified opportunities for strengthening the internal control structure. Details of these issues and recommendations are included in this report. These issues and our recommendations for improvement were discussed with Tim Peterson, Senior Vice President and Chief Financial Officer; Tim Schultz, Vice President, Finance; Marv Heck, Director, Cost Accounting, Procurement and Accounts Payable; Kevin Fossum, Manager, Purchasing; and Phil Frosch, Manager, IS Finance.

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Distribution:

Tim Peterson, Senior Vice President and Chief Financial Officer Tim Schultz, Vice President, Finance Marv Heck, Director, Cost Accounting, Procurement and Accounts Payable Russ Jubert, Director, Internal Audit

Contractor/Consultant Contracts

Evidence of Signed Contracts and Approvals

Condition:

Signed agreements for one contract and one contract amendment could not be located.

- One contract for professional writing services was amended, adding \$40,000 to the contract without either the contractor or BCBSM signing the amendment.
- One contract for a \$30,000 physical security assessment was not signed by either the Consultant or by BCBSM.

Criteria:

Corporate Policy "Use of Contractors and Consultants" (FIN 1-02, page 3) requires that a contractor/consultant be required to sign:

- a Blue Cross Consultant Agreement;
- a substantially similar agreement (similar to the Consultant Agreement) defining all terms and conditions of the product or services to be provided and identifying the Blue Cross requirements under which the contractor or consultant will be allowed to conduct business at Blue Cross or;
- a Master Technology Services Agreement for technology-related services orproducts.

Additionally, page 5 of FIN 1-02 specifies that contractors and consultants will not be granted unaccompanied access to Blue Cross buildings or systems until a written contract is signed or appropriate Vice President approval is obtained.

Effect:

Cause:

Lack of evidence of proper signatures and approvals for contracts and contract amendments could result in legal issues in the event services are not provided by the contractor/consultant as expected.

Proper signatures were either not obtained or signature pages were not properly retained or scanned.

Recommendation:

We recommend that Management obtain signed contracts and/or amendments and appropriate approvals for contractors/consultants for the cases noted above.

The remainder of this recommendation applies to many of the issues in this report and is referenced throughout the report.

In addition, we recommend that Management perform a cost benefit analysis to determine if a review of all active contracts for appropriate documentation is warranted. At a minimum, we recommend that:

- Management implement an on-going monitoring program to assess compliance with the "Use of Contractors and Consultants" policy.
- The Purchasing Department implement processes to ensure that all documents imaged are complete and the most current versions available.
- BCBSM Purchasing conduct additional training for all business units, including the Purchasing Department, regarding the requirements for Corporate Policy "Use of Contractors and Consultants" (FIN 1-02).

Based on discussions with BCBSM Purchasing, the new "Non-Employee Labor Services Database", which was implemented January 2, 2004, will provide more systemic controls over signatures, approvals, and document collection than currently exists.

Response:

All signatures have been obtained on the two Contracts and amendments mentioned above. All employees who played a role in the non-compliant events have or will be contacted regarding their non-compliance.

A checklist monitoring system is now being used to ensure each contract has all the required terms and signatures. Contracts will remain in open status until all the documentation for compliance is complete. The requisitioning department must provide the required documentation. These open files will be monitored with weekly follow up on open items. If, after two requests for documentation by Purchasing, the documentation is still not provided, the third request will be forwarded on to the next level of management. Invoices will not be processed for payment until the documentation is received. The Senior Buyer will monitor these files.

Once the file is complete the documents will be scanned into the system. The Senior Buyer will monitor the completion of the scanning process.

Monitoring: Purchasing will perform a quarterly audit, beginning in the second quarter 2004, to confirm compliance with the policy. A report of the audit will be prepared and reviewed by the Manager of Purchasing. A copy of this report will be provided to the Director, Cost Accounting, Procurement and Accounts Payable and the Vice President of Finance, Controller. If the audit discovers items of non-compliance, then Purchasing will follow up with each employee whose actions caused the item.

Training: Purchasing will perform a training session for their Department to ensure that all staff are fully aware of the Policy's terms. Training for Administrative Assistants & SAP Requisitioners will be scheduled in the Auditoriums at the Main Bldg., River Park, and Eagandale during the 1st and 2nd quarters of 2004. This training will include a walk through of the Contractor/Consultant Policy, the "Non-Employee Labor Services Database" and the Purchasing Department Database. The Senior Buyers will conduct one on one training sessions with those Directors and Managers who need it.

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Master Service Agreements (MSA's) or Master Technology Service Agreements (MTSA's)

Con	 	

The following items regarding MSAs or MTSAs were noted:

- At the end of fieldwork, MSAs for five of seventeen contracts requiring a MSA/MTSA could not be located.
- Subsequent to the end of fieldwork, three of the five missing MSAs were located (two internally and one was created and signed after fieldwork).
- One of seventeen contracts with MSAs or MTSAs contained revisions to required insurance coverage without documented approval from BCBSM Legal.
- One of seventeen contracts had a MSA that was not signed by the contractor/consultant.
- Criteria: MSAs and MTSAs are important legal documents, which specify terms and conditions for contractors/consultants and their employees. Corporate Policy "Use of Contractors and Consultants" (FIN 1-02 page 6) requires that contracts and other documentation be supplied with the purchase order requisition and kept on file in the purchasing department. The initiator's division controller will also maintain a copy of all contracts.
- Effect: Not having MSAs or MTSAs that are properly signed and approved (including changes to the terms or conditions of the MSA/MTSA) could create potential legal problems related to the contract for BCBSM.
- Cause: Failure by Purchasing and the divisional controllers to ensure that all contracts and related documents have been properly collected and maintained appropriately.
- Recommendation: We recommend that BCBSM Purchasing and all divisional controllers attempt to obtain missing MSAs or MTSAs for the cases noted above. For additional and related recommendations, refer to the "Evidence of Signed Contracts and Approvals" issue on page 4.

Response: Subsequent to the conclusion of this audit Purchasing was able to obtain all require documentation.

Purchasing will make sure that the required documentation is obtained from legal and others to ensure compliance with the Policy. The Senior Buyer will monitor this activity.

See first Response regarding on-going monitoring and training.

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Contracts Missing Confidentiality Statements

- Condition: Two of 27 contracts were missing Vendor Confidentiality Statements. Subsequent to the end of fieldwork, one of these missing statements was obtained from the vendor.
- Criteria: Corporate Policy "Use of Contractors and Consultants" (FIN 1-02 page 5) states that "contractors and consultants will not be given unaccompanied access to BCBSM buildings until a written contract is signed or appropriate vice president approval is obtained, a purchase order is established, and a Vendor Confidentiality Statement is signed".
- Effect: Allowing contractors/consultants to perform work at BCBSM without having obtained a signed Vendor Confidentiality Statement could increase the Company's exposure in the event HIPPA or other proprietary information is disclosed by a contractor/consultant.
- Cause: Failure to ensure that all necessary documents were obtained and/or scanned/retained prior to allowing the contractor/consultant to begin work.
- Recommendation: We recommend that BCBSM attempt to obtain the one missing Vendor Confidentiality Statements from the contractor in our sample. For additional and related recommendations, refer to the "Evidence of Signed Contracts and Approvals" issue on page 4.

Response: The missing confidentiality form is for a contractor that is no longer working at BCBSM, and therefore we will be unable to obtain the document.

See earlier response regarding training and on-going monitoring.

Contracts Missing Vendor References

- Condition: Vendor references were not obtained for three of five contracts that required these references, and reasons for not obtaining these references were not documented.
- Criteria: Corporate Policy "Use of Contractors and Consultants" (FIN 1-02 page 2) requires that "references from the contractor or consultant will be requested and checked if there is no knowledge of the vendor's work history at BCBSM. Justifiable reasons for not obtaining and checking references will be documented". While a contract house vendor provided one of the three vendors noted, the policy does not indicate that references are not required for these types of contractors.
- Effect: Vendor references serve as a control over the selection of contractors and consultants by providing verification of contractor/consultant skill and competence. Without these references or previous experience with a vendor, the vendors selected may not meet the needs of BCBSM.
- Cause: Failure to ensure that all necessary steps were taken prior to allowing the contractor/consultant to begin work.
- **Recommendation:** We recommend that management review the current policy and the current practice related to vendor references, determine which is most appropriate, and change the policy or practice to reflect management's assessment. For additional and related recommendations, refer to the "Evidence of Signed Contracts and Approvals" issue on page 4.

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Response:

Vendor references are to be supplied by the requisitioner along with the other required documentation. With the use of a checklist procedure, Purchasing will make sure that this documentation is received, or the documented reasons for not conducting a reference check.

See earlier response

Contracts Missing Proof of Insurance

roof of insurance or adequate insurance coverage per he Master Service Agreement (MSA) or Master ment (MTSA) was missing for twenty-six of twenty- it to the end of fieldwork, seven insurance certificates rs, and two more were located internally (nine total). mce certificates lacked the required coverage per the
f Contractors and Consultants" (FIN 1-02 page 4) initiator will request proof of insurance coverage by with Master Service Agreements (MSA's) or Master ments (MTSA's) specify various types and amounts of Insurance
surance with not less than \$1 million each accident, \$1 million each employee iability Insurance with not less than \$5 million general on each occurrence
Insurance with not less than \$1 million combined Crime Insurance with limits not less than \$2 million ot less than \$5 million aggregate (required if Vendor or permitted subcontractors that will perform for BCBSM)
the are put in place to protect BCBSM from liability actor/consultant or their employees. Insurance BCBSM with financial remedies in the event that the contractor/consultant was faulty, led to systems CBSM to legal/regulatory violations.
necessary documents were obtained prior to allowing begin work.
M attempt to obtain the required insurance certificates sultants with active contracts. In addition, we ent review with the law department and review current age to determine whether requirements in the MSA's mate. Once this determination is made, we also ent determine whether it is reasonable to standardize I-02 page 4, which only requires "proof of insurance" irrements contained in the MSA's and MTSA's. For commendations, refer to the "Evidence of Signed ssue on page 4.

Response:

Purchasing will obtain the insurance certificates from all active Contractors/Consultants. These certificates will be scanned and included with the MSA, MTSA or other contract.

Purchasing, Treasury and Legal will review our current company policy regarding required insurance coverage to determine if modifications are appropriate by the end of the second quarter.

BCBSM's risk is also mitigated by the fact that BCBSM has insurance coverage to cover its risk of liability in the event a contractor or consultant's coverage turns out to be inadequate.

Contractor and Consultant Invoices

Adequate Documentation of Work Performed

Condition:	Four of 110 contractor/consultant invoices did not adequately state the work performed and/or hours worked. All four of these invoices related to contractors and consultants who did not report their time through the BCBSM time reporting system (TROL).
Criteria:	Corporate Policy "Use of Contractors/Consultants" (FIN 1-02 page 5) specifies if the vendor does not enter time into TROL, the initiator will ensure that all vendor invoices include complete itemization and description of the work performed, identification of who performed the work, the date the work was completed and identification of the project worked on and applicable purchase order number.
Effect:	Accepting and paying contractor and consultant invoices with vague or non- existent explanations of the work performed could lead to inappropriate disbursement of funds and potential regulatory scrutiny of expenses.
Cause:	The BCBSM contract initiators have not required more information from those contractors and consultants who are submitting invoices with little, if any, explanation of work performed or other required detail.
Recommendation:	We recommend that BCBSM Purchasing conduct additional training for the accounts payable staff regarding the requirements for Corporate Policy "Use of Contractors and Consultants" (FIN 1-02). We also suggest that accounts payable

Response: Purchasing will highlight the required information on the Purchase Order and request the appropriate detail from the vendor prior to the processing of the invoice. The specific language with regard to invoicing requirements is also located in the Contract.

hours and other charges are reasonably explained.

Accounts Payable will be trained to look for proper documentation according to the Policy.

perform an invoice review, prior to payment, of all vendor invoices to ensure that

Contractor/Consultant Business Expenses

Condition:

Six of 110 contractor/consultant invoices included business expenses that were not appropriate or did not have adequate documentation for the expense. These invoices included:

- Five invoices, all of which were under \$25, requesting reimbursement for mileage. Mileage is not specified in the BCBSM "Contractor Expense Reimbursement Policy" (April 14, 2003) as a reimbursable expense
- One invoice had two separate business meals not supported by an itemized receipt, list of persons in attendance, or business purpose
- Criteria: The "Contractor Expense Reimbursement Policy" (April 14, 2003) states that expenses for business meals require an itemized receipt identifying the place, date, and amount of expenditures. A list of names of the person(s) in attendance and the business purpose are also required. Mileage is not noted as a reimbursable expense in the policy.
- Effect: Accepting and paying contractor and consultant invoices for inappropriate or unsupported business expenses could lead to improper disbursement of funds and potential regulatory scrutiny of expenses.
- Cause: The initiator of the request for the contractor/consultant did not perform a thorough review of all claimed business expenses and did not compare total business expenses to amounts approved in the contract.
- Recommendation: We recommend that BCBSM Purchasing conduct additional training for the accounts payable staff regarding the requirements for Corporate Policy "Use of Contractors and Consultants" (FIN 1-02) and the "Contractor Expense Reimbursement Policy". We also recommend that BCBSM Accounts Payable review, prior to payment, contractor/consultant business expenses to ensure that they are in compliance with the "Contractor Expense Reimbursement Policy".
- Response: Purchasing will add to the contract the requirements of the vendor to add detail information on their invoice if relating to reimbursement of expense. Also Purchasing will attach to each contract the BCBSM "Contractor Expense Reimbursement Policy". Prior to payment Purchasing will perform a detail audit on all invoices that contain travel expense to make sure that the vendor is in compliance with the BCBSM travel policy. If the vendor is outside of policy, the invoice will be returned to the vendor for adjustments.

EXHIBIT 1 DETAILS OF EXCEPTIONS

Contract Testing

Both parties did not sign contract

Contract Name & Number	lssue
Katrina Fair #3002220	Revised Agreement not signed by both parties.
Securacomm #110095	Neither Securacomm nor a BCBSM VP signed the contract.

Master Service Agreements (MSA's) or Master Technology Service Agreement (MTSA's)

Contract Name & Number	Issue
Ambient Consulting, LLC #106252	Missing a signed MSA or MTSA (2)
John Wilcoxon #104453	Has signed MSA, but terms were modified without approval from Legal
Masikhule Consulting, Inc. #110368	MSA is on file, but was not signed by Masikhule Consulting Inc.
Modis Professional Service #101988	Missing a signed Master Service Agreement (MSA)
Quinnox. Inc. #110052	Missing a signed Master Technology Service Agreement (MTSA) (1)
RCM Technologies. Inc. #107611	Missing a signed Master Service Agreement (MSA) (1)
Teksystems #106157	Missing a signed MSA or MTSA

(1) Indicates that MSA/MTSA was received internally, subsequent to the end of fieldwork. (2) Indicates that MSA/MTSA was created subsequent to the end of fieldwork.

Contract is missing Confidentiality Agreement

Contract Name & Number	Issue
Eyretel, Inc. #108879	Missing Confidentiality Agreement. (1)
Insystems Technologies, Ltd #104200	Missing Confidentiality Agreement.

(1) Confidentiality Agreement was obtained internally, subsequent to the end of fieldwork.

Vendor References

Contract Name & Number	Issue	
Masikhule Consulting, Inc.	No vendor references on file.	
Quinnox. Inc. #110052	No vendor references on file.	
SecuraComm Consulting, Inc. #110095	No vendor references on file.	

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Proof of Insurance

Contract Name & Number	Issue
Ambient Consulting, Inc. #106252	Missing required levels of Fidelity and Electronic Crime Insurance per MSA. (1)
BearingPoint, Inc. #109041	No Proof of Insurance.
Born Information Services Group #100595	Missing required levels of Fidelity and Electronic Crime Insurance per MSA. (1)
Cytera Systems #100065	No Proof of Insurance.
Essential Concepts #107757	Missing Commercial General Liability, Automobile, and Fidelity and Electronic Crime Insurance per MSA
Eyretel, Inc. #108879	No Proof of Insurance.
F2 Intelligence Group, LLC #110269	No Proof of Insurance.
Harbinger Partners, Inc. #106217	Commercial General Liability is not adequate per MSA. (1)
H.L. YOH Company, LLC #105391	Fidelity and Electronic Crime Insurance is \$3 million aggregate. MSA requires \$5 million aggregate. (1)
Insystems Technologies, Ltd #104200	No Proof of Insurance.
John R. Wilcoxon #104453	Missing proof of Automobile Insurance and Workers Compensation Insurance per MSA.
Katrina Marie Fair #3002220	No Proof of Insurance.
Lilydale Partners, Inc. #105173	No Proof of Insurance.
Management Partners and Assoc., Inc. #106311	Proof of insurance appears adequate. (1)
Masikhule Consulting, Inc.	Missing Workers Compensation, Employer's Liability should be \$1 million, missing Commercial General Liability. Automobile per MSA.
Modis Professional Service	Proof of insurance appears adequate. (1)
Palmiter Recruiting, Inc. #107100	Insurance Certification effective 1/1/2004. Does not include required Workers Compensation Commercial General Liability, and Fidelity and Electronic Crime Insurance. (1)
PRC Consulting #105200	No Proof of Insurance.
Privia Inc. #110589	Missing Workers Compensation, Commercial General Liability is required to have \$5 million aggregate, Fidelity and Electronic Crime is required to have \$5 million aggregate. (2)
Quantum Consulting and Placement	Commercial General Liability requires \$5 million aggregate. Project appears to be "IT" related and would also require Fidelity and Electronic Crime Insurance. (2)
Quinnox, Inc. #110052	No Proof of Insurance.
RCM Technologies, Inc. #107611	No Proof of Insurance.
SecuraComm Consulting, Inc. #110095	No Proof of Insurance.
Tabor Communications Inc. #105804	Missing Workers Compensation, Commercial General Liability is required to have \$5 million aggregate, Automobile, and Fidelity and Electronic Crime Insurance (\$2 million each occurrence and \$5 million aggregate).
Tech-Pro, Inc. #105202	No Proof of Insurance.
Teksystems #106157	No Proof of Insurance.

(1) Indicates that insurance certificates were received from the vendor, subsequent to the end of fieldwork.

(2) Indicates that insurance certificates were received, internally from BCBSM, subsequent to the end of fieldwork.

Invoice Testing

Nature of Goods and Services are not in accordance with the contract

Contract Name & Number	Issue
Lilydale Partners #105173	The two invoices tested are missing appropriate detail as to what work was accomplished.
Quinnox, Inc. #110052	Two of the four invoices tested are missing appropriate detail as to what work was accomplished.

Invoice amount does not agree to contract

Contract Name and Number	Issue
SecuraComm Consulting, Inc. #110095	Two business meals did not have an itemized receipt or guest list.
Tabor Communications Consulting #105804	All five invoices are charging for mileage, but no mileage is reimbursed per contract expense guidelines.

Internal Audit

Blue Cross Blue Shield of Minnesota Contractor/Consultant Audit

January 5, 2005

Report Number IA160-1204

Contractor/Consultant Audit Field Work Start Date: November 8, 2004 Field Work End Date: November 23, 2004 Report Number IA160-1204

Background

BlueCross and BlueShield of Minnesota (BCBSM or the Company) implemented policy FIN 1-02 (Use of Contractor and Consultants) on July 15, 2002 and issued revisions on October 6, 2003, and September 9, 2004. The use of outside consultants and contractors is based on justifiable business reasons and is closely monitored to ensure that expected value is received from the services provided. The Contractor/Consultant audit is performed annually at BCBSM.

Objective and Scope

The objective of this audit was to determine if BCBSM follows its corporate policy regarding the "Use of Contractors and Consultants".

The scope of the audit included reviewing contractor/consultant contracts and contractor/consultant invoices for the period beginning April 1, 2004 through October 31, 2004. The sample of contracts was selected from two specific general ledger accounts relating to contracted and professional services. Payments made for Contracted and Professional Services through three quarters in 2004 totaled approximately \$13.5 million. Contract and payment attributes were tested using the policy in place at the time of execution and/or payment. Our samples included:

- A review of 25 judgmentally selected Contracted and Professional Service contracts to verify that the contracts:
 - Were appropriately approved and executed
 - Included the required contract terms and conditions or deviations were approved by the Legal Department
 - Were adequately supported by required documentation (e.g. Confidentiality Agreement, Business Justification, Background Checks, Conflict of Interest Statements, etc.)
 - Included proper approvals for contract amounts
 - > Payments did not exceed approved amounts
 - Included support for proper insurance amounts and coverages
- A review of 52 judgmentally selected Contracted and Professional Service invoices (from the contract sample reviewed above) to ensure that:
 - > The nature of goods and services charged were in accordance with the contract
 - > Business expenses were allowable and the invoices were properly approved
 - Invoice amounts agreed to the terms or amounts in the contracts
 - > Payments were within the contract period
 - Payments were to valid vendors

These areas were evaluated based on reviews of contracts and invoices and discussions with key members of BCBSM Purchasing.

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Summary of Findings

In the course of this audit, certain issues that require management attention were identified. These issues include:

- Two of twenty-five contracts requiring a Master Service Agreement (MSA), Master Technology Service Agreement (MTSA), or a Consultant Agreement were either missing the entire agreement or were missing the required Terms and Conditions to the signed agreement.
- Vendor references were not on file for one of nine contracts that required these references.
- Seven of twenty-five contracts did not have adequate insurance coverage, per the terms specified in the MSA and MTSA.
- Four of twenty-five contracts did not use the appropriate Terms and Conditions with the related conflict of interest (2 instances) and background check (2 instances) language.
- No reportable issues were identified in the invoice testing.

These issues and our recommendations for improvement were discussed with Tim Schultz, Vice President, Finance; Marv Heck, Director, Cost Accounting, Procurement and Accounts Payable; Kevin Fossum, Manager, Purchasing; and Phil Frosch, Manager, IS Finance.

The following table provides a summary of issues from the 2003 audit and the results of the current audit in each area. This is intended to provide management with comparative information regarding the current year's audit results in relation to the corresponding items in the 2003 audit. In summary, 51 exceptions were reported in the 2003 audit (41 contract and 10 invoice) with 969 attributes tested. In the 2004 audit, we reported 14 exceptions (all contract related) with 503 attributes tested.

Signed agreements for one contract and one contract amendment could not be located.	No reportable exceptions.
 The following items regarding MSAs or MTSAs were noted: At the end of fieldwork, MSAs for five of seventeen contracts requiring a MSA/MTSA could not be located. Subsequent to the end of fieldwork, three of the five missing MSAs were located (two internally and one was created and signed after fieldwork). One of seventeen contracts with MSAs or MTSAs contained revisions to required 	Master Service Agreement, Master Technology Service Agreement, or a Consultant Agreement were either missing the entire agreement or were missing the required Terms and Conditions to the signed agreement.
 MTSAS contained revisions to required insurance coverage without documented approval from BCBSM Legal. One of seventeen contracts had a MSA that was not signed by the contractor/consultant. 	 No reportable exceptions.

Two of 27 contracts were missing Vendor Confidentiality Statements. Subsequent to the end of fieldwork, one of these missing statements was obtained from the vendor.	
Vendor references were not obtained for three of five contracts that required these references, and reasons for not obtaining these references were not documented.	Vendor references were not on file for one of nine contracts that required these references.
At the end of fieldwork, proof of insurance or adequate insurance coverage per the terms specified in the Master Service Agreement (MSA) or Master Technology Service Agreement (MTSA) was missing for twenty- six of twenty-seven contracts. Subsequent to the end of fieldwork, seven insurance certificates were received from vendors, and two more were located internally (nine total). Seven of these nine insurance certificates lacked the required coverage per the MSA/MTSA.	Insurance certificates were on file for all twenty-five contracts reviewed; however, seven did not have adequate insurance coverage, per the terms specified in the Master Service Agreement (MSA) and Master Technology Service Agreement (MTSA).
Four of 110 contractor/consultant invoices did not adequately state the work performed and/or hours worked. Six of 110 contractor/consultant invoices included business expenses that were not appropriate or did not have adequate documentation for the expense.	No reported issues noted.

Distribution:

Tim Peterson, Senior Vice President and Chief Financial Officer Tim Schultz, Vice President, Finance Marv Heck, Director, Cost Accounting, Procurement and Accounts Payable Russ Jubert, Director, Internal Audit

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Contractor/Consultant Contracts

Master Service Agreements (MSA's) and Master Technology Service Agreements (MTSA), and Consultant Agreement's Terms and Conditions

- **Condition:** Two of twenty-five contracts requiring a MSA, MTSA, or a Consultant Agreement were either missing the entire agreement (1 instance) or were missing the required Terms and Conditions to the signed agreement (1 instance).
- Criteria: MSA's, MTSA's, and Consultant Agreements are important legal documents, which specify terms and conditions for contractors/consultants and their employees. Corporate Policy (FIN 1-02 page 6) requires that "all contracts and other documentation supporting the justification of the contract or consultant be supplied with the purchase order requisition and kept on file in the Purchasing department".

Effect:

Not having evidence of MSA's, MTSA's, or Consultant Agreements could make it difficult to hold either party accountable for expected terms, conditions, and responsibilities.

Contracts Missing Vendor References

- Condition: Vendor references were not on file for one of nine contracts that required these references. Justification for not obtaining these references was not documented.
- Criteria: Corporate Policy "Use of Contractors and Consultants" (FIN 1-02 page 2) requires that "references from the contractor or consultant will be required and checked if there is no knowledge of the vendor's work history at BCBSM. Justifiable reasons for not obtaining and checking references will be documented".

Effect: Without vendor references, contractors/consultants, may be hired that lack the appropriate skill sets to complete the work. In addition, there is increased risk that contractors/consultants may be engaged that do not meet BCBSM standards of reliability, integrity, and honesty.

Contractor/Consultant Contracts - Continued

Recommendation: Management should consider implementing the following suggestions for missing MSA's, MTSA's, Consultant Agreements, and for missing vendor references:

Self-Audits:

- Increase the sample size of the quarterly self-audit to provide more information regarding exceptions to management.
- Summarize results by attribute in a report for management and document trends discovered during the quarterly self-audit.
- Formalize procedures for remediating errors and exceptions, including the identification, by name and title, who is responsible for correcting errors and exceptions and communicating directly to the business manager responsible for the error.
- Include a review of imaged documents to ensure that all documents received were scanned.

Checklists:

- Require management and/or the controller within the business unit to
 use the formalized checklist that has been developed. This checklist is
 currently required to be used by the Purchasing Department for every
 new project worked on by a contractor/consultant.
- Require management and/or the controller within the business unit and the Purchasing Department technician to formally sign-off on the checklist with their initials indicating full compliance with checklist requirements.
- Include a requirement on the checklist that all new Statements of Work (SOW's) include a review of the existing MSA, MTSA, or Consultant Agreement to ensure that the agreements exist and that proper amendments are included.

File Management:

- Require the use of formalized checkout tags when an employee removes a MSA, MTSA, or Consultant Agreement from the filing cabinet.
- Checkout tags should include the name of the employee removing the file, the name of the MSA, MTSA, or Consultant Agreement removed, and the date it was removed.
- For missing Consultant Agreements and MTSA Terms and Conditions identified during the audit, Purchasing should locate these documents or obtain them from the contractor/consultant.

Contractor/Consultant Contracts - Continued

Corporate News:

The Purchasing Department should continue sending occasional Corporate News reminders regarding the policy. These reminders could include:

- notices of newly released policies and terms and conditions
- reminders about various provisions in the Contractor/Consultant policy that may have a high error rate (discovered during self-audits).

Response:

Self Audits:

- The Purchasing Department will increase the sample size of the Self-Audits by three to five additional contracts beginning January 1, 2005.
- The audit will continue to be summarized in a report to management but will be more detailed to include the number of attributes and trends discovered.
- Formalized procedures to remediate errors and exceptions discovered during audits will be written and approved by end of first quarter.
- Purchasing has already implemented a new process when scanning documentation to verify that the scan was completed correctly.

Checklists:

- A revised checklist will be provided to the business and their controller's before the end of the first quarter that highlights the requirements of our Policy.
- The Checklist will be updated to require checking all MSA, MTSA, or Consultant Agreements to verify compliance with the policy including all amendments.
- The checklist will also be used and reviewed more thoroughly by the Purchasing Department.

File Management:

- Our policy of scanning all contracts should eliminate the need for the use of checkout tags. However, to the extent we continue to use paper copies only, a formalized check out process will be developed by the end of the first quarter.
- Purchasing will make every effort to obtain copies of missing Agreements.

Corporate News:

 Purchasing will send more frequent Corporate News reminders regarding the Policy focusing on those areas with history of compliance problems.

Contractor/Consultant Contracts - Continued

 Company wide training will continue in 2005. Purchasing will meet with various business units including Managers, Directors, and Vice Presidents, to make sure that everyone in the organization who needs to has an understanding of the policy and knows where to obtain help if required. Throughout the year Purchasing will identify problem areas within business units and make an effort to meet frequently with those business units to ensure compliance.

Insurance Coverage

Condition:

Seven of twenty-five contracts did not have adequate insurance coverage, per the terms specified in the MSA or MTSA. Specifically,

- Four contracts had insurance amounts that were inconsistent with the requirements in the terms and conditions.
- Three contracts had types of insurance that were inconsistent with the requirements in the terms and conditions.

These exceptions were not approved by the Director of Cash and Risk Management as required.

Criteria:

Corporate Policy "Use of Contractors and Consultants" (FIN 1-02 page 4) requires that "prior to commencement of work, the vendor must provide proof of insurance coverage as defined in the procedures". Contracts with the MSA's or MTSA's specify various types and amounts of coverage including:

- Workers Compensation Insurance
- Employers Liability Insurance with not less than \$1 million each accident, \$1 million disease, and \$1 million each employee
- Commercial General Liability Insurance with not less than \$1 million combined single limit
- Automobile Liability Insurance with not less than \$1 million combined single limit
- Fidelity and Electronic Crime Insurance with limits not less than \$2 million each occurrence and not less than \$5 million aggregate (required if Vendor furnishes employees or permitted subcontractors that will perform programming services for BCBSM)

If there is a deviation needed from the insurance requirements, the accepted business practice is that an approval must be obtained from the Director of Cash and Risk Management.

Insurance Coverage - Continued

Effect:

Contractors/consultants with insufficient or non-existent insurance coverage could leave BCBSM with no legal recourse should the work performed be faulty, lead to systems malfunctions, or expose the Company to legal/regulatory violations.

Recommendation:

Management should consider reviewing the current business practice, with respect to contractors/consultant insurance requirements, to determine if the policy needs to be updated to reflect current practice. It is recommended that the review include the following steps:

- Determine how many contracts are signed with contractors/consultants prior to receiving the insurance binder/certification
- For those contractors/consultants hired prior to receipt of their insurance binder/certification, determine how many of them lack the required types or amounts of insurance coverage
- The frequency of these deviations that are actual business practices, could then be used as a baseline for establishing the current business practice.
- Determine whether the current business practice is acceptable or whether Management should place special focus and review on insurance coverage for contracts with higher levels of inherent risk (i.e. IT projects, HIPPA related projects, and certain facility construction projects). Management could consider not requiring evidence of specific levels of insurance for those engagements that have lower risk.
- Work with the Director of Cash and Risk Management to document these specific requirements.

Response:

Complying with our insurance coverage requirements has been our biggest challenge to date. We will work more diligently to verify that the required insurance coverage limits are met. In addition, the Purchasing Department will consult with the Director of Cash and Risk Management to determine if appropriate insurance limits are being requested. If necessary the standards will be modified and the MSA, MTSA and Consultant Agreements will be modified to reflect those decisions. Once the standard requirements are set Purchasing will implement processes and procedures to validate that insurance requirements are met and will work with the Director of Cash and Risk Management on any deviations.

The review of the current policy to ensure it meets current business practices will be completed by the end of the first quarter.

Contract Terms and Conditions - Conflicts of Interest and Background Checks

Condition:

Four of twenty-five contracts did not use the appropriate Terms and Conditions with the related conflict of interest language (2 instances) and background check (2 instances). The Company's standard Terms and Conditions were updated January 5, 2004 to require that background checks be performed prior to the beginning of work for all contractors/consultants. These Terms and Conditions were revised again, effective September 9, 2004, to include language related to conflicts of interest.

 Two contracts were executed in October 2004, but did not have the required terms and conditions for conflicts of interest.

• Two contracts were executed in May and August 2004. One contract uses the vendors terms and conditions, but omitted references to background checks. The other contract was with a vendor who had previously worked with BCBSM and had an existing Master Service Agreement with terms and conditions dated July 10, 2002. The standard business practice of amending pre-existing MSA's, MTSA's, and Consultant Agreements for new terms and conditions was not carried out in this case.

Criteria:

Terms and Conditions are important legal documents that identify requirements for the contractors/consultants and their employees. Corporate Policy "Use of Contractors and Consultants" (FIN 1-02 page 3) requires that "the initiator of a request to use a contractor or consultant will ensure that the contractor or consultant agrees in writing to the terms and conditions of the work to be performed prior to the commencement of any work". The Company's standard Terms and Conditions were updated to address risks associated with conflicts of interest and background checks and should be used consistently once implemented.

Effect:

Without proper background checks and conflicts of interest disclosures BCBSM could expose itself to: hiring consultants/contractor who violate laws/regulations involving Protected Health Information (PHI), may compromise proprietary information, or may have other conflicts that would impair their ability to perform and complete projects for BCBSM.

Contract Terms and Conditions - Conflicts of Interest and Background Checks - Continued

Recommendation:

ndation: Management should consider adopting a procedure to ensure that adequate time exists for notifying and requiring affected hiring managers to comply with changes to the "Use of Contractors/Consultants Policy" and all related Terms and Conditions. This 'grace period' would also include the use of new forms, templates, and checklists. Further, the Purchasing Department should attempt to obtain amendments for agreements, and related terms and conditions that are currently not in place.

Response:

Steps will be taken to ensure compliance with our corporate policies including revisions. The effective dates of policies will be established once it has been determined we are ready to comply. Tasks required to be completed in advance of the effective date of the revision will include the updating of our forms, checklist and templates and the communication of the revisions to affected staff. This will be put into affect immediately and will impact the next revision of this policy.

For those contractors BCBSM is still doing business, new amendments will be obtained and filed.

EXHIBIT 1 DETAILS OF EXCEPTIONS

Contract Testing

A. Master Service Agreement (MSA) and Consultant Agreement Terms & Conditions

Contract Name & Number	Issue
Joseph Hui #4500042517	Missing signed Consultant Agreement Terms & Conditions
Sharp Sky Partners LLC #4500042543	Missing signed Master Service Agreement Terms & Conditions

B. Vendor References

Contract Name & Number	Issue
Hot Skills #2252989	No vendor references on file.

C. Insurance Coverage

1. Insurance amounts inconsistent with policy limits

Contract Name & Number	Issue
Inneval LLC #4600002850	Missing required levels of General Liability, Workers Compensation and Automobile Insurance per MSA.
Joseph Hui #4500042517	Missing required levels of Automobile Insurance per MSA.
Naymark Branding Resources #4600002824	Missing required levels of General Liability, Workers Compensation and Automobile Insurance per MSA.
The Mel Group #4600002833	Missing required levels of Automobile.

2. Types of Insurance inconsistent with policy

Contract Name & Number	Issue
Page Technologies, Inc. #4500041914	Missing required Fidelity and E-Crime Insurance per MTSA.
Project Consulting Group #4500043607	Missing required Fidelity and Electronic Crime and Workers Compensation Insurance per MTSA.
Zamba Corporation #4500043873	Missing required Electronic Crimes Insurance per MSA

D. Contract Terms and Conditions - Conflicts of Interest and Background Checks

Contract Name & Number	Issue	
PRC Consulting Inc. #4500045116	Missing conflict of interest amendment	
Sogeti USA LLC #4500045115	Missing conflict of interest amendment	-
Himle Horner, Inc. #4600002825	Missing background check amendment	
Zamba Corporation #4500043873	Missing background check amendment	

TempCo Auditing of Minnesota

BCBSM 80652

Blue Cross Blue Shield of Minnesota SERVICES AGREEMENT

Draft Copy 02/06/98

This Agreement is entered into this ______day of _____, 19_____ by and between TempCo Auditing of Minnesota, Inc. (hereafter "TempCo") and Blue Cross and Blue Shield of Minnesota (hereafter "BCBSM").

1. SERVICES AND PERSONNEL

- A. TempCo agrees to act as an independent contractor in providing supplemental staffing services to BCBSM in accordance with the requirements stated and referenced herein. Such services shall include soliciting new suppliers and working with existing BCBSM suppliers to fill requests for supplemental staffing (hereafter "Contractor") for BCBSM.
- B. TempCo agrees to provide tracking of Contractors for BCBSM including, but not limited to, all reports shown as Sample Reports in Exhibit 1.
- C. TempCo agrees to administer the bidding process as follows:
 - 1. BCBSM sends a Contract Services Request Form to TempCo
 - 2. TempCo sources the request through various suppliers of contract labor
 - 3. TempCo forwards resumes of Contractors with their hourly rates to BCBSM
 - 4. BCBSM selects a Contractor and notifies TempCo
 - BCBSM issues a purchase order to TempCo confirming the decision
- D. TempCo agrees to obtain from all suppliers providing supplemental help to BCBSM any information requested by BCBSM, including but not limited to, proof of Workers Compensation Insurance, Liability Insurance, Federal ID tax numbers, drug testing, and reference checks in compliance with IRS guidelines.
- E. TempCo does not maintain its own pool of temporary Contractors and will not directly supply Contractors to BCBSM. TempCo will, however, at the direction and approval of BCBSM, payroll appropriate personnel located by BCBSM at a charge equal to the pay rate plus 26%. The 26% covers, but is not limited to, Workers Compensation Insurance, Unemployment Compensation Contributions, all taxes including FICA, and insurance coverage described in Section 6 of this agreement.

TempCo agrees that it is the employer of each payrolled Contractor assigned to BCBSM and as such, TempCo has sole responsibility for fulfilling applicable legal requirements with respect to such Contractors. In addition to complying with all such legal requirements, TempCo agrees to have the Supplier conduct all employment activities associated with such Contractors, including, but not limited to, advertising for available assignments, interviewing, screening, providing orientation, investigating, hiring, disciplining, firing, performance appraisal and compensation. TempCo will have the Supplier distribute to Contractors during the orientation process the BCBSM Code of Conduct and the Orientation Guide. All such employment related activities conducted by the Supplier through TempCo shall be under the exclusive control and at the sole expense of the Supplier, and without interference from or consultation with BCBSM; provided, however, that TempCo shall obtain prior approval from BCBSM for the Supplier on all advertisement which identifies BCBSM to ensure compliance with BCBSM protocol for the use of its name and service mark.

In the event BCBSM desires to hire a Contractor, TempCo will upon notification by BCBSM, coordinate a termination of employment of the Contractor to enable the Contractor to become an employee of BCBSM. There will be no special charges made by TempCo to BCBSM for the hiring of any Contractor by BCBSM.

- F. TempCo further agrees to validate the existence of a valid signed Contract Services Request form and that it is on file with the BCBSM IS Controller Group prior to any Contractor beginning work at BCBSM.
- G. BCBSM agrees to validate the existence of all contractors reporting time for which TempCo will remit payment for services rendered by said Contractor.
- H. BCBSM may at any time without notice and without cause discontinue the services of a Contractor provided under this agreement by notifying TempCo of the date such services will end (discontinue date). In the event that TempCo is so notified, TempCo will take whatever steps necessary to notify the Supplier and the Contractor that no services will be provided beyond the discontinue date. BCBSM shall not be liable to TempCo, the Supplier or the Contractor for any charges related to the Contractor beyond the discontinue date except BCBSM shall remain liable for all outstanding, unpaid and undisputed invoices of TempCo for services rendered to BCBSM before the discontinue date.

2. TERM/TERMINATION

This Agreement is effective for a period of one year from the date shown above (hereinafter "Effective Date"). This Agreement shall remain in force unless terminated for convenience by either party giving ninety (90) days written notice of termination for convenience. In the event of termination for convenience by BCBSM, TempCo agrees that BCBSM will have the right to contract directly with the suppliers for contractors already being utilized by BCBSM and that TempCo releases BCBSM and the Supplier from all claims and fees related to the Contractor after the termination date except BCBSM shall remain liable for all outstanding, unpaid and undisputed invoices of TempCo, TempCo agrees to continue to provide the services under this agreement until the termination date or an earlier date if agreed to by BCBSM.

In the event of material breach by either party, notice of breach shall be given by the nonbreaching party. In the event such breach is not cured within 10 days of receipt of such notice, the non-breaching party may immediately terminate this Agreement and all work and obligations thereunder.

CHARGES

3.

Fees for services provided by TempCo will be paid by the Supplier as follows:

Contractor Hourly Rate	TempCo Fee
\$ 0-\$150	3%
\$151 - \$225	2%
\$226 +	1%

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Special fees to be paid by the Supplier may be requested by BCBSM. Special fees will be agreed upon by both TempCo and BCBSM as defined in separate addenda to this agreement.

TempCo will prepare one consolidated invoice per BCBSM pay period for hours worked by contractors. BCBSM agrees to issue and mail payment for the consolidated invoice prepared by TempCo within fourteen (14) calendar days of receiving the faxed copy and upon the following conditions being met:

- A. A valid and current Contractor Service Request form is on file with the BCBSM IS Controller Group for the Contractor whose time worked is being billed by TempCo.
- B. A valid and current Purchase Order <u>is</u> on file at BCBSM for the Contractor whose time worked is being billed by TempCo and written notice <u>has not</u> been received by TempCo from BCBSM asking for payment to be withheld pending resolution of non-compliance with any agreement between the Supplier and BCBSM.
- C. All billed time is validated by the process defined in the IS Temporary Clerical Employee Requisition Procedure (Exhibit 2) or an attached TRACS time report where hours worked have been approved by a BCBSM manager.
- D. A TRACS time report is signed by an authorized representative of the IS Controller Group. The TRACS System Administrator will validate the signature and submit a copy of the report to TempCo via electronic mail.

TempCo further agrees to pay all suppliers for services rendered to BCBSM less fees agreed upon between TempCo and said suppliers within thirty (30) days from receipt of a valid invoice by TempCo.

CONFIDENTIALITY

TempCo recognizes that it may have access to confidential information and proprietary data of BCBSM during the course of performing services under this Agreement. TempCo agrees to maintain the confidentiality of all such information, during the term of this Agreement and after any termination of the working relationship of the parties.

For purposes of this Agreement, "Confidential Information" does not include any information which a) is generally known by the public, b) TempCo possesses before entering into this Agreement, c) TempCo develops independently of this Agreement, or d) relates generally to TempCo's business and area of expertise, including ideas, methodology, and techniques which may be applicable to the delivery of services under this Agreement.

5. OWNERSHIP RIGHTS IN WORK PRODUCTS AND NON-COMPETE

BCBSM shall have sole ownership of all materials and products generated as a result of the services performed by the suppliers employees as contracted in this Agreement, and all such materials and products shall be left with BCBSM upon completion of the contracted services. TempCo shall have sole ownership of all programs generated by TempCo in the course of servicing the needs and requirements of BCBSM.

6. LIABILITY

INDEMNITY AND INSURANCE To the fullest extent permitted by law, TempCo shall indemnify, defend and hold harmless BCBSM, and their respective subsidiaries, affiliates, tenants, officers, directors, agents and employees from all claims, demands, losses, damages, injuries, liabilities, expenses, judgments, liens, encumbrances, orders and awards (all of which are collectively referred to as "claims"), together with attorneys' fees and litigation expense on account of:

- injury to, or death of, any person, including agents, employees, subcontractors, suppliers;
- loss of, or damage to, property;
- 3. claims of subcontractors, or suppliers,;
- royalties, license fees and claims for patent infringement; or
- claims against BCBSM for express or implied indemnity or contribution arising by reason of any of the above;

but all of the foregoing shall apply only to the extent that the foregoing directly relate to or result from the Services performed or to be performed, or a product supplied or to be supplied under or in connection with this Service Agreement arising out of or resulting from the performance of the Services to the extent caused by negligent acts or omissions of TempCo, its employees, agents or subcontractors, or any failure by TempCo to comply with the terms of this Service Agreement.

TempCo shall, at its own expense, maintain all times during the Term of the Agreement the following insurance, which shall name BCBSM, as additional insured, and which shall insure BCBSM and TempCo against all of the various claims, liabilities and attorney's fees described herein, including:

- Commercial general liability insurance, including without limitation, coverage for bodily injury, property damage, personal injury, contractual liability (applying to this Agreement), and products-completed operations liability, having a combined single limit of not less than \$1,000,000 per occurrence. Such policy shall not contain explosion, collapse and/or underground exclusions.
- Comprehensive automobile liability insurance, including hired and non-owned vehicles, with a combined single limit of not less than \$1,000,000 per occurrence.
- Applicable workmen's compensation in statutory limits, and Employer's Liability insurance in the amount of at least \$500,000 per occurrence.
- Such other insurance which might reasonably be required from time to time by BCBSM.
- Any other insurance commonly used by contractors for services of the type performed pursuant to this Agreement.
- The greater of the limits shown above or in Project Documents, where they conflict, shall be applicable to this Agreement.

TempCo will maintain a fidelity bond not less than \$1,000,000 for each occurrence naming BCBSM as the insured.

TempCo shall deliver to BCBSM, prior to commencement of any Services thereunder, copies of policies of such insurance or certificates evidencing the existence and amounts of same with loss payable clauses satisfactory to BCBSM. Such policies shall name BCBSM, as additional insured on policies for Commercial General Liability, Comprehensive Automobile Liability, and Employers Liability. No policy shall be cancelable or subject to reduction of coverage except after thirty (30) days' prior written notice to BCBSM.

7. RIGHT TO AMEND

This Agreement may be amended at any time in writing with the signature of the parties' authorized representatives.

8. GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the laws of the state of Minnesota.

9. NOTICES

Any notices given to BCBSM pursuant to this Agreement shall be deposited in the United States mail and sent to the following mailing address:

Blue Cross and Blue Shield of Minnesota Attn: Richard L. Emerson (2-81) Post Office Box 64560 St. Paul, Minnesota 55164

Any notices given to TempCo pursuant to this Agreement shall be deposited in the United States mail and sent to the following mailing address:

TempCo Auditing of Minnesota, Inc. Attn: Colleen Fitzgerald 1660 South Highway 100, #230 St. Louis Park, MN 55416

10. WARRANTIES

TempCo hereby agrees that in the event a Contractor is judged unacceptable to perform the work specified within a period of two days or less from the start of work, there will be no charge for that period.

TempCo Auditing of MN, Inc.

BLUE CROSS AND BLUE SHIELD OF MN

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Signature:	Signature:
Name:	Name:
Title:	Title:
Date:	Date:

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BCBSM 80658

FILL SIGNED COPY

IS Contract & Asset Management FILE COPY

A REAL TOTAL AND

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Date:____

YEAR 2000 SERVICES AGREEMENT

between

ERNST & YOUNG LLP

and

BCBSM, Inc

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BCBSM 79601

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Exhibit A	Form of Schedule for Scope of Services and Fees and Expenses
Exhibit B	Miscellaneous Expense Allowance for Consultants
Exhibit C	Approval Notice
Exhibit D	Final Approval Notice
Exhibit E	Dispute Resolution Process
Exhibit F	Project Management Office (PMO) Standards
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YEAR 2000 CONSULTING SERVICES AGREEMENT

This Year 2000 Consulting Services Agreement, dated as of September 16, 1997 (the "Effective Date"), is entered into by and between Ernst & Young LLP, a Delaware limited liability partnership with offices at 787 Seventh Avenue, New York, NY 10019 ("E&Y") and BCBSM, Inc., a Minnesota non-profit health service plan corporation with its principal place of business at 3535 Blue Cross Road, St. Paul, MN 55164 ("Company").

Preamble

WHEREAS, Company desires to engage E&Y to perform Services (as defined herein) to assist the Company in adapting its computer software and other technology assets, whether owned by Company or specified Company Affiliates or licensed from third parties (collectively "Company Applications") to meet Year 2000 Processing Requirements, all as agreed upon from time to time as specified in one or more Schedules hereto; and

WHEREAS, E&Y desires to perform the Services, in accordance with the terms and conditions of this Agreement.

NOW, THEREFORE, Company and E&Y agree as follows:

Definitions and Interpretations.

1.1 <u>Definitions</u>. In this Agreement the following words and expressions shall have the meanings assigned to them except where the context otherwise requires:

"Actual Test Results" is defined in Section 11.1.

"<u>Agreement</u>" means this Year 2000 Consulting Services Agreement (including the Schedules and Exhibits hereto), as may be amended from time to time in accordance with the terms hereof.

"Approval Notice" is defined in Section 11.1.

"<u>BCBSM Program Director</u>" shall mean the Person(s) designated as such in accordance with section 7.1. hereof.

"<u>BCBSM Program Owner</u>" means Michael J. Ubl or such other person as the parties may agree upon from time to time.

"<u>BCBSM Executive Sponsor</u>" means John Ounjian or such other person as the parties may agree upon from time to time.

"Cluster" means, within the Company Applications, a group of programs, data

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and processes that will be converted, tested and implemented together. The Company Applications comprise all the Clusters taken together.

"Company" is defined in the first paragraph hereof.

"Company Affiliate" shall mean any person or entity directly or indirectly controlling, controlled by or under common control with the Company and shall in any event include (i) any person or entity identified as such in a Schedule for all purposes of such Schedule and this Agreement as it relates to such Schedule, and (ii) the following persons or entities: BCBSM, Inc., Aware Integrated, Inc., HMO Minnesota d/b/a Blue Plus, Atrium Health Plan, Inc., First Integrated Holding Co., MII, Inc., MII Casualty, Incorporated, MII Life, Incorporated, MII Services, Inc., Comprehensive Care Services, Inc., Employer Provider Network, Inc., Pharmacy Gold, Inc., Prime Therapeutics, Inc., Care Delivery Management, Inc., Comprehensive Managed Care, Inc., Capital Asset Care, Inc., Behavioral Health Services, Inc. (BHSI), First Plan of Minnesota, and Blue Cross Blue Shield of Maine (an independent licensee of the Blue Cross Blue Shield Association).

"Company Applications" is defined in the Preamble.

"Company Facilities" means the space and equipment (whether owned by Company or made available by third parties), including, without limitation, the space and equipment located at the Site that Company shall provide use of to E&Y from time to time, as required in a Schedule hereto or as may otherwise be agreed in writing, but in any event including the following : (i) reasonable work environment, including desks, telephones and office supplies at the Site, (ii) electronic access to the Company mainframe environment and LAN, (iii) electronic access and use of relevant Company Applications and related items and (iv) administrative support.

"Confidential Information" is defined in Section 9.1.

"<u>Conversion Plan</u>" means the written plan setting forth the overall plan, and all known dependencies and the prioritizations, for converting and testing all known Clusters of the Company Applications to comply with Year 2000 Processing Requirements.

"Detailed Conversion Plan" means the written plan setting forth the detailed strategy, test plan, and Year 2000 Processing Requirements and other requirements as defined in the Schedules expected to be met by each Cluster, and the implementation plan therefor. The Detailed Conversion Plan shall be agreed upon in writing in accordance with the time schedule set forth in each Schedule for the corresponding Clusters.

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"E&Y" is defined in the first paragraph hereof.

"<u>E&Y Engagement Director</u>" shall mean Cliff Tabor or such other Person as the parties may agree upon from time to time.

"<u>E&Y Engagement Partner</u>" shall mean Joseph H. Hohner, or such other Person as the parties may agree upon from time to time. The E&Y Engagement Partner shall be authorized to execute any and all documents on behalf of E&Y pertaining to this Agreement and the schedules hereto.

"<u>E&Y Project Advisor</u>" shall mean Jeffrey A. Perry, or such other Person as the parties may mutually agree upon from time to time..

"Effective Date" is defined in the first paragraph hereof.

"Final Approval Notice" is defined in Section 11.3.

"<u>Person</u>" means an individual, firm, partnership, association, unincorporated organization, trust, corporation, or any other entity, including, without limitation, a government or any department, agency or instrumentality thereof.

"Schedules" is defined in Section 2.1.

"<u>Services</u>" means the services to be performed hereunder by E&Y, as more fully described in the Scope of Services set forth in a Schedule.

"Site" means buildings occupied by the Company or Company Affiliates in Eagan, Minnesota.

"Technical Elements" is defined in Section 8.1.

"<u>Third Party Licenses</u>" means the licenses granted to Company for use of third party software as part of the Company Applications.

"Target Test Results" is defined in Section 11.1.

"Test Suite" is defined in Section 11.1.

"Work Product" is defined in Section 8.1.

"<u>Year 2000 Processing Requirements</u>" means the ability of computer software and other Company Applications to provide accurate results using data having date ranges spanning more than one century (e.g. the twentieth (20th) and twentyfirst (21st) centuries).

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1.2 <u>Interpretation</u>. Words importing the singular include the plural and words importing the masculine include the feminine and vice versa where the context so requires.

Services.

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2.1 Agreement. Subject to the terms and conditions of this Agreement, E&Y shall provide to Company, and Company shall purchase from E&Y, the Services described in the Scope of Services section of such Year 2000 Services Agreement Schedules ("Schedules") as are executed from time to time by both parties to this Agreement, which Schedules are expected to be substantially in the form of Exhibit A hereto, shall be consecutively numbered to facilitate identifications and when executed by an authorized representative of both parties shall be incorporated herein and made a part hereof. In the event of any conflict between the provisions of any Schedule hereto and the provisions set forth in the Agreement, the provisions of this Agreement shall govern, unless the parties have expressly provided that a specific provision of this Agreement is amended, in which case this Agreement shall be so amended but only with respect to such Schedule. Services or activities not described in a Schedule as to be performed by E&Y are specifically excluded from the Services. Company acknowledges and agrees that timely performance and completion of the Services by E&Y is dependent, in part, on Company fulfilling its various obligations that are set forth in a Schedule to this Agreement. Company recognizes that E&Y may rely upon information and data (including documentation) supplied by or on behalf of Company without independent verification, except to the extent that such verification is specifically described in this Agreement as being part of the Services.

<u>Amendments to Schedules</u>. If at any time E&Y or Company considers that services or activities that are in addition to, or inconsistent with, the Services are desirable or necessary, that party shall notify the other and shall submit a written proposal to the other, which shall describe the additional or inconsistent services or activities and any necessary conforming changes to the terms of the applicable Schedules. If such proposal is approved by the other party, the affected Schedules will be amended in accordance with Section 7.4 to incorporate the terms of the proposal as approved.

<u>Medical Devices Exclusion</u>. E&Y will not have any responsibility or obligation for managing, reporting on, inventorying, assessing or converting any software or hardware used in connection with or as part of devices used to provide medical care.

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3. Term. This Agreement shall commence as of the Effective Date and shall continue in full force and effect until terminated by either party on not less than sixty (60) days prior written notice, provided that (i) but no such termination shall effect or terminate the commitments of the parties under any Schedule then in effect (including the applicability of this Agreement thereto) and (ii) any Schedule may be terminated in accordance with its terms without terminating any other Schedule or this Agreement. Each Schedule shall commence on the start date indicated on the Schedule and shall terminate upon completion of testing of all Clusters in accordance with Section 11 or as otherwise provided in such Schedule, unless earlier terminated in accordance with Section 12. If E&Y's performance is delayed as a result of failure or untimely performance by Company, its vendors, or other Persons not retained by E&Y, E&Y shall not incur any liability to Company as a result of such delay.

. Compensation.

- 4.1 <u>General</u>. As compensation for the Services to be performed pursuant to a Schedule, Company will pay to E&Y the fees in the amounts, at the times, and in the manner, set forth in such Schedule.
- 4.2 <u>Expenses</u>. Company will pay, or reimburse E&Y for, the reasonable expenses of E&Y in connection with the performance of the Services as defined in Exhibit B, and otherwise set forth in the Schedule applicable to those Services.
- 4.3 <u>Taxes</u>. Company will pay, or reimburse E&Y for, any and all taxes, however designated or levied, based upon the charges payable by Company hereunder, or upon this Agreement or the Services or materials provided hereunder, or their use, including state and local sales, use, privilege or excise taxes, and any taxes paid or payable by E&Y in respect of the foregoing, but excluding any taxes based on the income of E&Y. E&Y will file all returns and other documentation and pay all such taxes payable by E&Y to the relevant taxing authority.
- 4.4 Failure to Pay. Without prejudice to E&Y's right to terminate this Agreement for breach pursuant to Section 12.2 or any other rights and remedies, E&Y shall have the right to cease performing the Services if Company's failure to pay any amounts owed to E&Y hereunder extends beyond a period of 60 days; provided, however, that E&Y shall give at least 10 days prior written notice to Company of its intent to cease performing the Services, starting on a date which will be specified in said notice, if the Company fails to cure such payment default within the notice period.

E&Y Responsibility for Resources.

5.1 <u>Staffing</u>. Company and E&Y will mutually review all staffing levels on a regular basis to verify that the appropriate staffing mix of E&Y and Company is being achieved and to identify appropriate staffing adjustments and/or corrective

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actions, if required. Specifically, the parties shall consult with each other regarding the proposed staffing, particularly as it applies to each Schedule. Each party agrees to promptly advise the other of any objections it has to the other party's proposed staffing, and to make good faith efforts to accommodate the other party's objections to its own staffing. E&Y and Company will cooperate to minimize any adverse impact on the scheduled time and projected cost of the Services that may be caused by removal of their respective employees from a project, but each acknowledges that their respective businesses may require reallocation of personnel from time to time and that resignations and personal hardships may require the alteration of project teams.

5.2 Location of Services. Company acknowledges and agrees that the Services may be performed by E&Y or any of its subcontractors at Company Facilities or such other locations as may be designated from time to time for such performance including, without limitation, E&Y's Accelerated Conversion Center ("ACC") and the facilities of Tata Consultancy Services ("TCS"). E&Y will not remove Company Applications from the Site until Company has approved such removal for the applications in a specified Cluster, which approval will not be unreasonably withheld or delayed. E&Y will maintain a log of the individual Company Applications that have been removed from the Site and will make that log available for review by the Company upon its request.

5.3 <u>Subcontractors</u>. Company agrees to E&Y's engagement of TCS and Crystal Systems Solutions Ltd. to provide Services as subcontractors hereunder. E&Y may engage other subcontractors, or discontinue the use of any subcontractor, in its reasonable discretion, but no such utilization shall relieve E&Y from its responsibility for the Services, including those performed by such subcontractors. E&Y shall inform Company in writing of any new subcontractors who E&Y expects to do a substantial amount of Services under a Schedule prior to the commencement of work by that subcontractor.

5.4 <u>E&Y Materials</u>. If E&Y elects to use any software tools or other proprietary materials to perform the Services, E&Y shall be responsible for obtaining all rights and licenses necessary to use such tools and materials to perform its obligations in accordance with this Agreement.

6. Company Management and Company Contract Responsibilities.

6.1 <u>Management Responsibilities</u>. Company's executive management shall be responsible for determining the overall direction of the Services, determining whether the Services to be performed will satisfy Company's needs, providing active sponsorship of the project throughout the Company's organization, establishing priorities as may be necessary and consistent with the Services and evaluating the findings resulting from performance of the Services.

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- 6.2 <u>Cooperation, Support and Participation</u>. During the term of this Agreement, Company shall:
 - (a) provide to E&Y, at no charge to E&Y, sufficient rights (including, if necessary, sublicenses under Third Party Licenses) to all the Company Applications that are necessary or desirable to permit E&Y to provide the Services as contemplated herein, but Company shall have no obligation to pay incremental costs associated with E&Y's use of Company Applications at any off-Site location unless such cost is approved by Company as set forth in a Schedule. In the event E&Y requires use of a Company Application off-Site and the cost of such use is not included on a Schedule, E&Y will notify Company. If Company elects to obtain such rights, the Schedule will be amended accordingly. If Company elects not to obtain such rights, E&Y will discontinue its work on the Application to the extent such work requires use of the Company Application at an off-Site location;
 - (b) provide E&Y with all data, information, access to the Company Facilities (or make other arrangements as necessary to such effect) and other resources and support as may be appropriate to enable E&Y to perform the Services in a timely manner and otherwise fully cooperate with E&Y in connection therewith;
 - timely participate in meetings and make its personnel readily available for such meetings;
 - (d) participate in the development of, and approve, the Conversion Plan, and the Detailed Conversion Plans and Test Suites for the applicable Clusters, and provide notices to E&Y in accordance with Section 11; and
 - (e) assign personnel with relevant training and experience to work as part of a project team with E&Y or in consultation with E&Y's personnel.

Coordination and Project Management.

7.1 <u>BCBSM Program Director</u>. With respect to the Services contemplated by a Schedule, Company shall assign and staff a BCBSM Program Director position, as well as such other positions as may be contemplated by such Schedule, on the basis designated in such Schedule, during the full term of the Services contemplated by such Schedule. The initial BCBSM Program Director under a Schedule shall be named in such Schedule, but subject to Section 5.1 hereof, may be replaced upon written notice to E&Y. The BCBSM Program Director shall have primary operational responsibility for coordinating on behalf of the Company its joint activities with E&Y undertaken under such Schedule, for the

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performance of Company's obligations thereunder, for coordinating the performance of the Services with E&Y, for acting as a day-to-day contact with the E&Y Engagement Director and for making available to E&Y the data, facilities, resources and other support services from Company required for E&Y to be able to perform the applicable Services in a timely and professional manner. Company shall assign and staff the BCBSM Program Director position, as well as all other Company positions described in a Schedule, on a full-time basis, during the full term of the Agreement.

7.2 <u>E&Y Engagement Director.</u> The E&Y Engagement Director shall have primary operational responsibility for coordinating on behalf of E&Y its joint activities with the Company undertaken hereunder and for E&Y's performance of the Services, including all E&Y Personnel and other technical resources used by E&Y in performing the Services, and will serve as day-to-day contact with the BCBSM Program Director.

<u>Performance Reports</u>. The E&Y Engagement Director shall provide to the parties written reports on the performance of the Services described in the applicable Schedule, identifying any known significant problems that are unresolved and any details concerning their expected resolution. E&Y agrees, in providing and reporting on Services, to follow the applicable standards and processes defined and maintained by the Program Management Office within the Company. The applicable standards and processes are identified in Exhibit F and may be modified by mutual agreement of E&Y and Company.

7.4 <u>Technical Changes and Amendments</u>. The BCBSM Program Owner and the E&Y Engagement Partner may propose, accept and implement changes to technical aspects of the Schedules by signing amendments to the Schedules setting forth such changes; provided that if the parties wish to make any other changes to the Schedules that affect the compensation payable hereunder or materially change the Services or any other changes to this Agreement, such changes shall be submitted to BCBSM Program Owner and the E&Y Engagement Partner for approval and, if approved by them, shall be reflected in an amendment of this Agreement executed by both parties.

8. Proprietary Rights.

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8.1 <u>Data and Reports</u>. All data or information originating with the Company or Company Affiliates and received by E&Y, its vendors or subcontractors for the use in connection with the Services shall remain the property of the originator and its licensors. Upon full payment, all reports specifically prepared for Company and any work products that are prepared as part of and embedded in the converted Company Applications (collectively "Work Product") shall be the property of Company, and E&Y shall, and shall cause its vendors and

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subcontractors to directly or indirectly assign to Company any and all right, title and interest, including, without limitation, copyrights, trade secrets, and other intellectual property rights to Work Product. E&Y shall, and if necessary shall cause its vendors and subcontractors to, give Company reasonable assistance and to execute any documents reasonably required, at Company's expense, to perfect such assignment. However, notwithstanding the foregoing, E&Y may, and may permit its vendors and subcontractors to, use internally Work Product in support of its Services, subject to its obligations set forth in Section 9. In addition, E&Y and its vendors and subcontractors retain all rights in data, designs, models, methodologies, analysis frameworks, leading practices, specifications and other elements of the Work Product ("Technical Elements") that are owned, developed or used by E&Y prior to, or independently from, the Services. To the extent that any Technical Elements that are owned, developed or used by E&Y prior to or independently from the Services are integrated into any Work Product, E&Y hereby grants to Company and Company Affiliates a perpetual, worldwide, paid-up license to use, copy, modify and sublicense such Technical Elements as integrated into such Work Product to the full extent necessary to enable Company to exercise all the rights of ownership it otherwise has in the Work Product. Conversely, Company grants to E&Y a perpetual, worldwide, paid-up license to use, copy, and modify and sublicense any Technical Elements developed by E&Y hereunder in the course of providing services to other clients, so long as such use would not disclose Company's confidential information or inherently disclose Company's identity.

<u>E&Y and Third Parties' Proprietary Property</u>. E&Y and E&Y's vendors or subcontractors (with respect to proprietary property provided by such vendors or subcontractors) will have and retain all right, title and interest, including ownership of copyrights, patents, trade secrets and other intellectual property rights in and to all tools and methodologies, or other intellectual property that is owned, developed or used by E&Y or its vendors or subcontractors prior to or independently from the Services (including the Technical Elements and intellectual property embodied therein), including any enhancements, improvements or other derivative works thereof developed in the course of E&Y's or its subcontractors' performance under this Agreement. E&Y and any of its subcontractors retain the right to use their knowledge, experience, and know-how including processes, ideas, concepts and techniques gained, in the course of performing the Services, in the course of providing consulting services to other clients, so long as such use would not disclose Company's confidential information or inherently disclose Company's identity.

9. Confidential Information.

9.1 <u>Restrictions</u>. Each party agrees that with respect to any Confidential Information (defined below) that is disclosed by one party, and in the case of

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Company by Company Affiliates or their vendors and subcontractors, and in the case E&Y by E&Y vendors and subcontractors, to the other party in connection with the Services to be provided under this Agreement, except as expressly provided in this Agreement, the party receiving such Confidential Information shall hold the same in confidence and treat it with at least the same degree of care it treats its own Confidential Information of a similar nature, but in no event with less than reasonable care.

"Confidential Information" means all information that is not generally known to the public and in which either party or such Company Affiliates, vendors or subcontractors has rights, which information is marked confidential, restricted or proprietary by the party having rights in the same, or which under all the circumstances ought reasonably to be treated as confidential or proprietary, including this Agreement and any confidential or proprietary property of any vendors or subcontractors hereunder. Notwithstanding the foregoing, Confidential Information does not include information that: (i) is, as of the time of its disclosure, or thereafter becomes, part of the public domain through a source other than the Company or Company Affiliates in the case of information they are required to hold in confidence or E&Y, its vendors and subcontractors in the case of information they are required to hold in confidence; (ii) was known to the receiving party as of the time of its disclosure and not subject to any other confidentiality obligation; (iii) is independently developed by the receiving party without reference to the Confidential Information; or (iv) is subsequently learned from a third party (i.e., not E&Y or its vendors or subcontractors, Company or its Company Affiliates; or any of their respective employees or agents) not subject to an obligation of confidentiality with respect to the information disclosed.

Exceptions. Nothing in this Agreement shall limit the ability of a party in possession of the Confidential Information of the other to disclose such Confidential Information, and such party shall have no liability for such disclosure, if such disclosure: (a) is required to be made pursuant to law or regulation, duly authorized subpoena or other legal process or order of any court or other government authority (but the receiving party will provide notice to the disclosing party prior to such disclosure); (b) is required to be made to a court or other tribunal in connection with the enforcement of such party's rights under this Agreement; or (c) is approved by the prior written consent of the disclosing party. The terms of this Section 9 shall not limit any of the rights of the parties as set forth in Section 8.

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Survival of Restrictions. The terms of this Section 9 will survive the expiration or earlier termination of this Agreement for five (5) years.

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- 9.4 <u>Company Affiliate</u>. The Company shall cause Company Affiliates to treat all Confidential Information received by any such Company Affiliate with the same degree of care that the Company is obligated to treat such Information.
- 9.5 <u>E&Y Personnel, Vendors and Subcontractors.</u> E&Y shall cause E&Y vendors and subcontractors to treat all Confidential Information received by any such vendors and subcontractors with at least the same degree of care that E&Y is obligated to treat such Information, but in no event less than reasonable care. E&Y agrees to cause all E&Y personnel, and to use reasonable efforts to cause the vendor and subcontractor personnel, who perform Services at the Site to sign a confidentiality agreement in the form of Exhibit G or policy in favor of and in a form satisfactory to Company prior to performing any such Services.

10. Relationship of Parties.

- 10.1 Independent Contractor. Nothing herein contained will be construed to imply a joint venture, partnership or principal-agent relationship between the parties, or co-employment or joint employment by Company of any personnel retained by E&Y. E&Y, in furnishing Services to Company hereunder, is acting only as an independent contractor. E&Y does not undertake by this Agreement or otherwise to perform any obligation of Company, whether regulatory or contractual, or to assume any responsibility for Company's business or operations. The parties agree that, to the fullest extent permitted by applicable law, E&Y has not, and is not, assuming any duty or obligation that Company may owe to its customers or any other Person. Each party shall indemnify and hold the other party harmless from and against any and all claims, loss, cost, damage or expense suffered or incurred by such other party arising from or relating to the assertion that any personnel of the indemnifying party or its affiliates or subcontractors is an employee of the other party or entitled to the rights or benefits of such an employee.
- 10.2 <u>Concerning Employees of Company and E&Y</u>. Personnel supplied by either party will be deemed employees of such party and will not for any purpose be considered employees or agents of the other party. Except as may otherwise be provided in this Agreement, each party shall be solely responsible for the supervision, daily direction and control of its employees and payment of their salaries (including withholding of appropriate payroll taxes), workers' compensation, disability benefits and the like.
- 10.3 <u>No Solicitation</u>. Neither party shall permit any of its employees performing any work in connection with this Agreement to directly or indirectly knowingly solicit, as an employee, independent contractor or otherwise, any employee of the other party involved in carrying out this Agreement during the term of this Agreement or for eighteen (18) months thereafter.

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11. Testing.

11.1 Test Suite and Target Test Results. In accordance with the applicable Detailed Conversion Plan, Company shall develop or prepare, in consultation with E&Y and for E&Y's review and approval (which shall not be unreasonably withheld), processes, tools, test scripts and the technical environment to be used to determine whether each of the Clusters to which such Detailed Conversion Plan applies meets the Year 2000 Processing Requirements and other requirements as may be specified in a Schedule specified in such Detailed Conversion Plan (the "Test Suite") and the results of such tests that shall demonstrate whether the applicable Cluster so meets such requirements (the "Target Test Results"). Each Detailed Conversion Plan shall also set forth the duration of the initial testing period for each Cluster (the "Initial Test Period"). Within the Initial Test Period after completion of the conversion of a Cluster and the delivery of the source code for that Cluster, Company shall perform the tests included in the Test Suite with respect to such Cluster, document the results of such tests in reasonable detail (the "Actual Test Results") and provide to E&Y the Actual Test Results in writing. If the Actual Test Results are consistent in all material respects with the Target Test Results, Company shall issue to E&Y, by the end of the Initial Test Period, a written notice of approval in the form of Exhibit C (the "Approval Notice") with respect to the applicable Cluster. If the Actual Tests Results fail in any material respect to be consistent with the Target Test Results, the Company shall identify the material inconsistencies ("Identified Inconsistencies") in reasonable detail and E&Y shall provide further Services with respect to the applicable Cluster pursuant to the terms of this Agreement. At the conclusion of the further Services, E&Y shall redeliver the applicable Cluster to Company for re-performance of the Test Suite for the applicable Cluster with respect to such Identified Inconsistencies. After redelivery of the applicable Cluster, Company will then have fifteen (15) business days, or such other period as may be agreed upon by the parties, in which to re-perform the Test Suite with respect to the Identified Inconsistencies (the "Re-Test Period") and to issue an Approval Notice or a report of any remaining Identified Inconsistencies. Any remaining Identified Inconsistencies will be addressed in the same manner as indicated above until there are no remaining Identified Inconsistencies. E&Y will not charge Company for any fees for the first fifty (50) hours of work in correcting Identified Inconsistencies for any Cluster (for up to a maximum of twenty (20) Clusters), provided that Company notifies E&Y of such Identified Inconsistency in accordance with the test process described above, but in any case within sixty (60) days after the delivery of such Cluster. Any such hours that remain unused for a Cluster may not be carried over to another Cluster.

11.2 Failure To Conduct Test. If Company fails to provide to E&Y the Actual Test Results in writing within the applicable Initial Test Period or any Re-Test

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Period described in this Section 11, Company shall be deemed to have approved the applicable Cluster and to have provided to E&Y an Approval Notice for such Cluster.

11.3 Final Approval. If a Cluster for which an Approval Notice has been, or is deemed to have been, issued contains a "bridge" that still has to be removed by E&Y, the Company will have fifteen (15) business days or such other period as may be agreed upon by the parties (the "Final Test Period") after E&Y removes the "bridge", in which to provide E&Y with written notice of final approval, in the form of Exhibit D, (the "Final Approval Notice") or a written notice in reasonable detail of any material inability of such Cluster to interact with programs, data and processes and procedures that have been converted to meet Year 2000 Processing Requirements, and other requirements as may be defined in a Schedule, by E&Y and its subcontractors (a "Material Interaction Problem"). If the Company notifies E&Y of a Material Interaction Problem, E&Y shall provide further Services with respect to the applicable Cluster pursuant to the terms of this Agreement. At the conclusion of the further Services, E&Y shall redeliver the applicable Cluster to the Company, at which time the process described above with respect to such Cluster shall be repeated until there are no remaining Material Interaction Problems with respect to that Cluster. If the Company fails to provide E&Y with a Final Approval Notice or a notice of a Material Interaction Problem within the Final Test Period, the Cluster shall be deemed to have no Material Interaction Problem and the Company shall be deemed to have provided E&Y with a Final Approval -Notice.

11.4 <u>Exclusions</u>. The obligations of E&Y under this Agreement shall not be applicable with respect to any abnormal operation, impairment or calculation that is caused by (i) the quality of the data sought to be processed with the Company Application, (ii) the subsequent modification of any Company Application (other than by E&Y and E&Y subcontractors), or (iii) the use of the Company Application in a manner inconsistent with the way it has been historically used by Company or as otherwise provided in the Detailed Conversion Plan.

11.5 <u>Scope of Obligations</u>: E&Y's only obligation with respect to Identified Inconsistencies and Material Interaction Problems shall be to perform further Services at its then-current rates (except as otherwise provided in Section 11.1) as set forth in Sections 11.1 and 11.3 until it determines that it is no longer reasonable to continue to do so. E&Y shall have no further obligation or liability whatsoever with respect to any Cluster after an Approval Notice and, if applicable, a Final Approval Notice, for such Cluster has been, or is deemed to have been, issued.

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12. Termination.

- 12.1 For Convenience. The Company shall have the right to terminate any Schedule for convenience, in whole or part, at any time, by giving E&Y thirty (30) days written notice prior to the effective date of such termination, subject to the Company's payment to E&Y of redeployment fees in the amount set forth in such Schedule.
- 12.2 For Breach. If either party should fail materially to fulfill its obligations under this Agreement, the non-breaching party shall have the right to terminate this Agreement, in whole or in part, at any time as of which such breach or default persists uncured for thirty (30) days after receipt by the breaching party of written notice from the non-breaching party of such breach or default.
- 12.3 <u>For Insolvency</u>. In the event that either party ceases conducting business in the normal course, becomes insolvent, makes a general assignment for the benefit of creditors, suffers of permits the appointment of a receiver of all or substantially all of its business or assets, then the other party may terminate this Agreement and, upon such termination, any property or rights of either party, tangible or intangible, shall forthwith be returned to it.
- 12.4 <u>Consequences.</u> Upon termination, each party shall immediately return confidential data and other information supplied by the other party except as permitted in Section 9 (Confidential Information). If this Agreement and/or any Schedule is terminated, Company will be entitled to receive all applicable Work Products and reports, complete or incomplete, in hard copy and electronic versions, subject to full payment to E&Y pursuant to Section 12.5.
- 12.5 <u>Payment Obligations Survive</u>. In the event of termination of this Agreement for any reason, the Company shall pay E&Y all accrued fees and expenses as specified in the applicable Schedule for any and all Services rendered, and all expenses related thereto, up to the effective date of the termination. In the event of any termination of this Agreement by Company, other than because of E&Y's material breach of this Agreement or E&Y's insolvency, Company will in addition pay to E&Y the redeployment fees specified in the applicable Schedules.

13. Covenant.

If after Company places the last of the converted Company Applications into production, Company provides E&Y with written notice in reasonable detail of material non-performance issues with respect to the ability of any converted Company Applications to meet Year 2000 Processing Requirements and other requirements specified in the Schedule, E&Y and, at E&Y's discretion, its subcontractors will

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provide further Services to the Company with respect to the converted Company Applications for a period of up to sixty (60) days after receipt by E&Y of said notice from Company, (unless E&Y and, if applicable, its subcontractors agrees to an extended period). If after such sixty (60) day period Company experiences a major problem involving Year 2000 Processing Requirements, then, unless this Agreement or any Schedule has been terminated by either party for cause or Company has terminated this Agreement or any Schedule for convenience prior to the completion of E&Y conversion work thereunder, E&Y will use reasonable efforts to supply Services to assist Company with resolving such problem, subject to the availability of the required E&Y personnel. The further Services provided pursuant to this Section 13 will be performed by E&Y and its subcontractors, if applicable, at E&Y's and such subcontractors' then current rates.

14. Warranty Disclaimer and Limitations of Liability.

- 14.1 Warranty Disclaimer. BECAUSE OF THE COMPLEXITY, NOVELTY, AND LATENT NATURE OF YEAR 2000 DEFECTS AND DEFICIENCIES AND THE ROLE OF E&Y AND ITS SUBCONTRACTORS IN ASSISTING COMPANY'S REMEDIAL EFFORTS, E&Y AND ITS SUBCONTRACTORS MAKE NO WARRANTIES OF ANY KIND OR NATURE, WHETHER EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, WARRANTIES OF UNINTERRUPTED PERFORMANCE OF SYSTEMS OR APPLICATIONS, OR WARRANTIES OF ANY PRODUCTS OR SERVICES PROVIDED BY A THIRD PARTY VENDOR, ALL OF WHICH WARRANTIES E&Y AND ITS SUBCONTRACTORS EXPRESSLY DISCLAIM. E&Y AND ITS SUBCONTRACTORS IN PARTICULAR DO NOT WARRANT THAT THE EXISTING COMPANY APPLICATIONS, WHEN CONVERTED, WILL MEET YEAR 2000 DATE PROCESSING REQUIREMENTS OR WILL OPERATE UNINTERRUPTED OR ERROR FREE, OR THAT THE CONVERSION BY COMPANY OR OTHER THIRD PARTIES OF ANY COMPUTER APPLICATION, SOFTWARE, HARDWARE, OR EQUIPMENT WILL MEET YEAR 2000 DATE PROCESSING REQUIREMENTS OR WILL OPERATE UNINTERRUPTED OR ERROR FREE, OR THAT ALL EXISTING COMPUTER SYSTEMS, APPLICATIONS, SOFTWARE, HARDWARE, AND EQUIPMENT THAT **REQUIRE REMEDIAL EFFORTS WILL BE IDENTIFIED AND** ASSESSED.
- 14.2 <u>Limited Liability</u>. TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, IN NO EVENT WILL THE TOTAL CUMULATIVE LIABILITY TO COMPANY OF E&Y AND ITS SUBCONTRACTORS,

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COLLECTIVELY, FOR ANY AND ALL CLAIMS OR CAUSES OF ACTION OF ANY KIND, INCLUDING CONTRACT, TORT OR OTHERWISE, ARISING OUT OF OR RELATED TO THIS AGREEMENT OR THE SERVICES EXCEED THREE (3) TIMES THE AVERAGE MONTHLY FEES PAID TO E&Y UNDER THIS AGREEMENT (CALCULATED FOR THE LAST TWELVE (12) MONTHS OF THIS AGREEMENT OR, IF LESS, THE TERM OF THIS AGREEMENT).

14.3 <u>Exclusion of Certain Damages</u>. In no event will E&Y, its subcontractors, or Company be liable, for any reason, for consequential, incidental, indirect, punitive, or special damages, including loss of profits, revenue, data, use of money, business opportunities, or goodwill, regardless of whether such liability is based upon a claim of breach of contract, tort, or otherwise and of whether a party has been advised of, or is aware, that such damages have been or may be incurred.

14.4 No Recourse. COMPANY AND ITS SUBSIDIARIES AND COMPANY AFFILIATES SHALL HAVE NO RECOURSE AGAINST, AND SHALL BRING NO CLAIM (IN THE NATURE OF CONTRIBUTION OR OTHERWISE) AGAINST, E&Y, ITS SUBCONTRACTORS OR THEIR **RESPECTIVE PARTNERS, OFFICERS, DIRECTORS, AGENTS,** CONSULTANTS AND EMPLOYEES WITH RESPECT TO (I) ANY THIRD-PARTY CLAIM (FROM ALL CAUSES OF ACTION OF ANY KIND, INCLUDING CONTRACT, TORT OR OTHERWISE) AGAINST COMPANY OR ITS SUBSIDIARIES OR COMPANY AFFILIATES **RELATED TO OR ARISING OUT OF THIS AGREEMENT OR THE** SERVICES OR (II) ANY LOSSES, LIABILITIES, DAMAGES OR EXPENSES (INCLUDING ATTORNEYS' FEES AND EXPENSES) INCURRED BY COMPANY OR ITS SUBSIDIARIES OR COMPANY AFFILIATES AS A RESULT OF ANY SUCH THIRD-PARTY CLAIM; provided that the foregoing shall not apply to any act or omission which constitutes a breach of Section 9 hereof. Notwithstanding any other provision of this Agreement, Company's recourse with respect to any matter (including, without limitation, any obligation of E&Y or any of its affiliates hereunder) shall be only against the assets of E&Y, and Company shall have no recourse against, and shall bring no claim against, any individual partner of E&Y or the assets thereof. Company's subsidiaries and affiliates are deemed a third party as that term is used in this Section 14.4 and in Section 14.5.

14.5 <u>Indemnity</u>. Company shall indemnify, defend and hold harmless E&Y, its subcontractors and their respective partners, officers, directors, agents, consultants and employees ("E&Y Indemnitees") from and against (i) all claims and causes of action of any kind, including contract, tort or otherwise, by any

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third-party Person other than another E&Y Indemnitee (herein a "Covered Claim") related to or arising out of this Agreement or the Services and (ii) any losses, liabilities, damages or properly incurred expenses (including, but not limited to, reasonable attorneys' fees and expenses incurred by the E&Y Indemnitees in any action or proceeding between an E&Y Indemnitee and any third-party Person or otherwise) that are incurred by the E&Y Indemnitees as a result of any such Covered Claim ("Indemnified Costs"). Company shall reimburse the E&Y Indemnitees for such Indemnified Costs as they are incurred by the E&Y Indemnitees. If any third party shall notify any E&Y Indemnitee with respect to any Covered Claim which may give rise to a claim for indemnification against Company under this Agreement, then such E&Y Indemnitee shall promptly notify Company thereof in writing. Company will have the exclusive right to defend the relevant E&Y Indemnitees against the Covered Claim with counsel of Company's choice provided that Company so notifies the notifying E&Y Indemnitee in writing within twenty (20) days after the E&Y Indemnitee has given notice of the Covered Claim. So long as Company is conducting the defense of the Covered Claim:

- (a) The E&Y Indemnitee may retain separate co-counsel at its sole cost and expense and participate in the defense of the Covered Claim; and
- (b) The E&Y Indemnitee will not consent to the entry of any judgment or enter into any settlement with respect to the Covered Claim without the prior written consent of Company, which consent shall not be unreasonably withheld.
- 14.6 <u>Reliance by Subcontractors</u>. The provisions of this Section 14 shall operate for the benefit of, and may be enforced by, any subcontractor performing services on behalf of E&Y hereunder.
- 14.7 <u>Agreement by Company Affiliates</u>. Company shall obtain from each Company Affiliate, for which Company's conversion efforts are being undertaken pursuant to this Agreement, its written agreement, substantially in the form of Exhibit H, to the exclusions, limitations and disclaimers set forth in this Section 14, together with a confirmation that E&Y is entitled to rely upon such written agreement. Company shall provide E&Y a copy of each such written agreement.

15. Trademark and Trade Name. This Agreement does not give either party ownership in or right to use the other party's trade name or trademarks.

16. Force Majeure. Each party hereto shall be excused from default or delay in the performance of its obligations hereunder if and to the extent that such default or delay is caused by an act of God, or other cause beyond such party's reasonable control, including but

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not limited to, war, revolution, work stoppages, strikes, fires, riots, accident, explosion, flood, storm, or failures or fluctuations in electrical power, heat, light, air conditioning or telecommunications equipment, or, in the case of a default or delay in performance by E&Y, the failure of Company to discharge its responsibilities pursuant to Section 6. In such event, the nonperforming party shall be excused from performance for as long as such circumstances prevail and shall immediately notify the other by telephone (to be confirmed promptly in writing) of any actual or anticipated delay.

17. Dispute Resolution.

- 17.1 Disagreement. If any E&Y personnel and Company personnel performing work in connection with this Agreement are unable to resolve an issue arising under or in connection with this Agreement, either may submit such disagreement to the BCBSM Program Owner and the E&Y Engagement Partner. If they are unable to resolve the disagreement within three (3) business days thereafter, then either party may submit such disagreement to the BCBSM Executive Sponsor and the E&Y Project Advisor within three (3) business days after such determination, and such individuals shall attempt in good faith to resolve such disagreement, within five (5) business days. If, after following the procedure set forth in this Section 17.1, the parties do not resolve their disagreement, either party may demand that the parties seek to resolve the disagreement by using the dispute resolution process set out below. The parties acknowledge the importance of avoiding delays in performance of the Services in order to allow completion of the Services in a timely manner and, notwithstanding the time periods set forth in this Section, will seek to resolve any dispute as quickly as practicable.
- 17.2 <u>Other Resolution</u>. If a dispute cannot be resolved pursuant to actions required or agreed to under Section 17.1, either party may submit the dispute to voluntary mediation or binding arbitration in accordance with the dispute resolution procedures set forth in <u>Exhibit E</u>. Judgment on any arbitration award may be entered in any court having jurisdiction.
- 17.3 <u>Injunction</u>. Nothing contained herein shall prohibit either party from seeking injunctive relief from a court of competent jurisdiction to enforce the restrictions imposed by Article 9 hereof.
- 17.4 <u>Continuing Work</u>. Unless Company terminates the specified Services under a Schedule in accordance with Section 12.1, E&Y and all its vendors and subcontractors shall continue to provide Services and Company shall continue to perform its corresponding obligations under such Schedule notwithstanding that a dispute remains unresolved, so long as Company continues to pay amounts owed under this Agreement.

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18. Further Understandings.

18.1 Notices. All notices and other communications required or permitted under this Agreement (except for direct communications between the BCBSM Program Director and the E&Y Engagement Director as contemplated in Section 7) shall be in writing. Notices shall be deemed given when actually received. All communications shall be sent to the designated representative of the receiving party, via certified mail, air courier or confirmed facsimile, as set forth below or to such other representative or place that such party may have provided for purposes of receiving notices as provided in this Section 18.1.

To E&Y:

Ernst & Young LLP 500 Woodward Avenue Suite 1600 Detroit, MI 48226

Fax: (313) 596-7102 Attn: Joseph H. Hohner

To Company:

BCBSM, Inc. 3535 Blue Cross Road P.O. Box 64560 St. Paul, Minnesota 55164

Fax: (612) 405-7391 Attn: Michael J. Ubl

- 18.2 <u>Binding Nature</u>. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and permitted assigns.
- 18.3 <u>Severability</u>. If any provision of this Agreement, or the application thereof, is, for any reason and to any extent, determined to be invalid or unenforceable, the remaining provisions of this Agreement shall be interpreted so as best to reasonably effect the intent of the parties. The parties further agree to replace any such invalid or unenforceable provisions with valid and enforceable provisions designed to achieve, to the extent possible, the business purposes and intent of such invalid and unenforceable provisions.
- 18.4 <u>Entire Agreement; Amendments</u>. This Agreement and the Schedules and Exhibits hereto constitute the entire agreement between the parties with respect

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to the subject matter hereof and supersedes all previous agreements and understandings between Company and E&Y with respect to the subject matter hereof. There are no representations, warranties, understandings or agreements relating to the subject matter hereof which are not fully expressed in this Agreement. No amendment, modification, waiver or discharge of this Agreement shall be valid unless in writing and signed by an authorized representative of the party against whom such amendment, modification, waiver or discharge is sought to be enforced in accordance with the procedure set forth in Section 7.

- 18.5 <u>Governing Law; Statute Limitations</u>. This Agreement shall be governed by the laws of the State of Minnesota, excluding its conflict of law rules. Each party waives and relinquishes any right it may have to assert any claim arising under or based on this Agreement more than three (3) years after the time such party knew or should have known that such claim arose.
- 18.6 <u>No Waiver</u>. No waiver of, or failure to exercise, any option, right or privilege under the terms of this Agreement by either of the parties hereto on any occasion or occasions shall be construed to be a waiver of the same on any other occasion or of any other option, right or privilege.
- 18.7 <u>Headings and References</u>. The headings and captions in this Agreement are used for convenience only and are not to be considered in construing or interpreting this Agreement. All references in this Agreement to Sections or Exhibits shall, unless otherwise provided, refer to Sections hereof or Exhibits attached hereto, all of which Exhibits are incorporated herein by reference.
- 18.8 <u>Assignment</u>. This Agreement may not be assigned by either party, in whole or in part, without the prior written authorization of the other in its sole discretion. Any assignment in violation of the preceding sentence shall be void and of no effect.
- 18.9 <u>Third Party Beneficiaries</u>. Except as provided in Section 14.6, this Agreement is entered solely by and between, and may be enforced only by, E&Y and Company. This Agreement shall not be deemed to create any rights in third parties, including, without limitation, Company's subsidiaries and affiliates, suppliers and customers of either party, or to create any obligations of a party to any such third parties.
- 18.10 <u>Survival</u>. The provisions set forth in Sections 8, 9, 10, 12.4, 12.5, 13, 14, 15, 17.2 and 18 and the provisions of any agreement set forth in an Exhibit or a Schedule hereto to the extent expressly stated therein, shall survive the expiration or any termination of this Agreement.

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IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the parties hereto as of the Effective Date.

BCBSM, Inf. By: Ging Name: Lunian SVS Title:

ERNST & YOUNG LLP By: JOSHA ADVANER Name: JOE HOHNER

Title: PARTNER

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Exhibit A

YEAR 2000 SERVICES AGREEMENT SCHEDULE NUMBER

This Schedule is issued pursuant to and is incorporated into a YEAR 2000 SERVICES AGREEMENT dated as of September 16, 1997 ("Agreement") by and between BCBSM, Inc. with its principal place of business at 3535 Blue Cross Road, St. Paul, Minnesota 55164 ("the Company") and Ernst & Young LLP, with its principal place of business at 787 Seventh Avenue, New York, New York 10019 ("E&Y"). Any capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Agreement.

 SCOPE OF SERVICES (Description of project ("Project"). E&Y agrees to provide the following Services for the Company in accordance with and subject to the provisions of the Agreement:

2. COMPENSATION. E&Y agrees to provide the services detailed in Paragraph 1 of this Schedule in accordance with the following compensation schedule:

 COSTS AND EXPENSES. The Company agrees to reimburse E&Y for the following costs and expenses:

4. START DATE OF SERVICES:

5. TERMINATION DATE OF SERVICES (if applicable):

6. AMENDMENT TO SERVICES AGREEMENT: The following are amendments to the Agreement, which amendments shall be effective only with respect to this Schedule, and not with respect to any other Schedules the parties may have executed or may in the future execute under the Agreement: [INSERT AMENDMENTS.]^{μ}

 DESIGNATED REPRESENTATIVES. The parties shall coordinate their work efforts on the Project and maintain a liaison through the persons named below or that person's successor:

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For BCBSM:

For E&Y:

Name: ______ Title: _____

¹ Note to E&Y: All amendments should be reviewed by E&Y Law Department.

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8. COMPANY AFFILIATES FOR WHICH THE WRITTEN AGREEMENT REFERENCED IN SECTION 14.7 IS REQUIRED:

9. REDEPLOYMENT FEES (IF ANY).

This Schedule has been duly executed by and on behalf of the parties hereto as of the dates set forth below.

BCBSM, Inc.

Ernst & Young LLP

ВҮ	BY
NAME	NAME
TITLE	TITLE
DATE	DATE

Exhibit B

MISCELLANEOUS EXPENSE ALLOWANCE FOR CONSULTANTS January 30, 1998

Transportation

Air Travel – Reimbursement will be made for air fares purchased at coach rates. The consulting firm will make all reasonable efforts to purchase tickets at the lowest competitive market rate.

Ground Transportation - Reimbursement will be made for ground transportation not to exceed \$40 per day.

Lodging

Hotel -- Lodging will be paid at the per diem rate up to \$91 plus any applicable taxes.

Meals

Meals -- Meal expense will be paid at the per diem rate up to \$38.

Other Expenses

Reimbursement for any expenses other than Transportation, Lodging, and Meals will be the responsibility of the consultant unless otherwise specified in the applicable Schedule.

BCBSM, Inc. reserves the right to request and receive receipts for any expenses greater than \$75.00 incurred by the contractor that pertain to this contract.

Note: Rates for lodging and meals are based on per diem allowances as published in the Federal Register, Volume 62, #231 dated Tuesday, December 2, 1997 and the U.S. Master Tax Guide.

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Exhibit C

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APPROVAL NOTICE

Date:

To: Ernst & Young LLP

BCBSM, Inc. approves the [designate cluster] Cluster, as converted by E&Y. This constitutes an "Approval Notice" pursuant to the Agreement.

BCBSM, Inc.

By: Name:

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Exhibit D

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FINAL APPROVAL NOTICE

Date:

To: Ernst & Young LLP

BCBSM, Inc. approves the [designate cluster] Cluster, as converted by E&Y. This constitutes a "Final Approval Notice" pursuant to the Agreement.

BCBSM, Inc.

By:

Name:

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DISPUTE RESOLUTION PROCESS

The following procedures shall be used to resolve any controversy or claim ("dispute") as provided in the Agreement. If any of these provisions are determined to be invalid or unenforceable, the remaining provisions shall remain in effect and binding on the parties to the fullest extent permitted by law.

Mediation

A dispute shall be submitted to voluntary mediation by mutual written agreement of the parties. In the mediation process, the parties will try to resolve their differences voluntarily with the aid of an impartial mediator, who will attempt to facilitate negotiations. The mediator will be selected by agreement of the parties. If the parties cannot agree on a mediator, a mediator will be designated by the American Arbitration Association ("AAA") or JAMS/Endispute at the request of a party. Any mediator so designated must be acceptable to all parties.

The mediation will be conducted as specified by the mediator and agreed upon by the parties. The parties agree to discuss their differences in good faith and to attempt, with the assistance of the mediator, to reach an amicable resolution of the dispute.

The mediation will be treated as a settlement discussion and therefore will be confidential. The mediator may not testify for either party in any later proceeding relating to the dispute. No recording or transcript shall be made of the mediation proceedings.

Each party will bear its own costs in the mediation. The fees and expenses of the mediator will be shared equally by the parties.

Arbitration

If a dispute has not been resolved within 5 days after the actions described in Section 17.1 of the Agreement or, if the parties agree to proceed with mediation, within 20 days after agreement to mediate has been reached (or a longer period, if the parties agree to extend the mediation), the dispute may be submitted to arbitration by either party.

The arbitration will be conducted before a panel of three arbitrators, regardless of the size of the dispute, to be selected as provided in the AAA Rules. Any issue concerning the extent to which any dispute is subject to arbitration, or concerning the applicability, interpretation, or enforceability of these procedures, including any contention that all or part of these procedures are invalid or unenforceable, shall be governed by the Federal Arbitration Act and resolved by the arbitrators. No potential arbitrator may serve on the panel unless he or she has agreed in writing to abide and be bound by these procedures.

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Unless otherwise provided for in the Agreement, the arbitrators may not award non-monetary or equitable relief of any sort. They shall have no power to award (i) damages inconsistent with the Agreement or (ii) punitive damages or any other damages not measured by the prevailing party's actual damages, and the parties expressly waive their right to obtain such damages in arbitration or in any other forum. In no event, even if any other portion of these provisions is held to be invalid or unenforceable, shall the arbitrators have power to make an award or impose a remedy that could not be made or imposed by a court deciding the matter in the same jurisdiction.

No discovery will be permitted in connection with the arbitration unless it is expressly authorized by the arbitration panel upon a showing of substantial need by the party seeking discovery.

All aspects of the arbitration shall be treated as confidential. Neither the parties nor the arbitrators may disclose the existence, content or results of the arbitration, except as necessary to comply with legal or regulatory requirements. Before making any such disclosure, a party shall give written notice to all other parties and shall afford such parties a reasonable opportunity to protect their interests.

The result of the arbitration will be binding on the parties, and judgment on the arbitrators' award may be entered in any court having jurisdiction.

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Exhibit F

Project Management Office (PMO) Standards

E&Y and Company will adhere to the following project management standards during the engagement of this contract.

- There will be one enterprise level Year 2000 plan for the Company. The Program Office established within Company's U.S. organization will maintain the Year 2000 Plan.
- All project plans will be created and maintained using Microsoft's project management tool, MS Project.
- Status reports for all projects will be semi-monthly and conform to Company's existing format.
- 4. An issues log will be maintained for each project.
- All project status reports must be submitted to the PMO for review prior to distribution.
- All documents created during the course of each Year 2000 project will be stored in electronic form in a designated Directory within the Company's Local Area Network (LAN) environment.
- All documents created during the course of each Year 2000 project will be created using tools established as standard products within the Company's environment. The tools used for this engagement include:
 - MS-Word
 - MS-Excel
 - MS-Powerpoint
 - MS-Project
 - MS-Access
- 8. Year 2000 project status meetings will be held at a designated time each week. Representatives from E&Y and Company are required to attend.
- E&Y will provide reports 'twice-a-month' that identify each on-site staff resource, number of hours worked, and activity assignment.

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Exhibit G

BLUE CROSS AND BLUE SHIELD OF MINNESOTA CONFIDENTIAL INFORMATION POLICY

All persons performing services for BCBSM, including employees, temporary staff, and contractors, must be aware of the confidentiality of the information handled in the course of a day.

Under the terms of the Minnesota Fair Information Reporting Act, all such persons are prohibited from disclosing personal and privileged information about subscribers, either to external parties or co-workers.

Personal information includes the subscriber's name, address, and health record information. It also includes identifiable information from which judgments can be made regarding the individual's character, habits, avocations, finances, occupations, general reputation, credit, health, or any other personal characteristics.

Privileged information includes any individually identifiable information that relates to a claim for benefits or a civil or criminal proceeding. It also includes information collected in connection with or in reasonable anticipation of a claim for benefits or civil or criminal proceeding.

A strict standard of confidentiality is necessary to ensure compliance with this and other state and federal laws. It is also necessary to protect the privacy and rights of BCBSM, its subsidiaries and affiliates, and its employees, subscribers and vendors.

Therefore, it is the policy of BCBSM that any disclosure of confidential or proprietary data, information, or records is forbidden except in situations where disclosure is necessary to carry out job-related responsibilities. Violation of confidentiality is grounds for termination of such person's work for BCBSM and, further, may be grounds for disciplinary action up to and including termination of employment.

I have read and understand the Confidential Information Policy stated above. I agree to comply with the Confidential Information protection policies of Blue Cross and Blue Shield of Minnesota.

Name	
10LD	(Please Print)

Signature

Date

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WISCONSIN PHYSICIANS SERVICE INSURANCE CORP.

(draft agreement)

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COORDINATION OF BENEFITS

AGREEMENT

between

WISCONSIN PHYSICIANS SERVICE INSURANCE CORPORATION

Madison, Wisconsin

and

BCBSM, INC. , dbu Blue Cross and Blue Shield of Minnesota -(otherwise known as BCBSM, Inc.)-St. Paul, MN

The parties, in order to effect coordination of benefits between supplemental insurance policies issued or administered by BCBSM, Inc. and the benefits under the provisions of the Health Insurance for the Aged and Disabled Act, as amended, hereby agree to the following:

ARTICLE I

DEFINITIONS

The term "Carrier" means Wisconsin Physicians Service Insurance Corporation, A. the Medicare Part B Carrier for the State of Wisconsin, to include the states of Illinois and Michigan effective August 1, 1998.

The term "BCBSM, Inc." shall collectively refer to BCBSM, Inc. and its affiliates Β. who have contracted with BCBSM, Inc. for the purpose of obtaining Medicare data and who execute the Agreement attached hereto and incorporated herein. Nerthall plie A 12 .

by reference as Exhibit A.

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- The state in the second state of the S. Aller The term "Secretary" means the Secretary of the U.S. Department of Health and Human Services or his/her delegate.
- The term "Act" means the Health Insurance for the Aged and Disabled Act, as D. amended.

- E. The term "services" means items or services (other than items or services listed in 42 USC 1395y) for which an eligible individual may be entitled to have payment made under 42 USC 1395k.
- F. The term "unit of information" means an explanation of a payment containing the data normally contained on the Explanation of Medicare Benefits Form (hereinafter called "EOMB") or an explanatory document prepared in lieu thereof.
- G. The term "HCFA" means the Health Care Financing Administration within the U.S. Department of Health and Human Services.
- H. The terms "policyholder" and "policyholders" mean the persons who are Medicare beneficiaries and are insured under Medicare supplemental insurance policies issued or administered by BCBSM, Inc. or by other insurers who contract with BCBSM, Inc. for the purpose of obtaining Medicare data against Medicare Part B expenses not paid or payable by Medicare.

ARTICLE II

FUNCTIONS TO BE PERFORMED BY CARRIER

Carrier shall perform during the period this Agreement is in effect the following functions with respect to Medicare payment for services rendered to policyholders, pursuant to the processing of their Medicare Part B claims covered under Title XVIII of the Act.

- A. Furnish to BCBSM, Inc. the unit of information for each request for Medicare payment processed by Carrier. This data shall be provided on a daily or weekly basis via computer magnetic tape or other form of electronic data communication for all method mutually agreed upon by the parties.
- B. Furnish to BCBSM, Inc. such information contained in Carrier's records that is requested in writing by BCBSM, Inc. as being reasonably necessary to confirm that services were provided to policyholders as reported in EOMBs or other claim documents, as mutually agreed upon by the parties.
- C. Establish and maintain a coordinating unit with which BCBSM, Inc. can coordinate any activities reasonably necessary and proper for the parties' effective performance of their respective functions under this Agreement.
- D. Notify BCBSM, Inc. within seven (7) business days after receipt if a magnetic tape is received which is not readable or invalid, incorrect or insufficient, for replacement at no additional cost to Carrier.

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E. Upon receipt from BCBSM, Inc. of the updated computer magnetic tape of current policyholders referred to in Article III, Paragraph C, below Carrier will integrate the updated information with its computer system within seven (7) business days.

ARTICLE III

FUNCTIONS TO BE PERFORMED BY BCBSM, Inc.

BCBSM, Inc. shall perform during the period this Agreement is in effect the following functions with respect to the processing of bills for services rendered to policyholders, pursuant to the processing of their Medicare Part B claims covered under Title XVIII of the Act:

- A. Establish and maintain a coordinating unit with which Carrier can coordinate any activities reasonably necessary and proper for the parties' effective performance of their respective functions under this Agreement.
- B. Furnish to Carrier prior to the effective date of this Agreement a complete computer magnetic tape, or other form of electronic data communication method indicating the name, BCBSM, Inc. contract or identifying number, and Health Insurance Claim Number for each policyholder covered under the provisions of Title XVIII of the Act.
- C. Furnish to Carrier each month a complete, updated computer magnetic tape or other form of electronic data communication method with the current policyholders.
- D. Certify to Carrier that: 1. The individual on whom the information is being provided is one of its insuredsorn self insured subscribes.

The information will be used solely for the purpose of processing the identified individual's Medicare supplement insurance claims,

- BCBSM, Inc. will safeguard the confidentiality of the data to prevent unauthorized access to it.
- Prior to adding another Medicaro Supplement insurer to BCBSM, Inc.'s eligibility file, BCBSM, Inc. will provide Carrier with that insurer's certification agreement as part of Exhibit A:

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F. Notify Carrier within seven (7) business days after receipt if a magnetic tape is received which is not readable or invalid, incorrect or insufficient, for replacement at no additional cost to BCBSM, Inc..

ARTICLE IV

FEES TO BE PAID BY BCBSM, Inc.

In consideration of the performance by Carrier of the functions set forth in Article II of this Agreement, BCBSM, Inc. shall pay the following fees to Carrier:

- A. Fifty four cents (\$0.54) for each original unit of information furnished, as provided in IIA. Paragraph LArticle
- B. One dollar (\$1.00) for each request directed to Carrier by BCBSM, Inc. which requires Carrier to submit information, other than as provided for under Paragraph A of this Article, to BCBSM, Inc..
- C. A one time installation fee of \$5,000.00.

Provided, however, the rates of payment specified in Paragraphs A and B of this Article shall be subject to modification and deemed effective as directed by HCFA/ except that any new rate warranted by a change in the Act shall be effective upon the effective date of such change in the Act.

During the period this Agreement is in effect, all fees under this article shall be due and payable not later than thirty (30) days after receipt by BCBSM, Inc. of Carrier's statement of fees charged for the functions performed during the calendar month immediately preceding the statement's billing date.

ARTICLE V

QUESTIONS OR INTERPRETATION OF THE ACT OR PRINCIPLES OF

BCBSM 82369

BCBSM, Inc. may refer questions of interpretations of the Act or Medicare Part B reimbursement Policy to Carrier.

ARTICLE VI

IMPROPER PAYMENTS

Neither party shall be liable to the other party for the negligent or intentional act or omission of the other party in connection with any improper payments generated as a result of this Agreement. BCBSM, Inc. shall be solely responsible for making Discuss with Jack recoveries for any improper payments, mult by Billin, Inc. 11 acorrect

ARTICLE VII

CONFIDENTIAL NATURE AND LIMITATIONS OF USE OF INFORMATION AND RECORDS

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BCBSM, Inc shall adopt policies and procedures to assure that information contained in its records and obtained from Carrier, or from others in carrying out its functions under this Agreement, shall be used by it and disclosed solely as provided in Section 1106 of the Act, as amended by Public Law 89-487, and the Regulations of the Secretary as prescribed thereunder. BCBSM, Inc shall retain all records pertaining to its functions performed under this Agreement for a period of seven (7) years.

Carrier agrees to maintain BCBSM, Ing, eligibility file in strictest confidence and the information in the eligibility file will be used by Carrier only to carry out and comply with the terms of this greement.

ARTICLE VIII

TERM OF AGREEMENT

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-cos of Subject to the right of either party to terminate this Agreement at any time as set forth in Article IX, this Agreement shall become effective on July 1, 1998, and end on June 30, 1999, provided, however, that it shall be automatically renewed for successive periods of one year each, subject to the right of termination set forth in Article IX:

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ARTICLE IX

TERMINATION OF AGREEMENT

- A. This Agreement may be terminated at any time upon mutual written agreement of the parties.
- B. Either Carrier or BCBSM, Inc. may terminate this Agreement at any time upon giving to the other party sixty (60) days advance written notice of such termination.
- C. This Agreement shall automatically terminate without notice to the parties upon the occurrence of any of the following events:
 - The liquidation or dissolution of either party, whether voluntary or involuntary, unless incidental to a reorganization of either party; of
 - The adjudication of either party as a bankrupt entity;
 - The execution by either party of an assignment for the benefit of creditors; *
 - 4. The appointment of a receiver for either party or a material portion of either party's assets, if the appointment is not vacated within ninety (90) days after the effective date of such appointment.

The party to which the event occurs shall notify the other party within five (5) days of such event.

D. Either party may terminate this Agreement for cause unless corrected by the breaching party as described herein. Termination for cause shall mean a material breach of any of the terms, conditions and/or provisions of this Agreement. Either party may terminate this Agreement for cause by issuing to the breaching party thirty (30) days advance written notice of termination, provided that such termination may be avoided by the breaching party by correcting its breach within said thirty (30) day period.

E. Upon termination of this Agreement for any reason, Carrier shall proceed to continue to provide the unit of information covered by this Agreement; provided such tapes were previously submitted to it by BCBSM, Inc. and are not yet processed on the effective date of termination. BCBSM, Inc. shall be responsible for paying Carrier for such units of information thereafter processed at the rate in effect under Article IV at the time of termination.

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BCBSM 82371

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F. This Agreement shall automatically terminate without notice to BCBSM, Inc. at any time Carrier ceases performing activities of a carrier as defined by the Act. Carrier shall notify BCBSM, Inc as soon as reasonably possible after Carrier ceases to be a carrier.

ARTICLE X

GOVERNING LAW

This Agreement is executed and has been delivered in the State of Wisconsin, and (shall be construed and enforced in accordance with the laws of the State of Wisconsin except to the extent governed by Federal Law. The parties consent to the jurisdiction of the Federal District Court for the Western District of Wisconsin, with respect to any proceeding arising out of this Agreement.

ARTICLE XI

RELATIONSHIP OF PARTIES

. Each party hereto is an independent contractor with respect to the other and not an agent, servant or employee thereof, or a joint venturer therewith.

B. It is expressly understood that without prior written authorization of the other party, neither party shall be the agent of the other and shall have no authorization whatsoever to bind the other party to the terms, conditions and/or provisions of any Agreements.

ARTICLE XII

ADVERTISING

- A. No promotional material, advertising circulars, radio or TV broadcasts, or other advertising in any form concerning BCBSM, Inc.shall be made, published or circulated by Carrier unless the prior written consent of BCBSM, Inc.has been obtained.
- B. No promotional material, advertising circulars, radio or TV broadcasts, or other advertising in any form concerning Carrier shall be made, published or circulated by BCBSM, Ing ynless the prior written consent of Carrier has been obtained.

BCBSM 82372

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ARTICLE XIII

MODIFICATION OF AGREEMENT

In the event that State or Federal laws or regulations should change, alter, or modify the present services or the standards of Medicare eligibility, the terms, conditions and/or provisions of this Agreement shall be changed accordingly.

ARTICLE XIV

INDEMNIFICATION AND HOLD HARMLESS

Subject to Article VI, each party agrees to indemnify, defend, and hold harmless the other party, its agents, officers, and employees from and against any and all liability to third parties, including defense costs and reasonable legal fees incurred in connection with claims for damages of any nature whatsoever arising directly from its negligent or intentionally wrongful performance or failure to perform its obligations hereunder.

ARTICLE XV

GENERAL PROVISIONS

No assignment of this Agreement nor of any benefit to accrue hereunder, in whole or in part, will be valid or in any way binding upon the parties without the prior written consent of the non-assigning party.

- B. No act of forbearance or toleration on the part of either party to this Agreement in favor of the other with respect to any term, condition and/or provision of this Agreement, either express, or implied, shall be construed as a waiver by either party of any of its rights hereunder.
- C. The invalidity, illegality, or unenforceability of any term, condition and/or provision of this Agreement shall not in any way affect, impair, invalidate or render unenforceable this Agreement or any other term, condition and/or provision hereof.
- D. Titles to paragraphs hereof are for information purposes only and shall not be construed as limiting or expanding the text thereof.

- E. This Agreement together with any attachments thereto constitutes the entire agreement between the parties hereto with respect to the subject matter hereof. No modification or amendment of any term, condition and/or provision of this Agreement shall be binding on any party hereto unless it is in writing and signed by the President or Vice President of each of the parties.
- F. All notices or modifications pursuant to this Agreement shall be made in writing:
 - Either by actual delivery of the document into the hands of the party entitled thereto; or
 - By mailing the document in the United States Mail to the last known address of the party entitled thereto, Certified Mail, Return Receipt Requested. The document shall be deemed to be received on the date of its mailing. All notices, requests, demands and other communications hereunder shall be forwarded to the following addresses:

If to BCBSM, Inc:

BCBSM, Inc.) 3535 Blue Cross Road P.O. Box 64560 St. Paul, MN 55164-0560 Attention: Shelagh Kalland

If to Carrier:

WISCONSIN PHYSICIANS SERVICE INSURANCE CORPORATION 1717 West Broadway Madison, Wisconsin 53713 Attention: Vice President, Medicare Division

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G. Neither this Agreement between Carrier and BCBSM, Inc. nor its attachments may be disclosed to any person or organization, other than HCFA, its authorized agents or as required by judicial or regulatory action, without the written consent of both Carrier and BCBSM, Inc., which consent shall not be unreasonably withheld.

attachments attachrents read to specify in Agreement.

ARTICLE XVI

AUDITS

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This Agreement and subsequent transfers of information for the Coordination of 5 Benefits are subject to review by the Health Care Financing Administration and/or the Office of Inspector General, Office of Audit or its subcontractor audit firms. The fees charged are subject to review and may be subject to revision based on the results of this review, and may supercede those found in Article IV.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in duplicate by their respective officers duly authorized to do so for and on the behalf of said corporations, to become effective in accordance with Article VIII.

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WISCONSIN PHYSICIANS SERVICE INSURANCE CORPORATION

BY_

James R. Riordan, President and Chief Executive Officer

DATE

BCBSM, Ing,

BY

Jack Yarbrough (Title) Calle DATE

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EXHIBIT A

CERTIFICATION AGREEMENT between WISCONSIN PHYSICIANS SERVICE INSURANCE CORPORATION ("Carrier")

		and	
Company Na	me:		
	("Af	filiate")	
Addre	SS:		
			with 8 the med to define
Whereas	Affiliate is an affiliate of BCBSM, Inc	and desires to obtain or	essover data from Carrier
through BCBSM.	Inc pursuant to an agreement betw	een BCBSM, Inc and A	milate; and
	Affiliate has read, understands and a enefits Agreement between Carrier a		terms and conditions of the
Now there	fore Carrier and Affiliate agree that	10	the second secon
	efore, Carrier and Affiliate agree that suant to the Coordination of Benefits	Agreement.	
Affiliate ce	rtifies to Carrier:	Linforest to define / Se	e consistad
	at the individual on whom the inform		
	at it will utilize the information solely initialized in the information solely initialized in the information in the informati	for the purpose of proces	ising the 15the Inchaldente
	at it will safeguard the confidentiality authorized access to it.	of the data and prevent	Holiste for any research , etc.
			· · · · · · · · · · · · · · · · · · ·
Company Name:	· · · · · · · · · · · · · · · · · · ·	WISCONSIN PHYS INSURANCE CORF	
By:		Ву:	
Title:		Title:	
Dote:		Date:	6
retephone No.: _		Telephone No.:	
			DCDSM 82376



YOUR CUSTOM DESIGNED SERVICE AGREEMENT



This SERVICE AGREEMENT entered into by and between:

BLUE CROSS INSURANCE

3535 Blue Cross Road Eagan, MN 55121

Proposal Number: 55705327700003

Proposal Date: July 8, 1999 Hereinafter referred to as "CUSTOMER" and BUILDING SYSTEMS AND SERVICES Division of Carrier Corporation Hereinafter referred to as "CARRIER"



BUILDING SYSTEMS AND SERVICES



THE ULTIMATE IN SERVICE FLEXIBILITY

BCBSM 82005

Carrier Corporation

SERVICEPLUS

This SERVICE AGREEMENT shall be administrated by CARRIER Commercial Systems and Services' office presently located at:

7550 Washington Avenue South Eden Prairie, MN 55344

EQUIPMENT SERVICED

See "Equipment List" section for a list of equipment included in this SERVICE AGREEMENT.

AGREEMENT PRICE

The AGREEMENT PRICE in year one shall be \$35,208 payable \$2,934 Per Month. The TOTAL AGREEMENT PRICE is \$35,208 covering a term of 1 years.

AGREEMENT TERM

This AGREEMENT shall become effective upon August 1, 1999 and shall continue for a 1 year term, and from year-to-year thereafter. Either party may terminate this AGREEMENT according to the Early Termination Schedule, if any, or at the end of the first 1 year term or prior to the end of any subsequent year by giving the other party at least thirty (30) days prior written notice.

ACCEPTANCE AND APPROVAL

This shall become a valid AGREEMENT upon signature by CUSTOMER and signature by a CARRIER representative in the CARRIER Approval blocks below. The undersigned acknowledges and agrees by its signature that the General Provisions, Scope of Service, and any amendment or addenda prepared by CARRIER with respect thereto constitutes the entire AGREEMENT. No agent of CARRIER or employee shall have authority to alter or waive any General Provision unless written approval is obtained from CARRIER headquarters.

SUBMITTED BY:	DATE	B
Execution by Authorized RepreserBall CUSTOMER ACCEPTANCE: BLUECROSS BLUESHIELD OF MINNES Customer Company Name	CARRIER APPROVAL:	COMMERCIAL SYSTEMS AND SERVICES Division of Carrier Corporation
Title	Carrier Approval (typed/printed	d name)
stomer Acceptance (signature) Date	Canier Approval (signature)	Date
Carrier Corporation Printed In	USA. 1298 808-305	2





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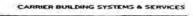
SERVICE AGREEMENT SUMMARY

Model:CARRIER 19C CENTRIFUGAL CHILLERSQuantity:2Serial Numbers:13599 & 13600

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Model:CARRIER 19EA CENTRIFUGAL CHILLERQuantity:1Serial Number:22434

Task and Options	Frequency: Year 1		
MAJOR OPERATING INSPECTION UBRICATE EQUIPMENT AS REQUIRED (OPTION) MEG MOTOR (OPTION)	1.2000 (<mark>1</mark> x x	× *	
	Frequency:		
Task and Options	Year 1		
ROUTINE OPERATING INSPECTION	5.925.9 3	86-	
5. A. (15. 2. A. (19. 19. 19. 19. 19. 19. 19. 19. 19. 19.	Frequency:		
Task and Options	Year 1		
REPAIR SERVICES	A/R		
EMERGENCY CALLS (OPTION)	A/R		
LEAK REPAIR LABOR (OPTION)	A/R		
MAJOR REPAIR LABOR (OPTION)	A/R	Efficient.	
MAJOR REPAIR MATERIAL (OPTION)	A/R	718. 7.8 Year	· Parties
MINOR REPAIRS LABOR (OPTION)	A/R	and the second	
MINOR REPAIRS MATERIAL (OPTION)	A/R	ne-serenting the	Contract Contractions
REFRIGSIDE TUBE REPAIR LABOR (OPTION) REFRIGSIDE TUBE REPAIR MATERIAL (OPTION)	A/R A/R	CONTRACTOR OF CONTRACTOR	and the second states and the
6			
	· Frequency:		
Task and Options	Year 1		

 Task and options
 Teal 1

 ANNUAL PREVENTIVE MAINTENANCE
 1

 SETUANCE OIL (OPTION)
 X

 LUBRICATE EQUIPMENT AS REQUIRED (OPTION)
 X

 MEOGER COMPRESSOR MOTOR (OPTION)
 X

 REMOVE OIL SAMPLE FOR ANALYSIS (OPTION)
 X

 REPLACE OIL FILTER/DRIER (ARR) (OPTION)
 X

SERVICE PLUS

EQUIPMENT LIST

COOLING Quantity: 2

Model: CARRIER 19C CENTRIFUGAL CHILLERS Serial Number: 13599 & 13600

Quantity: 1

Model: CARRIER 19EA CENTRIFUGAL CHILLER Serial Number: 22434



TASK ACTION LIST

	THORE	ACTION LIOT	
Model:	CARRIER 19C CENTRIFUGAL	CHILLERS	
Quantity:	2		
Serial Numbers:	13599 & 13600		
		Frequency:	
Task and Actions		Year I	
MAJOR OPERATING	INSPECTION -	1	
AND DECEMBER OF A DECEMBER	STOMER UPON ARRIVAL	×	
	TAG ALL CIRCUITS TUP INSTRUCTIONS-DESIGN DATA	x	-
CHECK MACHI		x	
CHECK REFRIC		x	
1. N. M. M. 1. 1. 1. 1. 1.	YSTEM, OIL LEVEL, COLOR, TEMP. R EQUIPMENT MANUFACTURER	x	
a star it as	ED WATER FLOW	x	
	ENSER WATER FLOW	< x	
RESTORE POW	PRESSOR MOTOR	x	
a second a second second second second	OL, POWER AND PIPING	x	and the second
START EQUIPM		x 101 101	and the second s
PERFORM CON		×	12 22 12
CONTRACTOR PROVIDED AND A DESCRIPTION	NE IN TEMPERATURE	x	
	NE OUT TEMPERATURE	A A A A A A A A A A A A A A A A A A A	and the second sec
	NE FLOW DELTA P NE PUMP DELTA P	SARKARDAR ST	Part in the first
	REFRIGERANT TEMPERATURE	X	Rowers and the second
LOO COOLER I	The second		
LOG COOLER I	ER WATER IN TEMPERATURE	X 10.01 X	STREAM THE THE STREAM S
LOG CONDENS	ER WATER OUT TEMPERATURE	x	A CONTRACTOR OF
	ER WATER FLOW DELTA P	a Ba fa Ba	F.A. W. T. MARCH?
	ER WATER PUMP DELTA P	THE STOL OF	
LOG CONDENS	SING PRESSURE	X	
LOG COND SU	BCOOLER TEMPERATURE	The alter 145	TAN. SHATTARE
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LOG OIL LEVE		a sin an	MARCHENEST PETT
LOG OIL PUMP		X	· · · · · · · · · · · · · · · · · · ·
LOG OIL SUMP		x	
LOO BEARING			一般的"小学生"的变形的"空气"的
LOG OIL SUPPL	LY PRESSURE SURE DIFFERENTIAL	Cirk The 😴	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
LOG TYPE-L SU	JCTION PRESSURE	x	
	ISCHARGE PRESSURE	• • x	
LOG EXHAUST	-CHAMBER PRESSURE	x	÷.
LOG WATER IN	DICATION (QUANTITY)	x	
LOG LINE VOL		x	
the second se	ONTROL SEQUENCE	x	
LOG START CO		x	and the second second
CHECK GENER	AL OPERATING CONDITION	x	and the second second
CHECK OPERA	TING AND SAFETY CONTROLS	1994 - L 🔹 🖓	
	ACHES THROUGH CALCULATION	x	
LOG READING	S AS INDICATED ABOVE	x	6 V
· CLEAN EXTER	IOR OF MACHINE	x	
CLEAN UP WO		X	in the mark
REPORT TO CL	JST, ADVISE & OBTAIN SIGNATURE	x	and the second s
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	Frequency:	
Task and Actions	Year I	
ROUTINE OPERATING INSPECTION	3	
REPORT TO CUSTOMER UPON ARRIVAL	x -	
LOG CHW/BRINE IN TEMPERATURE	x	
LOG CHW/BRINE OUT TEMPERATURE	× 1	
LOG CHW/BRINE FLOW DELTA P	x	
LOG CHW/BRINE PUMP DELTA P	×	
LOG COOLER REFRIGERANT TEMPERATURE	x	
LOG COOLER PRESSURE	x	
LOG COOLER LTD	x	
LOG CONDENSER WATER IN TEMPERATURE	x	1
LOG CONDENSER WATER OUT TEMPERATURE		
LOG CONDENSER WATER FLOW DELTA P		1. 1
LOG CONDENSER WATER PUMP DELTA P		
LOG CONDENSER REFRIGERANT TEMP	i an star i an	1 A A A A A A
LOG CONDENSING PRESSURE	2 4 1 4 1 A	1. 1
LOG COND SUBCOOLER TEMPERATURE	Carlor and the server of the	La management and a second
	a service services and services	1
LOG CONDENSER LTD	- The second second second	
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LOG MOTOR AMPERAGE LI	×	a sum a sum a series
LOG MOTOR AMPERAGE L2	1	
LOG MOTOR AMPERAGE L3	x	
LOG OIL LEVEL	State Alter Antonio and	
LOG OIL PUMP CURRENT	x	A HOLE
LOG OIL SUMP TEMPERATURE	AND AND AND A STATE AND A STAT	
LOG OIL SUMP PRESSURE	x	and the second second
LOG BEARING TEMPERATURE	X	and the second second
LOG OIL SUPPLY PRESSURE	x	the state of the s
SLOG OIL PRESSURE DIFFERENTIAL	x	a straight have been to the
LOG EXHAUST FREQUENCY	x	
STUG WATER INDICATION (QUANTITY)	i a i i i i i i i i i i i i i i i i i i	
LOG LINE VOLTAGE	x	
ELECTRANSFER TIME	THE LAND AND A	形式。《西南西西南部部
LOG START/CONTROL SEQUENCE	x	
LOG START COUNTS		Could Destruction of the
CHECK GENERAL OPERATING CONDITION	x	and the second second second second second
CHECK REFRIGERANT CHARGE	A State of the second sec	
CHECK PURGE OPERATION	x	a surface and surface and surface
CHECK DEHYDRATOR	The R is the second	
CHECK OPERATING AND SAFETY CONTROLS	X	ALL CONTRACTORS AND A DESCRIPTION
CHECK CHILLED WATER FLOW SWITCH	TANK TANK	
CHECK LUBE SYSTEM, OIL LEVEL, COLOR, TEMP.	X	and the second states and the second states and the second states and second state
LUBRICATE PER EQUIPMENT MANUFACTURER	- Contractor Contractor	Stores - 4 Mr L
LOG STARTER VOLTAGE	X	and the start of the
LOG STARTER AMPERAGE	CLEAR BEILEY - PLATE THE	NULL CARLS AND FREME
CHECK TRANSITION TIME	8 - 10 - 10 - 10 - 10 - 10 - 10 - 10 - 1	and the second sec
CHECK APPROACHES THROUGH CALCULATION	- Charles and the second second	a i a ser star and a second
CHECK 'ON-STOP FUNCTION	nenaziere e 🖉 nen-anton i no	10 - 10 - 10 - 10 - 10 - 10 - 10 - 10 -
LOG READINGS AS INDICATED ABOVE		A 500 8 1 1 1 1
REVIEW AND EVALUATE LOG READINGS	A	R
CLEAN UP WORK STATION		1
REPORT TO CUST, ADVISE & OBTAIN SIGNATURE	A A F A	
Second to cost, ADVISE & OBTAIN SIGNATURE	X	

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Task and Actions	Frequency: Year 1	
PURGEOVERHAUL	1	
TEST FOR LEAKS / PRIOR TO PURGE OVERHAUL	x	
DISENGAGE POWER, LOCKOUT AND TAG	x	
REPLACE FILTER(S)	- · · x	·
REPLACE SIGHT GLASSES (PRGOVH)	x	
CHECK PRESSURE GAUGES (PRGOVH1)	x	
CHECK SOLENOID VALVE (PRGOVH)	x	
TEST AND ADJUST OPERATING CONTROLS (PRGOVH)	x	1 2 2 4 10
CLEAN AIR COOLED CONDENSER (OPTION)	x	
CHECK INSULATION (PRGOVH)	x	
CHECK PRESSURE GUAGES	x	
CHECK SAFETY SWITCHES (PRGOVH)	*	
REPLACE GASKETS (PRGOVH)	x	
REPLACE FILTER (PRGOVH)	×	
TEST AND ADJUST OPERATING CONTROLS (PRGOVHI)	x	
TEST AND ADJUST SAFETY CONTROLS (PRGOVH)	X	
CHECK SOLENOID VALVE (PRGOVH)	x	
RESTORE POWER, PREPARE FOR OPERATION	A A A A A A A A A A A A A A A A A A A	
CONTINUE WITH STOP ROUTINE TASKS	x	

Frequency:
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THE ULTIMATE IN SERVICE FLEXIBILITY

Model:CARRIER 19EA CENTRIFUGAL CHILLERQuantity:ISerial Numbers:22434

	Frequency:		
Task and Actions	Year 1		
MAJOR OPERATING INSPECTION	1		
REPORT TO CUSTOMER UPON ARRIVAL	x	4	4 - 7
LOCKOUT AND TAG ALL CIRCUITS	x	-	
REVIEW STARTUP INSTRUCTIONS-DESIGN DATA	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		2
CHECK MACHINE PRESSURE	×		
CHECK REFRIGERANT CHARGE	*		
CHECK LUBE SYSTEM, OIL LEVEL, COLOR, TEMP.	×		
LUBRICATE PER EQUIPMENT MANUFACTURER	÷.		
VERIFY CHILLED WATER FLOW	x		
VERIFY CONDENSER WATER FLOW		- 20 - 10 - F	
MEG COMPRESSOR MOTOR	1 N N		
RESTORE POWER	14 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	1 - N 40	21.15 124
CHECK CONTROL, POWER AND PIPING		4 9 1 1 1 1 1 2 M	
START EQUIPMENT	Sector Sector	美人 化电子分配 计外线	1958. S. 1
PERFORM CONTROLS TEST	an san bar a sa si	en (* 1917) - 2004	CELEVICE CHICK
CHECK MOTOR ROTATION	and the second second	5	- Ere
LOG CHW/BRINE IN TEMPERATURE			
LOG CHW/BRINE OUT TEMPERATURE	and a fair of the second second	72 . 013	
LOG CHW/BRINE FLOW DELTA P	anni a thursaith a fha nna a th		
LOG CHW/BRINE PUMP DELTA P		Strategies in the second	
LOG COOLER REFRIGERANT TEMPERATURE	X	- CONTRACTOR -	
LOG COOLER PRESSURE	TEM RESERVED TO BE AND	Red Aller The A.	
LOG COOLER LTD	X SAMONDAL ACCESSION ACCESSION	an an an an an	
COG CONDENSER WATER IN TEMPERATURE	MATHERS PROVIDENTS	en ser ser ser se	The second
LOG CONDENSER WATER OUT TEMPERATURE	terani in a pran manana ta pana n'' ni mante any. X	and an international states	Arr. Service
COGCONDENSER WATER FLOW DELTA P	FALST AND THE STATE OF THE STAT		56423 WS
LOG CONDENSER WATER PUMP DELTA P	A RANGE RANGER AND A REAL PROPERTY.	San a second state with the second	CERTICIES 14
EDG CONDENSER REFRIGERANT TEMP	The CALLS INT.	SEP. FA ISLEDE	TOTAL STATES
LOG CONDENSING PRESSURE	X	and the second states	200 CM 27-299 2.
LOG COND SUBCOOLER TEMPERATURE		STATE STREET	MAXY
LOG CONDENSER LTD	I	ter te te terber - ter bee beter terbe	and and server.
LOG VANE POSITION	THE STATE STATES		1221-1-1
LOG MOTOR AMPERAGE LI	and articles at the constraint of the second s	1	24/2 × 0.05
LOG MOTOR AMPERAGE L2	近日的原有常的战略的	CAL ALSO AND SHOULD AN	L:00-
LOG MOTOR AMPERAGE L3	X	e a tra crass constante e service a tra service a	· · · · ·
LOG OIL LEVEL		States and Constants	
LOG OIL PUMP CURRENT	X	rit - i tumi@http://	
LOG OIL SUMP TEMPERATURE	Harris Charles in X South State State State	CONTRACTOR AND	
LOG OIL SUMP PRESSURE	X		Real Cont
LOG BEARING TEMPERATURE	an think for the second	the second second second second	The states
LOG OIL SUPPLY PRESSURE	×	the state of the second	
LOG THERMAL-CHAMBER PRESSURE	Statistics and a state of	144, 19, 2 T 19 T 19	they strate
LOG EXHAUST FREQUENCY	x		
LOG WATER INDICATION (QUANITTY)	and the state of the second	4.1	a.c
LOG LINE VOLTAGE	x		
LOG TRANSFER TIME			a
LOG START/CONTROL SEQUENCE	x		
LOG START COUNTS			
CHECK GENERAL OPERATING CONDITION	x		
CHECK PURGE OPERATION			
CHECK OPERATING AND SAFETY CONTROLS	The second se		and the second
CHECK GUIDE VANE SHAFT OILER	The Case of the second		A 1.4
CHECK APPROACHES THROUGH CALCULATION	x		-
CHECK REFRIGERANT PUMP			· · · · · · · · · · · · · · · · · · ·
CHECK 'ON-STOP' FUNCTION		÷	1 X 10
CLEAN EXTERIOR OF MACHINE		21	A cost
CLEAN UP WORK STATION	2		
REPORT STARTUP COMPLETE			G
REPORT TO CUST, ADVISE & OBTAIN SIGNATURE			1.
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CARRIER BUILDING SYSTEMS & SERVICES

SERVICE PLUS

THE ULTIMATE IN SERVICE FLEXIBILITY

	Frequency:	
To I adding	Year I	
Task and Actions	3	
ROUTINE OPERATING INSPECTION	x	
REPORT TO CUSTOMER UPON ARRIVAL	x	
RECORD THE FOLLOWING LOG READINGS:	x	
LOG CHW/BRINE IN TEMPERATURE	x	
LOG CHW/BRINE OUT TEMPERATURE		
LOG CHW/BRINE FLOW DELTA P		
LOG CHW/BRINE PUMP DELTA P	*	
LOG COOLER REFRIGERANT TEMPERATURE		
LOG COOLER PRESSURE	2	
LOG COOLER LTD	*	
LOG CONDENSER WATER IN TEMPERATURE		
	2	
LOG CONDENSER WATER FLOW DELTA P	2	· · · · · · · · · · · · · · · · · · ·
LOG CONDENSER WATER PUMP DELTA P		
LOG CONDENSER REFRIGERANT TEMP		The second second second
LOG CONDENSING PRESSURE	A REAL SALE AND A	a contract of the second se
LOG COND SUBCOOLER TEMPERATURE		くってい、 日本にあることがかりを決した。 新作
LOG CONDENSER LTD	A 444	2
LOG VANE POSITION		[1] J. P. S., 199 (1998) [1] - 3.
LOG MOTOR AMPERAGE L1 LOG MOTOR AMPERAGE L2		
LOG MOTOR AMPERAGE L3		- 1
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LOG OIL LEVEL LOG OIL PUMP CURRENT		AND PROPERTY.
LOG OIL SUMP TEMPERATURE	CHRISTIAN CARACTER	The course of the second
LOG OIL SUMP PRESSURE	CANALANCE CONTRACT	A THE AND A CALL AND A THE AND A CALL AND A C
LOG BEARING TEMPERATURE	to be a substance of the	a a the second and a
LOG OIL SUPPLY PRESSURE	NORMAN AND AND AND AND AND AND AND AND AND A	Y DEFENSIVE FRAME STATE
LOG THERMAL-CHAMBER PRESSURE	NE DUTANIEN ANNE INN NAME	- Children and and and an
LOG EXHAUST FREQUENCY	STATES TO BE STATES	AND MARKED AND AND AND AND AND AND AND AND AND AN
- LOG WATER INDICATION (QUANTITY)	T	2.70 State - Jack State Newson Street Antibia Architecture - 171
LOGLINE VOLTAGE	LATS JACK S	
LOG TRANSFER TIME	Y X X X X X X X X X X X X X X X X X X X	En l'Andre d'antier, is preterant succession and
SELOG START/CONTROL SEQUENCE	read appendent and	
LOG START COUNTS	1.5435520 UNITED (****)	 producers cannot consider and consider and consider
CHECK GENERAL OPERATING CONDITION	Sector States and the	
CHECK REFRIGERANT CHARGE	X	A DESCRIPTION OF ALL DESCRIPTION OF ALL DESCRIPTION OF
CHIECK PURGE OPERATION	Ben Bork Antonio	
CHECK OPERATING AND SAFETY CONTROLS	X	and the second
CHECK CHILLED WATER FLOW SWITCH	LT. Abade I State	
CHECK LUBE SYSTEM, OIL LEVEL, COLOR, TEMP.	X	
LUBRICATE PER EQUIPMENT MANUFACTURER	and the same Kar of Soll	Sammar - start
CHECK GUIDE VANE SHAFT OILER	X	All and a second se
LOG STARTER VOLTAGE	同志の高速によった。	一個的自己的時代的調整的意思。
LOG STARTER AMPERAGE	x	
CHECK TRANSITION TIME	· · · ·	and the second states of the
CHECK APPROACHES THROUGH CALCULATION	x	
CHECK ON-STOP FUNCTION	÷ x	
LOG READINGS AS INDICATED ABOVE	x	
REVIEW AND EVALUATE LOG READINGS	x -	
CLEAN UP WORK STATION	x	
REPORT TO CUST, ADVISE & OBTAIN SIGNATURE	x	
	En an an an	
and the second sec	Frequency:	
Task and Actions	Year 1	
REPAIR SERVICES	A/R	
REPAIR SERVICES COVERAGE:	A/R	2.1
MINOR REPAIR DURING SCHEDULED (LABOR)	A/R	
MINOR MATERIAL DURING SCHEDULED VISIT	A/R	
EMERGENCY CALLS	A/R	
REFRIGERANT LEAK REPAIRS (LABOR)	A/R	A
MAJOR REPAIR (LABOR)	A/R	
MAJOR REPAIR (MATERIAL)	A/R	the second second
REFRIGERANT SIDE TUBES (LABOR)	A/R	And a second
REFRIGERANT SIDE TUBES (MATERIAL)	A/R	
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THE ULTIMATE IN SERVICE FLEXIBILITY

	Frequency:	
Task and Actions	Year 1	
ANNUAL PREVENTIVE MAINTENANCE	1	
REPORT TO CUSTOMER UPON ARRIVAL	x	2 2 4 1 A
DISCONNECT ALL CIRCUITS-(LOCKOUT & TAG)	x	
PRESSURIZE MACHINE (IF NECESSARY)	x	
LUBRICATE PER EQUIPMENT MANUFACTURER	x	
MEG COMPRESSOR MOTOR	A CONTRACTOR OF A	1
PULL OIL SAMPLE FOR ANALYSIS	x	
DRAIN OIL FROM SUMP	X	
REPLACE OIL FILTER	x	
CLEAN OIL COOLER SOLENOID STRAINER		
CALIBRATE SAFETY AND OPERATING CONTROL	The second	
CHECK GAUGES / INDICATOR LIGHTS	X	
REPLACE GASKETS (PRGOVH)	x	
RECHARGE WITH OIL	I STATES IN THE STATES	
TEST & ADJUST PRESSURE SWITCH		
TIGHTEN BOLTS, FLARES, ITEMS REMOVED	X	
RESTORE POWER	X	
PERFORM DRY RUN TEST	1. S. A.	
PERFORM CONTROLS TEST	X	
CLEAN UP WORK STATION	X	
REPORT TO CUST, ADVISE & OBTAIN SIGNATUR	E x	

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SCOPE OF SERVICE

PREVENTATIVE MAINTENANCE

MAJOR OPERATING INSPECTION(S)

The frequency of each major operating inspection is to be as indicated on the Service Summary Sheet(s) for each equipment type. This inspection is to be in accordance with each equipment manufacturer's recommendations and as per the task-action listing herein.

A Major Operating Inspection is to be performed at least at the first seasonal inspection each year to provide those items that are in addition to the Routine Operating Inspection(s). The intention is to prepare the equipment for upcoming seasonal demands by having the equipment ready to be put into operation.

ROUTINE OPERATING INSPECTION(S)

Each Routine Operating Inspection is to consist of the task-actions listed herein for each equipment type and to be performed at the frequency listed.

ANNUAL PREVENTIVE MAINTENANCE

Each Annual Preventive Maintenance is to consist of pre-scheduled recurring preventive maintenance actions which are to be performed on a yearly interval determined by equipment operating hours that may be recommended by each equipment manufacturer. These annual tasks are designed to prepare the equipment for prime operating condition so that the equipment will operate effectively, reliably, and efficiently during the peak demand months.

PARTS AND MATERIAL REPLACEMENT

Unless otherwise stated herein, replacement parts, oil, lubricants and materials (refrigerant is a separate item herein) are to be included as necessary to perform any Major Operating Inspection(s), Routine Operating Inspection(s), Annual Preventive Maintenance or Multi-year Preventive Maintenance tasks indicated on the Service Summary AGREEMENT. Also, replacement parts and materials are to be included for any Repair Service Material items indicated on the Service Summary AGREEMENT.

Replacement parts may be stocked by CARRIER for equipment covered herein to be based on each original equipment manufacturer's (OEM) recommendations for: routine expendable parts, normal annual stop replacement parts and multi-year stop replacement parts where applicable. Unless otherwise specified, CARRIER has the option of stocking parts locally or having access to vendor stocked parts for immediate delivery.

All parts used in the performance of this AGREEMENT shall be new and meet OEM specifications.



SCOPE OF SERVICE

REPAIR SERVICE

MINOR REPAIRS

Minor repairs shall consist of tasks which are performed during routine inspection(s) on an as needed basis that may require minor disassembly and removal of available inspection covers for minor repairs, measurements, and adjustments including replacement of routine expendable parts, controls, switches and indicator lamps. Labor and/or Material is to be included as indicated on the AGREEMENT.

EMERGENCY CALLS (Unscheduled Service)

Emergency Calls shall be provided when necessary to diagnose problems and perform minor adjustments between scheduled inspections. Unless otherwise indicated herein, Emergency Calls are to be available 365 days per year, 24 hours per day.

REFRIGERANT LEAK REPAIR LABOR

Refrigerant leak repair labor is included as indicated on the AGREEMENT. Leak repair labor consists of tightening bolts and flange fittings, replacing gaskets, replacing o-rings and if necessary welding, soldering or brazing to stop leaks of components or any refrigerant piping on or between two or more pieces of equipment.

MAJOR REPAIRS

Major repairs consist of the repair or replacement of moving parts, motor stators, motor rotors, and maintainable components that may have failed unexpectedly (except for those failures beyond CARRIER'S control as stated in General Provisions). Major Repairs include dip and bake motor windings where applicable. Labor and/or Material is to be included as indicated on the SERVICE AGREEMENT.

TUBE REPAIRS-REFRIGERANT SIDE

This service includes the repair or replacement of internal tubes, tube sheets, support sheets, distribution systems, liquid eliminators, drain/purge baffles, and components that contain or distribute refrigerant/lithium bromide within the equipment. This service covers tube failures that may result from the refrigerant/lithium bromide side of the equipment heat exchanger. Labor and/or Material is to be included as indicated on the SERVICE AGREEMENT.

REFRIGERANT MATERIAL

The percent of refrigerant material indicated on the SERVICE AGREEMENT is to be the percent of chiller's design refrigerant charge provided per year. The refrigerant provided is to be for the performance of any Major Operating Inspection(s), Routine Operating Inspection(s), Annual Preventive Maintenance, Multi-year Preventive Maintenance or any Repair Service tasks so indicated on the Service Summary Sheet(s) herein.

Any refrigerant material stocked on the job site by CARRIER for equipment covered herein is to be in approved storage containers and in accordance with ASHRAE Standard Safety Code for Mechanical Refrigeration (ANSI/ASHRAE 15-1994). Unless otherwise specified, CARRIER has the option of stocking refrigerant on CUSTOMER'S job site or having access to local stock for immediate delivery.

CFC-11 ASSURANCE PROGRAM (CAP)

The term of this service will be specified in the SERVICE AGREEMENT but shall not extend beyond December 31, 2003.

This CAP Refrigerant Agreement is a cooperative effort between the CUSTOMER and CARRIER to:

- A. INSURE AVAILABILITY OF CFC-11 REFRIGERANT UNTIL DECEMBER 31, 2003 FOR A FIXED ANNUAL PRICE.
- B. PROVIDE TIME TO DEVELOP A PLAN TO REPLACE EXISTING CFC CHILLER(S) WITH NEW HFC-134A ROTARY OR ABSORPTION CHILLER(S).
- C. REDUCE REFRIGERANT EMISSIONS.

CUSTOMER agrees to:

- A. Maintain a Service Agreement with CARRIER.
- B. Authorize CARRIER to repair any refrigerant leaks.

CARRIER agrees to:

- A. Utilize service practices and tools designed to reduce refrigerant loss.
- B. Provide refrigerant per ARI standards at no additional cost.
- C. Guarantee the availability of a CARRIER replacement chiller.
- D. Credit CUSTOMER, at market level buyback price, for CFC-11 assigned to CARRIER at the time of chiller replacement

Equipment Covered:

The Chiller(s) covered under this CAP Service Agreement are on a separate attached list or are indicated "Refrigerant Agreement" on the Service Agreement Summary Sheet(s).

GUARANTEE:

Should CARRIER be unable to provide CFC-11 refrigerant for any chiller under this Refrigerant Agreement, CUSTOMER will receive a one-time credit of ten thousand dollars (\$10,000) with respect to such chiller. The credit may be used toward the purchase of any CARRIER product or service and it is the CUSTOMER'S exclusive remedy for unavailability of CFC-11 refrigerant.

CARRIER'S commitment to perform this Agreement is based upon the current laws, statutes and regulations ("Regulations") applicable to CFC-11 refrigerant. If these Regulations should change, CARRIER reserves the right to terminate this Agreement without further obligation.

SUBMITTED BY:	DATE:
CUSTOMER ACCEPTANCE:	CARRIER APPROVAL: COMMERCIAL SYSTEMS & SERVICES DIVISION OF CARRIER CORPORATION
Company Name (Customer)	
Accepted by (signature)	Accepted by (signature)
Accepted by (typed/printed name)	Accepted by (typed/printed name)
Title	Title
Customer Acceptance Date	Carrier Approval Date

CODICO NUM DING SYSTEMS & SERVICES

SCOPE OF SERVICE

GENERAL SERVICES

ENVIRONMENTAL, HEALTH AND SAFETY

CARRIER is committed to conducting its operations in compliance with all environmental regulations and to providing a safe and healthful workplace for all of its employees. Our environmental, health and safety goals include preventing incidents that harm the environment, accidental injury to our employees and visitors, and/or exposure to harmful chemical or physical agents. Our goals also include the elimination of accidents that cause property loss, environmental damage, or result in the interruption to our business. To achieve these goals, environmental and safety rules and procedures will be enforced equally with production, quality, cost and ethical standards. Our objective is to provide quality products and services while actively conserving our human and natural resources. CARRIER firmly believes that all accidents and undesirable environmental incidents are preventable. Furthermore, every job can, and will, be done safely and in an environmentally-sound manner. Realization of these goals and objectives will demand maximum effort from every employee.

CARRIER's EH&S GOALS:

- A. Create and maintain "Safety Awareness". Safety is everyone's responsibility, therefore make safety an integral part of every service job.
- B. Strive to maintain a hazard-free work environment by requiring everyone to provide special attention to the equipment, processes and procedures utilized in the performance of our work.
- C. Provide for the safeguarding of our employees while improving the effectiveness of our quality assurance and customer satisfaction programs.
- D. Ensure compliance with applicable standards, regulations and codes established by local, state and federal agencies (re:OSHA).
- E. Utilize safety and health training, positive reinforcement techniques, identification, evaluation and correction of hazards and unsafe work procedures and performance to achieve regulatory compliance.
- F. Significant reduction in lost-time injuries, reportable accidents with the long range goal of no losttime injuries and no recordable accidents.
- G. Active participation by all CARRIER employees in applicable aspects of the safety program.
- H. Provide CARRIER service operations with effective training based on both OSHA and CARRIER Safety Standards in the recognition, evaluation and control of hazards and dangerous work procedures and performances.
- Establish safety kits to provide proper personal protective equipment for the assigned tasks.
- J. Establishment of procedures for natural disasters, fire and emergency situations, including safe locations, exit routes, methods for accounting for employees in natural disasters.
- K. Achieve and ensure the implementation of the safety program with the performance of safety, health and record-keeping audits by representatives of CARRIER's Safety Committee, and if necessary, enforcement through an accepted, written, adequately communicated disciplinary program.
- L. Baseline' plot of equipment under current standard conditions.



Standard Form of Agreement Between Owner and Architect

AIA Document B141 - Electronic Format

THIS DOCUMENT HAS IMPORTANT LEGAL CONSEQUENCES: CONSULTATION WITH AN ATTORNEY IS ENCOURAGED WITH RESPECT TO ITS COMPLETION OR MODIFICATION. AUTHENTICATION OF THIS ELECTRONICALLY DRAFTED AIA DOCUMENT MAY BE MADE BY USING AIA DOCUMENT D401.

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AGREEMENT

made as of the day of July in the year of Nineteen Hundred and Ninety-nine

BETWEEN the Owner:

(Name and address) Blue Gross Blue Spield of Minifesora (BCBSM) 9595 Blue Cross Road Stapaul MN

and the Architect: (Name and address) Architectural Alliance J. Glifford Avenue Soull anneapolis: MN 555403

For the following Project:

(Include detailed description of Project, location, address and scope.)

AC 100:000 GSL: (Subject to ryelification) during programming and schematic design phase) office building to be constructed adjacent to BCBSMS existing Riverpark facility at 3400 Yankee Drive in Eagan, Minnesola (Please refer to Attachment VAV

The Owner and Architect agree as set forth below.

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2003/019

TERMS AND CONDITIONS OF AGREEMENT BETWEEN OWNER AND ARCHITECT

ARTICLE 1 ARCHITECT'S RESPONSIBILITIES

1.1 ARCHITECT'S SERVICES

1.1.1 The Architect's services consist of those services performed by the Architect, Architect's employees and Architect's consultants as enumerated in Articles 2 and 3 of this Agreement and any other services included in Article 12.

1.1.2 The Architect's services shall be performed as expeditiously as is consistent with professional skill and care and the orderly progress of the Work. Upon request of the Owner, the Architect shall submit for the Owner's approval a schedule for the performance of the Architect's services which may be adjusted as the Project proceeds, and shall include allowances for periods of time required for the Owner's review and for approval of submissions by authorities having jurisdiction over the Project. Time limits established by this schedule approved by the Owner shall not, except for reasonable cause, be exceeded by the Architect or Owner.

1.1.3 The services covered by this Agreement are subject to the time limitations contained in Subparagraph 11.5.1.

ARTICLE 2 SCOPE OF ARCHITECT'S BASIC SERVICES

2.1 DEFINITION

2.1.1 The Architect's Basic Services consist of those described in Paragraphs 2.2 through 2.6 and any other services identified in Article 12 as part of Basic Services, and include normal structural, mechanical and electrical electrical and electrical and electrical and electrical electri

2.2 SCHEMATIC DESIGN PHASE

2.2.1 The Architect shall review the program furnished by the Owner to ascertain the requirements of the Project and shall arrive at a mutual understanding of such requirements with the Owner.

2.2.2 The Architect shall provide a preliminary

evaluation of the Owner's program, schedule and construction budget requirements, each in terms of the other, subject to the limitations set forth in Subparagraph 5.2.1.

2.2.3 The Architect shall review with the Owner alternative approaches to design and construction of the Project.

2.2.4 Based on the mutually agreed-upon program, schedule and construction budget requirements, the Architect shall prepare, for approval by the Owner, Schematic Design Documents consisting of drawings and other documents illustrating the scale and relationship of Project components.

2.2.5 The Architect shall submit to the Owner Creteral Contractors shall sprepate a preliminary estimate of Construction Cost based on current area, volume or other unit costs.

2.3 DESIGN DEVELOPMENT PHASE

2.3.1 Based on the approved Schematic Design Documents and any adjustments authorized by the Owner in the program, schedule or construction budget, the Architect shall prepare, for approval by the Owner, Design Development Documents consisting of drawings and other documents to fix and describe the size and character of the Project as to architectural, structural, mechanical and electrical systems, materials and such other elements as may be appropriate.

2.3.2 The Architect shall advise the Owner of anyadjustments to the preliminary estimate of Construction-Cost.

2.4 CONSTRUCTION DOCUMENTS PHASE

2.4.1 Based on the approved Design Development Documents and any further adjustments in the scope or quality of the Project or in the construction budget authorized by the Owner, the Architect shall prepare, for approval by the Owner, Construction Documents consisting of Drawings and Specifications setting forth in detail the requirements for the construction of the Project.

2.4.2 The Architect shall assist the Owner in the preparation of the necessary bidding information, bidding forms, the Conditions of the Contract, and the form of Agreement between the Owner and Contractor.

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2.4.3 The Architect shall advise the Owner of any adjustments to previous preliminary estimates of Construction Cost indicated by changes in requirements or general market conditions.

-2.4.4 The Architect shall assist the Owner in connection with the Owner's responsibility for filing documents required for the approval of governmental authorities having jurisdiction over the Project.

2.5 BIDDING OR NEGOTIATION PHASE

2.5.1 The Architect, following the Owner's approval of the Construction Documents and of the latest preliminary estimate of Construction Cost, shall assist the Owner in obtaining bids or negotiated proposals and assist inawarding and preparing contracts for construction.

2.6 CONSTRUCTION PHASE-ADMINISTRATION OF THE CONSTRUCTION CONTRACT

2.6.1 The Architect's responsibility to provide Basic Services for the Construction Phase under this Agreement commences with the award of the Contract for Construction and terminates at the earlier of the issuance to the Owner of the final Certificate for Payment or 60 days after the date of Substantial Completion of the Work.

2.6.2 The Architect shall provide administration of the Contract for Construction as set forth below and in the

tion of AIA Document A201, General Conditions of the ontract for Construction, current as of the date of this Agreement, unless otherwise provided in this Agreement.

2.6.3 Duties, responsibilities and limitations of authority of the Architect shall not be restricted, modified or extended without written agreement of the Owner and Architect with consent of the Contractor, which consent shall not be unreasonably withheld.

2.6.4 The Architect shall be a representative of and shall advise and consult with the Owner (1) during construction until final payment to the Contractor is due, and (2) as an Additional Service at the Owner's direction from time to time during the correction period described in the Contract for Construction. The Architect shall have authority to act on behalf of the Owner only to the extent provided in this Agreement unless otherwise modified by written instrument.

2.6.5 The Architect shall visit the site at intervals appropriate to the stage of construction or as otherwise agreed by the Owner and Architect in writing to become generally familiar with the progress and quality of the Work completed and to determine in general if the Work is being performed in a manner indicating that the Work when completed will be in accordance with the Contract Documents. However, the Architect shall not be required to make exhaustive or continuous on-site inspections to check the quality or quantity of the Work. On the basis of on-site observations as an architect, the Architect shall keep the Owner informed of the progress and quality of the Work, and shall endeavor to guard the Owner against defects and deficiencies in the Work. *Plore extensive site representation may be agreed to as an Additional Service, as described in Paragraph 3.2.*)

2.6.6 The Architect shall not have control over or charge of and shall not be responsible for construction means, methods, techniques, sequences or procedures, or for safety precautions and programs in connection with the Work, since these are solely the Contractor's responsibility under the Contract for Construction. The Architect shall not be responsible for the Contractor's schedules or failure to carry out the Work in accordance with the Contract Documents. The Architect shall not have control over or charge of acts or omissions of the Contractor, Subcontractors, or their agents or employees, or of any other persons performing portions of the Work.

2.6.7 The Architect shall at all times have access to the Work wherever it is in preparation or progress.

2.6.8 Except as may otherwise be provided in the Contract Documents or when direct communications have been specially authorized, the Owner and Contractor shall communicate through the Architect. Communications by and with the Architect's consultants shall be through the Architect.

2.6.9 Based on the Architect's observations and evaluations of the Contractor's Applications for Payment, the Architect shall review and certify the amounts due the Contractor.

2.6.10 The Architect's certification for payment shall constitute a representation to the Owner, based on the Architect's observations at the site as provided in Subparagraph 2.6.5 and on the data comprising the Contractor's Application for Payment, that the Work has progressed to the point indicated and that, to the best of the Architect's knowledge, information and belief, quality of the Work is in accordance with the Contract Documents. The foregoing representations are subject to an evaluation of the Work for conformance with the Contract Documents upon Substantial Completion, to results of subsequent tests and inspections, to minor deviations from the Contract Documents correctable prior to completion and to specific qualifications expressed by the Architect. The issuance of a Certificate for Payment shall further constitute a

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representation that the Contractor is entitled to payment in the amount certified. However, the issuance of a Certificate or Payment shall not be a representation that the Architect las (1) made exhaustive or continuous on-site inspections to check the quality or quantity of the Work, (2) reviewed construction means, methods, techniques, sequences or procedures, (3) reviewed copies of requisitions received from Subcontractors and material suppliers and other data requested by the Owner to substantiate the Contractor's right to payment or (4) ascertained how or for what purpose the Contractor has used money previously paid on account of the Contract Sum.

2.6.11 The Architect shall have authority to reject Work which does not conform to the Contract Documents. Whenever the Architect considers it necessary or advisable for implementation of the intent of the Contract Documents, the Architect will have authority to require additional inspection or testing of the Work in accordance with the provisions of the Contract Documents, whether or not such Work is fabricated, installed or completed. However, neither this authority of the Architect nor a decision made in good faith either to exercise or not to exercise such authority shall give rise to a duty or responsibility of the Architect to the Contractor, Subcontractors, material and equipment suppliers, their agents or employees or other persons performing portions of the Work.

2.6.12 The Architect shall review and approve or take other appropriate action upon Contractor's submittals such as

op Drawings, Product Data and Samples, but only for the aited purpose of checking for conformance with information given and the design concept expressed in the Contract Documents. The Architect's action shall be taken with such reasonable promptness as to cause no delay in the Work or in the construction of the Owner or of separate contractors, while allowing sufficient time in the Architect's professional judgment to permit adequate review. Review of such submittals is not conducted for the purpose of determining the accuracy and completeness of other details such as dimensions and quantities or for substantiating instructions for installation or performance of equipment or systems designed by the Contractor, all of which remain the responsibility of the Contractor to the extent required by the Contract Documents. The Architect's review shall not constitute approval of safety precautions or, unless otherwise specifically stated by the Architect, of construction means, methods, techniques, sequences or procedures. The Architect's approval of a specific item shall not indicate approval of an assembly of which the item is a component. When professional certification of performance characteristics of materials, systems or equipment is required by the Contract Documents, the Architect shall be entitled to rely upon such certification to establish that the materials,

systems or equipment will meet the performance criteria required by the Contract Documents.

2.6.13 The Architect shall prepare Change Orders and Construction Change Directives, with supporting documentation and data if deemed necessary by the Architect as provided in Subparagraphs 3.1.1 and 3.3.3, for the Owner's approval and execution in accordance with the Contract Documents, and may authorize minor changes in the Work not involving an adjustment in the Contract Sum or an extension of the Contract Time which are not inconsistent with the intent of the Contract Documents.

2.6.14 The Architect shall conduct inspections to determine the date or dates of Substantial Completion and the date of final completion, shall receive and forward to the Owner for the Owner's review and records written warranties and related documents required by the Contract Documents and assembled by the Contractor, and shall issue a final Certificate for Payment upon compliance with the requirements of the Contract Documents.

2.6.15 The Architect shall interpret and decide matters concerning performance of the Owner and Contractor under the requirements of the Contract Documents on written request of either the Owner or Contractor. The Architect's response to such requests shall be made with reasonable promptness and within any time limits agreed upon.

2.6.16 Interpretations and decisions of the Architect shall be consistent with the intent of and reasonably inferable from the Contract Documents and shall be in writing or in the form of drawings. When making such interpretations and initial decisions, the Architect shall endeavor to secure faithful performance by both Owner and Contractor, shall not show partiality to either, and shall not be liable for results of interpretations or decisions so rendered in good faith.

2.6.17 The Architect's decisions on matters relating to aesthetic effect shall be final if consistent with the intent expressed in the Contract Documents.

2.6.18 The Architect shall render written decisions within a reasonable time on all claims, disputes or other matters in question between the Owner and Contractor relating to the execution or progress of the Work as provided in the Contract Documents.

2.6.19 The Architect's decisions on claims, disputes or other matters, including those in question between the Owner and Contractor, except for those relating to aesthetic effect as provided in Subparagraph 2.6.17, shall be subject to arbitration as provided in this Agreement and in the Contract

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Documents.

ARTICLE 3 ADDITIONAL SERVICES

3.1 GENERAL

3.1.1 The services described in this Article 3 are not included in Basic Services unless so identified in Article 12, and they shall be paid for by the Owner as provided in this Agreement, in addition to the compensation for Basic Services. The services described under Paragraphs 3.2 and 3.4 shall only be provided if authorized or confirmed in writing by the Owner. If services described under Contingent Additional Services in Paragraph 3.3 are required due to circumstances beyond the Architect's control. the Architect shall notify the Owner prior to commencing such services. If the Owner deems that such services described under Paragraph 3.3 are not required, the Owner shall give prompt written notice to the Architect. If the Owner indicates in writing that all or part of such Contingent Additional Services are not required, the Architect shall have no obligation to provide those services.

3.2 PROJECT REPRESENTATION BEYOND BASIC SERVICES

3.2.1 If more extensive representation at the site than is described in Subparagraph 2.6.5 is required, the Architect shall provide one or more Project Representatives to assist in rying out such additional on-site responsibilities.

3.2.2 Project Representatives shall be selected, employed and directed by the Architect, and the Architect shall be compensated therefor as agreed by the Owner and Architect. The duties, responsibilities and limitations of authority of Project Representatives shall be as described in the edition of AIA Document B352 current as of the date of this Agreement, unless otherwise agreed.

3.2.3 Through the observations by such Project Representatives, the Architect shall endeavor to provide further protection for the Owner against defects and deficiencies in the Work, but the furnishing of such project representation shall not modify the rights, responsibilities or obligations of the Architect as described elsewhere in this Agreement.

3.3 CONTINGENT ADDITIONAL SERVICES

3.3.1 Making revisions in Drawings, Specifications or other documents when such revisions are:

.1 inconsistent with approvals or instructions previously given by the Owner, including revisions made necessary by adjustments in the Owner's program or Project budget;

- .2 required by the enactment or revision of codes, laws or regulations subsequent to the preparation of such documents; or
- .3 due to changes required as a result of the Owner's failure to render decisions in a timely manner.

3.3.2 Providing services required because of significant changes in the Project including, but not limited to, size, quality, complexity, the Owner's schedule, or the method of bidding or negotiating and contracting for construction, except for services required under Subparagraph 5.2.5.

3.3.3 Preparing Drawings, Specifications and other documentation and supporting data, evaluating Contractor's proposals, and providing other services in connection with Change Orders and Construction Change Directives.

3.3.4 Providing services in connection with evaluating substitutions proposed by the Contractor and making subsequent revisions to Drawings, Specifications and other documentation resulting therefrom.

3.3.5 Providing consultation concerning replacement of Work damaged by fire or other cause during construction, and furnishing services required in connection with the replacement of such Work.

3.3.6 Providing services made necessary by the default of the Contractor, by major defects or deficiencies in the Work of the Contractor, or by failure of performance of either the Owner or Contractor under the Contract for Construction.

3.3.7 Providing services in evaluating an extensive number of claims submitted by the Contractor or others in connection with the Work.

3.3.8 Providing services in connection with a public hearing, arbitration proceeding or legal proceeding except where the Architect is party thereto.

3.3.9 Preparing documents for alternate, separate or sequential bids or providing services in connection with bidding, negotiation or construction prior to the completion of the Construction Documents Phase.

3.4 OPTIONAL ADDITIONAL SERVICES

3.4.1 Providing analyses of the Owner's needs and programming the requirements of the Project.

3.4.2 Providing financial feasibility or other special

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6.3

studies.

4.3 Providing planning surveys, site evaluations or omparative studies of prospective sites.

3.4.4 Providing special surveys, environmental studies and submissions required for approvals of governmental authorities or others having jurisdiction over the Project.

3.4.5 Providing services relative to future facilities, systems and equipment.

3.4.6 Providing services to investigate existing conditions or facilities or to make measured drawings thereof

3.4.7 Providing services to verify the accuracy of drawings or other information furnished by the Owner.

3.4.8 Providing coordination of construction performed by separate contractors or by the Owner's own forces and coordination of services required in connection with construction performed and equipment supplied by the Owner.

3.4.9 Providing services in connection with the work of a construction manager or separate consultants retained by the Owner.

- 3.4.10 Providing detailed estimates of Construction Cost.
- 1.11 Providing detailed quantity surveys or inventories of lerial, equipment and labor.

3.4.12 Providing analyses of owning and operating costs.

3.4.13 Providing interior design and other similar services required for or in connection with the selection, procurement or installation of furniture, furnishings and related equipment.

3.4.14 Providing services for planning tenant or rental spaces.

3.4.15 Making investigations, inventories of materials or equipment, or valuations and detailed appraisals of existing facilities.

3.4.16 Preparing a set of reproducible record drawings showing significant changes in the Work made during construction based on marked-up prints, drawings and other data furnished by the Contractor to the Architect.

3.4.17 Providing assistance in the utilization of equipment or systems such as testing, adjusting and balancing, preparation of operation and maintenance manuals, training personnel for operation and maintenance, and consultation during operation.

3.4.18 Providing services after issuance to the Owner of the final Certificate for Payment, or in the absence of a final Certificate for Payment, more than 60 days after the date of Substantial Completion of the Work.

3.4.19 Providing services of consultants for other than architectural, structural, mechanical and electrical engineering portions of the Project provided as a part of Basic Services.

3.4.20 Providing any other services not otherwise included in this Agreement or not customarily furnished in accordance with generally accepted architectural practice.

ARTICLE 4 OWNER'S RESPONSIBILITIES

4.1 The Owner shall provide full information regarding requirements for the Project, including a program which shall set forth the Owner's objectives, schedule, constraints and criteria, including space requirements and relationships, flexibility, expandability, special equipment, systems and site requirements.

4.2 The Owner shall establish and update an overall budget for the Project, including the Construction Cost, the Owner's other costs and reasonable contingencies related to all of these costs.

4.3 If requested by the Architect, the Owner shall furnish evidence that financial arrangements have been made to fulfill the Owner's obligations under this Agreement.

4.4 The Owner shall designate a representative authorized to act on the Owner's behalf with respect to the Project. The Owner or such authorized representative shall render decisions in a timely manner pertaining to documents submitted by the Architect in order to avoid unreasonable delay in the orderly and sequential progress of the Architect's services.

4.5 The Owner shall furnish surveys describing physical characteristics, legal limitations and utility locations for the site of the Project, and a written legal description of the site. The surveys and legal information shall include, as applicable, grades and lines of streets, alleys, pavements and adjoining property and structures; adjacent drainage; rights-of-way, restrictions, easements, encroachments, zoning, deed restrictions, boundaries and contours of the site; locations, dimensions and necessary data pertaining to

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existing buildings, other improvements and trees; and information concerning available utility services and lines,

h public and private, above and below grade, including verts and depths. All the information on the survey shall be referenced to a project benchmark.

4.6 The Owner shall furnish the services of geotechnical engineers when such services are requested by the Architect. Such services may include but are not limited to test borings, test pits, determinations of soil bearing values, percolation tests, evaluations of hazardous materials, ground corrosion and resistivity tests, including necessary operations for anticipating subsoil conditions, with reports and appropriate professional recommendations.

4.6.1 The Owner shall furnish the services of other consultants when such services are reasonably required by the scope of the Project and are requested by the Architect.

4.7 The Owner shall furnish structural, mechanical, chemical, air and water pollution tests, tests for hazardous materials, and other laboratory and environmental tests, inspections and reports required by law or the Contract Documents.

4.8 The Owner shall furnish all legal, accounting and insurance counseling services as may be necessary at any time for the Project, including auditing services the Owner may require to verify the Contractor's Applications for Payment or to ascertain how or for what purposes the ractor has used the money paid by or on behalf of the ner.

4.9 The services, information, surveys and reports required by Paragraphs 4.5 through 4.8 shall be furnished at the Owner's expense, and the Architect shall be entitled to rely upon the accuracy and completeness thereof.

4.10 Prompt written notice shall be given by the Owner to the Architect if the Owner becomes aware of any fault or defect in the Project or nonconformance with the Contract Documents.

4.11 The proposed language of certificates or certifications requested of the Architect or Architect's consultants shall be submitted to the Architect for review and approval at least 14 days prior to execution. The Owner shall not request certifications that would require knowledge or services beyond the scope of this Agreement.

ARTICLE 5 CONSTRUCTION COST

5.1 DEFINITION

5.1.1 The Construction Cost shall be the total cost or estimated cost to the Öwner of all elements of the Project designed or specified by the Architect.

5.1.2 The Construction Cost shall include the cost at current market rates of labor and materials furnished by the Owner and equipment designed, specified, selected or specially provided for by the Architect, plus a reasonable allowance for the Contractor's overhead and profit. In addition, a reasonable allowance for contingencies shall be included for market conditions at the time of bidding and for changes in the Work during construction.

5.1.3 Construction Cost does not include the compensation of the Architect and Architect's consultants, the costs of the land, rights-of-way, financing or other costs which are the responsibility of the Owner as provided in Article 4.

5.2 RESPONSIBILITY FOR CONSTRUCTION COST

5.2.1 Evaluations of the Owner's Project budget, preliminary estimates of Construction Cost and detailed estimates of Construction Cost, if any, prepared by the Architect, represent the Architect's best judgment as a design professional familiar with the construction industry. It is recognized, however, that neither the Architect nor the Owner has control over the cost of labor, materials or equipment, over the Contractor's methods of determining bid prices, or over competitive bidding, market or negotiating conditions. Accordingly, the Architect cannot and does not warrant or represent that bids or negotiated prices will notvary from the Owner's Project budget or from any estimate of Construction Cost or evaluation prepared or agreed to by the Architect.

Insert A 5.21 A General Contractor shalled responsibles for establishing the construction costs which shall be guaranteed at the conclusion of the Design Development phases to the Architect will cooperate with the Owner, and the Couldactor milling process

5.2.2 No fixed limit of Construction Cost shall be established as a condition of this Agreement by the furnishing, proposal or establishment of a Project budget, unless such fixed limit has been agreed upon in writing and signed by the parties hereto. If such a fixed limit has been established, the Architect shall be permitted to include contingencies for design, bidding and price escalation, to determine what materials, equipment, component systems and types of construction are to be included in the Contract Documents, to make reasonable adjustments in the scope of the Project and to include in the Contract Documents

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alternate bids to adjust the Construction Cost to the fixed limit. Fixed limits, if any, shall be increased in the amount

an increase in the Contract Sum occurring after execution in the Contract for Construction.

5.2.3 If the Bidding or Negotiation Phase has not commonced within 90 days after the Architect submits the Construction Documents to the Owner, any Project budget or fixed limit of Construction Cost shall be adjusted to reflect changes in the general level of prices in the construction industry between the date of submission of the Construction Documents to the Owner and the date on which proposals are sought.

5.2.4 If -a -fixed -limit of Construction -Cost -(adjusted -asprovided in -Subparagraph -5.2.3) -is -exceeded by -the -lowest bona fide bid or negotiated proposal, the Owner shall:

- .1 give-written approval of an increase in such fixed limit;
- authorize -rebidding or -renegotiating of the Project within a reasonable time;
- .3 if the Project is abandoned, terminate in accordance with Paragraph 8.3; or
- .4 cooperate in revising the Project scope and quality as required to reduce the Construction Cost.

2.5 If the Owner chooses to proceed under Clause 4.4, the Architect, without additional charge, shall modify the Contract Documents as necessary to comply with the fixed limit, if established as a condition of this Agreement. The modification of Contract Documents shall be the limit of the Architect's responsibility arising out of the establishment of a fixed limit. The Architect shall be entitled to compensation in accordance with this Agreement for allservices performed whether or not the Construction Phase is commenced.

ARTICLE 6

USE OF ARCHITECT'S DRAWINGS, SPECIFICATIONS AND OTHER DOCUMENTS

6.1 The Drawings, Specifications and other documents prepared by the Architect for this Project are instruments of the Architect's service for use solely with respect to this Project and, unless otherwise provided, the Architect shall be deemed the author of these documents and shall retain all common law, statutory and other reserved rights, including the copyright. The Owner shall be permitted to retain copies, including reproducible copies, of the Architect's Drawings, Specifications and other documents for information and reference in connection with the Owner's use and occupancy of the Project. The Architect's Drawings, Specifications or other documents shall not be used by the Owner or others on other projects, for additions to this Project or for completion of this Project by others, unless the Architect is adjudged to be in default under this Agreement, except by agreement in writing and with appropriate compensation to the Architect.

6.2 Submission or distribution of documents to meet official regulatory requirements or for similar purposes in connection with the Project is not to be construed as publication in derogation of the Architect's reserved rights.

ARTICLE 7 ARBITRATION

7.1 Claims, disputes or other matters in question between the parties to this Agreement arising out of or relating to this Agreement or breach thereof the shall-be subject to and decided by arbitration in accordance with the Construction Industry Arbitration Rules of the American Arbitration Association currently in effect unless the parties mutually agree otherwise.

7.2 Demand for arbitration shall be filed in writing with the other party to this Agreement and with the American Arbitration Association. A demand for arbitration shall be made within a reasonable time after the claim, dispute or other matter in question has arisen. In no event shall the demand for arbitration be made after the date when institution of legal or equitable proceedings based on such claim, dispute or other matter in question would be barred by the applicable statutes of limitations.

7.3 No arbitration arising out of or relating to this Agreement shall include, by consolidation, joinder or in any other manner, an additional person or entity not a party to this Agreement, except by written consent containing a specific reference to this Agreement signed by the Owner, Architect, and any other person or entity sought to be joined. Consent to arbitration involving an additional person or entity shall not constitute consent to arbitration of any claim, dispute or other matter in question not described in the written consent or with a person or entity not named or described therein. The foregoing agreement to arbitrate and other agreements to arbitrate with an additional person or entity duly consented to by the parties to this Agreement shall be specifically enforceable in accordance with applicable law in any court having jurisdiction thereof.

7.4 The award rendered by the arbitrator or arbitrators shall be final, and judgment may be entered upon it in

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accordance with applicable law in any court having jurisdiction thereof.

ARTICLE 8 TERMINATION, SUSPENSION OR ABANDONMENT

8.1 This Agreement may be terminated by either party upon not less than seven days' written notice should the other party fail substantially to perform in accordance with the terms of this Agreement through no fault of the party initiating the termination.

8.2 If the Project is suspended by the Owner for more than 30 consecutive days, the Architect shall be compensated for services performed prior to notice of such suspension. When the Project is resumed, the Architect's compensation shall be equitably adjusted to provide for expenses incurred in the interruption and resumption of the Architect's services.

8.3 This Agreement may be terminated by the Owner upon not less than seven days' written notice to the Architect in the event that the Project is permanently abandoned. If the Project is abandoned by the Owner for more than 90 consecutive days, the Architect may terminate this Agreement by giving written notice.

8.4 Failure of the Owner to make payments to the chitect in accordance with this Agreement shall be sidered substantial nonperformance and cause for termination.

8.5 If the Owner fails to make payment when due the Architect for services and expenses, the Architect may, upon seven days' written notice to the Owner, suspend performance of services under this Agreement. Unless payment in full is received by the Architect within seven days of the date of the notice, the suspension shall take effect without further notice. In the event of a suspension of services, the Architect shall have no liability to the Owner for delay or damage caused the Owner because of such suspension of services.

8.6 In the event of termination not the fault of the Architect, the Architect shall be compensated for services performed prior to termination, together with Reimbursable Expenses then due and all Termination Expenses as defined in Paragraph 8.7.

8.7 Termination Expenses are in addition to compensation for Basic and Additional Services, and include expenses which are directly attributable to termination.

Termination Expenses shall be computed as a percentage of the total compensation for Basic Services and Additional Services earned to the time of termination, as follows:

- .1 Twenty percent of the total compensation for Basic and Additional Services earned to date if termination occurs before or during the predesign, site analysis, or Schematic Design Phases; or
- .2 Ten percent of the total compensation for Basic and Additional Services earned to date if termination occurs during the Design Development Phase; or
- .3 Five percent of the total compensation for Basic and Additional Services earned to date if termination occurs during any subsequent phase.

ARTICLE 9 MISCELLANEOUS PROVISIONS

9.1 Unless otherwise provided, this Agreement shall be governed by the law of the principal place of business of the Architect.

9.2 Terms in this Agreement shall have the same meaning as those in AIA Document A201, General Conditions of the Contract for Construction, current as of the date of this Agreement.

9.3 Causes of action between the parties to this Agreement pertaining to acts or failures to act shall be deemed to have accrued and the applicable statutes of limitations shall commence to run not later than either the date of Substantial Completion for acts or failures to act occurring prior to Substantial Completion, or the date of issuance of the final Certificate for Payment for acts or failures to act occurring after Substantial Completion.

9.4 The Owner and Architect waive all rights against each other and against the contractors, consultants, agents and employees of the other for damages, but only to the extent covered by property insurance during construction, except such rights as they may have to the proceeds of such insurance as set forth in the edition of AIA Document A201, General Conditions of the Contract for Construction, current as of the date of this Agreement. The Owner and Architect each shall require similar waivers from their contractors, consultants and agents.

9.5 The Owner and Architect, respectively, bind themselves, their partners, successors, assigns and legal representatives to the other party to this Agreement and to the partners, successors, assigns and legal representatives of

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such other party with respect to all covenants of this Agreement. Neither Owner nor Architect shall assign this greement without the written consent of the other.

9.6 This Agreement represents the entire and integrated agreement between the Owner and Architect and supersedes all prior negotiations, representations or agreements, either written or oral. This Agreement may be amended only by written instrument signed by both Owner and Architect.

9.7 Nothing contained in this Agreement shall create a contractual relationship with or a cause of action in favor of a third party against either the Owner or Architect.

9.8 Unless otherwise provided in this Agreement, the Architect and Architect's consultants shall have no responsibility for the discovery, presence, handling, removal or disposal of or exposure of persons to hazardous materials in any form at the Project site, including but not limited to asbestos, asbestos products, polychlorinated biphenyl (PCB) or other toxic substances.

9.9 The Architect shall have the right to include representations of the design of the Project, including photographs of the exterior and interior, among the Architect's promotional and professional materials. The Architect's materials shall not include the Owner's confidential or proprietary information if the Owner has previously advised the Architect in writing of the specific information considered by the Owner to be confidential or

prietary. The owner shall provide professional credit for Architect on the construction sign and in the promotional materials for the Project.

ARTICLE 10 PAYMENTS TO THE ARCHITECT

10.1 DIRECT PERSONNEL EXPENSE

10.1.1 Direct Personnel Expense is defined as the direct salaries of the Architect's personnel engaged on the Project and the portion of the cost of their mandatory and customary contributions and benefits related thereto, such as employment taxes and other statutory employee benefits, insurance, sick leave, holidays, vacations, pensions and similar contributions and benefits.

10.2 REIMBURSABLE EXPENSES

10.2.1 Reimbursable Expenses are in addition to compensation for Basic and Additional Services and include expenses incurred by the Architect and Architect's employees and consultants in the interest of the Project, as identified in the following Clauses.

10.2.1.1 Expense of transportation in connection with the Project; expenses in connection with authorized out-of-town travel; long-distance communications; and fees paid for securing approval of authorities having jurisdiction over the Project.

10.2.1.2 Expense of reproductions, postage and handling of Drawings, Specifications and other documents.

10.2.1.3 If authorized in advance by the Owner, expense of overtime work requiring higher than regular rates.

10.2.1.4 Expense of renderings, models and mock-ups requested by the Owner.

10.2.1.5 Expense of additional insurance coverage orlimits, including professional liability insurance, requested by the Owner in excess of that normally carried by the Architect and Architect's consultants.

10.2.1.6 Expense of computer-aided design and drafting equipment time when used in connection with the Project.

10.3 PAYMENTS ON ACCOUNT OF BASIC SERVICES

10.3.1 An initial payment as set forth in Paragraph 11.1 is the minimum payment under this Agreement.

10.3.2 Subsequent payments for Basic Services shall be made monthly and, where applicable, shall be in proportion to services performed within each phase of service, on the basis set forth in Subparagraph 11.2.2.

10.3.3 If and to the extent that the time initially established in Subparagraph 11.5.1 of this Agreement is exceeded or extended through no fault of the Architect, compensation for any services rendered during the additional period of time shall be computed in the manner set forth in Subparagraph 11.3.2.

10.3.4 When compensation is based on a percentage of Construction Cost and any portions of the Project are deleted or otherwise not constructed, compensation for those portions of the Project shall be payable to the extent services are performed on those portions, in accordance with the schedule set forth in Subparagraph 11.2.2, based on (1) the lowest bona fide bid or negotiated proposal, or (2) if no such bid or proposal is received, the most recent preliminary estimate of Construction Cost or detailed estimate of Construction Cost for such portions of the Project.

10.4 PAYMENTS ON ACCOUNT OF ADDITIONAL SERVICES

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10.4.1 Payments on account of the Architect's Additional "ervices and for Reimbursable Expenses shall be made ionthly upon presentation of the Architect's statement of services rendered or expenses incurred.

10.5 PAYMENTS WITHHELD

10.5.1 No deductions shall be made from the Architect's compensation on account of penalty, liquidated damages or other sums withheld from payments to contractors, or on account of the cost of changes in the Work other than those

for which the Architect has been found to be liable.

10.6 ARCHITECT'S ACCOUNTING RECORDS

10.6.1 Records of Reimbursable Expenses and expenses pertaining to Additional Services and services performed on the basis of a multiple of Direct Personnel Expense shall be available to the Owner or the Owner's authorized representative at mutually convenient times.

ARTICLE 11 BASIS OF COMPENSATION

The Owner shall compensate the Architect as follows:

11.1 AN INITIAL PAYMENT of zero Dollars (\$ 0.00) shall be made upon execution of this Agreement and credited to the Owner's account at final payment.

11.2 BASIC COMPENSATION

11.2.1 FOR BASIC SERVICES, as described in Article 2, and any other services included in Article 12 as part of Basic Services, Basic Compensation shall be computed as follows: (Insert basis of compensation, including stipulated sums, multiples or percentages, and identify phases to which particular methods of compensation apply, if necessary.)

11.2.2 Where compensation is based on a stipulated sum or percentage of Construction Cost, progress payments for Basic Services in each phase shall total the following percentages of the total Basic Compensation payable: (Insert additional phases as appropriate.)

Schematic Design Phase:	Fifteen percent (15 %)
Design Development Phase:	Twenty percent (20 %)
Construction Documents Phase:	Forty percent (99 %)
Bidding or Negotiation Phase:	Five percent (5%)
Construction Phase:	Twenty, percent (20 %)
Total Basic Compensation	one hundred percent(100%)

11.3 COMPENSATION FOR ADDITIONAL SERVICES

11.3.1 FOR PROJECT REPRESENTATION BEYOND BASIC SERVICES, as described in Paragraph 3.2, compensation shall be computed as follows:

Compensation to be of a multially agreed, upon price, or an hourly basis per the attached Hourly Bate Schedule (Exhibite Of

11.3.2 FOR ADDITIONAL SERVICES OF THE ARCHITECT, as described in Articles 3 and 12, other than (1) Additional Project Representation, as described in Paragraph 3.2, and (2) services included in Article 12 as part of Basic Services, but excluding services of consultants, compensation shall be computed as follows:

(Insert basis of compensation, including rates and/or multiples of Direct Personnel Expense for Principals and employees, and identify Principals and classify employees, if required. Identify specific services to which particular methods of compensation apply, if necessary.) COMPENSATION CODE OF ADJULTIALLY AGREED UPON PRICE, OF an hourly, Dasis per the allached Flourly Rate Schedule (Exhibit

compensation to be on an ununually agreed upon price, or an nouny pasts per the attached Hourty Rate Scheduleat Exhibit

11.3.3 FOR ADDITIONAL SERVICES OF CONSULTANTS, including additional structural, mechanical and electrical engineering services and those provided under Subparagraph 3.4.19 or identified in Article 12 as part of Additional Services, a multiple of <u>one-pointene</u> (110) times the amounts billed to the Architect for such services. (Identify specific types of consultants in Article 12, if required.)

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11.4 REIMBURSABLE EXPENSES

11.5 ADDITIONAL PROVISIONS

11.5.1 IF THE BASIC SERVICES covered by this Agreement have not been completed within $\frac{1}{100}$ ($\frac{30}{100}$) months of the date hereof, through no fault of the Architect, extension of the Architect's services beyond that time shall be compensated as provided in Subparagraphs 10.3.3 and 11.3.2.

11.5.2 Payments are due and payable thirty (50) days from the date of the Architect's invoice. Amounts unpaid sixty (60) days after the invoice date shall bear interest at the rate entered below, or in the absence thereof at the legal rate prevailing from time to time at the principal place of business of the Architect.

(Insert rate of Interest agreed upon.)

Interest shall be computed at a monthly rate of 1%.

(Usury laws and requirements under the Federal Truth in Lending Act, similar state and local consumer credit laws and other regulations at the Owner's and Architect's principal places of business, the location of the Project and elsewhere may affect the validity of this provision. Specific legal advice should be obtained with respect to deletions or modifications, and also regarding requirements such as written disclosures or waivers.)

11.5.3 The rates and multiples set forth for Additional Services shall be annually adjusted in accordance with normal salary review practices of the Architect.

ARTICLE 12

OTHER CONDITIONS OR SERVICES

(Insert descriptions of other services, identify Additional Services included within Basic Compensation and modifications to the payment and compensation terms included in this Agreement.)

fer to Altachment "C."

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This Agreement entered into as of the day and year first written above.

OWNER

ARCHITECT

(Signature)

OFBIUECIOSS Blue Shield of Munifesola (Printed name and title) (Signature)

for Architectural Alliance, by Peter Vesternoll ATAPPIn Cipal (Printed nome and tille)

BCBSM 78682

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1.4

Attachment "A" July 12, 1999

The following is a preliminary Project Description with associated preliminary construction budget data.

1. Basic Project

The basic project consists of an approximately 100,000 Gross Square Foot office building which is the first of four planned buildings to be connected to the existing Riverpark facility. The site work (parking lot and landscaping at the building) associated with the building is included in the basic project.

ARCHITECTURAL ALLIANCE

In addition to the basic project, the following items will be part of the overall project:

2. Underground Parking or Storage

The overall project will include an area for underground parking or storage (subject to program verification).

Skyway or On-Grade Connector

The overall project will include a skyway or on-grade connector between the new building and the existing facility.

4. Cafeteria Expansion

The overall project will include an expansion of the cafeteria seating area into occupied space within the existing facility. There is adequate kitchen and servery capacity in the existing facility to accommodate the additional seating area.

5. Site Infrastructure Improvements

The overall project will include the upgrade of Yankee Doodle Road at the intersection with the site approach road, the upgrade of the internal site circulation roads with curb and gutter, the provision of additional landscaping, and site signage.

It is noted that the budget figures listed above are preliminary, and that they do not include any contingencies.

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\$13,600,000

\$423,000

\$562.000

\$1,250,000

\$900,000

May 1, 1999

Attachment "B"

ARCHITECTURAL ALLIANCE PERSONNEL BILLING CLASSIFICATIONS Effective through May 31, 2000

PROFESSIONAL CLASSIFICATION

 Prolessional staff are Architectural, Planning, or Interiors personnel who generally are degreed graduates of a professional training institution and/or are registered or certified in their profession. They provide principal or project management, design and technical production services.

Hourly Billable Charge

Professional 6	\$90	- \$160
Professional 5	\$80	
Professional 4	\$70	
Professional 3	\$60	
Professional 2	\$50	
Professional 1	\$40	

TECHNICAL CLASSIFICATION

Technical staff are administrative support, drafting technicians, or students. They provide technical support and drafting services.

Hourly Billable Charge

Technical 3	\$45
Technical 2	\$35
Technical I	\$25

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Attachment "C" July 12, 1999

- 12.1 The Architect has identified Dunham Associates as its structural, mechanical, and electrical engineers and SRF Consulting Group as its Civil Engineer and Landscape Architect.
- 12.2 Potential Additional Services identified to date:
 - 12.2.1 Comprehensive Corporate Programming/Stack Process

For purposes of establishing a fee for this effort, we recommend that the total scope of anticipated services be established first on an hourly rate basis. We can then prepare an accurate assessment of the required fee, which can be amended to this contract if it exceeds the \$20,000 we listed in our proposal for Stack Plan Development. Refer to Attachments "D" and "E".

12.2.2 Detailed Space Programming

We will need to assess the fee for these efforts in a similar way as outlined above.

- 12.2.3 Interior Design Services
 - A. Concept layouts are included in basic services.
 - B. Furnishings implementation and space planning will be accomplished for a fee that is based on 6% of the furnishings budget.
- 12.2.4 Civil Engineering/Landscape Architecture Beyond Base Building Design
 - A. For purposes of providing professional design services for site-features beyond work associated with the building itself (e.g., infrastructure upgrade of Yankee Doodle Road, internal circulation roads, additional landscaping, signage, etc.) a lump sum basis of 7.0% for Civil Engineering and 8.0% for Landscape Architecture of the associated construction budget is established.

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BLUE CROSS BLUE SHIELD MINNESOTA

Attachment "D" June 8, 1999

Fee Schedule

Architectural Alliance proposes the following preliminary fee schedule for Comprehensive Design Services for the BCBSM project based on our current understanding of the project. We propose to review all anticipated scope items with BCBSM and United Properties so we can submit accurate fee quotations for each item.

Reimbursable expenses are invoiced for at cost without mark-up.

SERVICE ITEM

FEE

MP Master Planning

To be determined based on need

Programming

- P-1 General Architectural Program
- P-2 Stack Plan
- P-3 Detailed Space Program

Included in Building Design Fee \$20,000 To be determined based on need

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Building Design (includes basic Civil Engineering and Landscape Architecture for Buildings and Parking Ramp)

- B-1 Riverpark Campus (Building A)
- B-2 Main Campus (Building A)
- B-3 Main Campus Parking Ramp
- B-4 Tenant Improvements

6.5 % of Construction Budget6.5 % of Construction Budget5.0 % of Construction BudgetIncluded in Building Design Fee

Interior Design Services

- I-1 Concept Layouts
- 1-2 Furnishings Implementation
- 1-3 Space Planning

Included in Building Design Fee 6% of Furnishings Budget Included in Item I-2

Office/200/corporate/BCBSM/FeeSchedule2.doc

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Attachment "E"

July 12, 1999

lue Cross Blue Shield of Minnesota Corporate Programming/Stack Process

Part One: Corporate Fit Plan

- 1.0 Data Collection
 - 1.1 Collect and review data on proposed real estate holdings. Rentable, usable or assignable, and building plan disks. Main Campus, Riverpark, other?
 - 1.2 Collect and review data on business groups or departments. Current size in people and square feet Proposed growth rates Key relationships to other departments Historical growth rates Establish usf/person for fit planning
- 2.0 Review Strategic Planning Issues with appropriate BCBSM Management
 - 2.1 Strategic Business Issues Growth/Acquisition Restructuring/Reorganization plans Customer Focus Issues Split operations issues Centralization/decentralization issues
 - 2.2 Corporate Culture Issues Open vs.closed Culture hallmarks Shared amenities/conferencing vs. departmental
 - 2.3 Work Environment Issues Review workplace standards Shared vs. individual meeting spaces Work Process issues Technology requirements Flexibility/chum issues
- 3.0 Develop ideal diagram/relationship matrix
- 4.0 Develop alternative fit plans and select preferred alternative

Pros and Cons of alternatives Area assumptions Graphic depiction of fit plans

5.0 Program/stack proposed new building

Part Two: Detailed Programming for groups in proposed new building

BCBSM 78687

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.(SCHE	DULE A Com	Date: 12/2/99
ATTE CALLER AND ATTE	S ⁶ PCR Number : Issue Date : Expiration Date : Prepared By :	1.032098.003 April 8, 1999 May 7, 1999 John Willems	*3
OL TO:	Blue Cross Blue Shield - MN 3535 Blue Cross Road Saint Paul, MN 55164	INSTALLATION SITE: 3535 Blue Cross Road Saint Paul, MN 55164	Oucoa
Attn: Phone #:	651-662-8703	WORK ORDER	DIJIJUU
Item 1	Four (4) days of on site co	onsultation (Customer rec	
ė	4/20/99 through 4/23/99) which procedure and application of application. This review will he make the MEDTEST application programs Y2K ready. Based BancTec will provide to BC/B and recommendations to make any other associated applic separate Schedule A will be necessary modifications.	code associated with ME help determine what is req on and any associated app d upon the information o IS-MN, the necessary info ke the MEDTEST applicat eation program Y2K rea	EDTEST juired to plication btained, prmation ion and dy. A
Ship Dat	procedure and application of application. This review will h make the MEDTEST application programs Y2K ready. Based BancTec will provide to BC/B and recommendations to make any other associated applic separate Schedule A will be necessary modifications.	code associated with ME help determine what is req on and any associated app d upon the information o IS-MN, the necessary info ke the MEDTEST applicat eation program Y2K rea	EDTEST juired to plication btained, prmation ion and dy. A

This Schedule A is an integral part of a Sales Agreement and is subject to the terms and conditions stated therein. In addition, this Schedule A is subject to the following <u>SPECIAL CONDITIONS</u>:

1. All travel and living expenses incurred by BancTec USA, Inc. in fulfilling the Agreement, will be rebillable to the customer.

2. This price and ship date are subject to review if the Schedule A is not returned to BancTec USA, Inc. by the <u>approval date</u> shown above.

- Software described thereon will be deemed accepted and payment will be due thirty (30) days after delivery thereof to customer.
- 4. Any additional deliverables not specified in the above description will be priced separately from this Schedule A.

THE TERMS OF THIS SCHEDULE A ARE ACCEPTED BY:

BCBS: (P.O. #_____)

01

By uthorized Signature Name: Title: UND CHO C C Date: of Schedule (200

BancTee USA, Inc. 2701 E. Granwyler Rd. Irving, TX. 75061

a Danna By: (Authorized Signature)

LODONNA GIBBS Name: VICE PRESIDENT Title:

AUG 1999 3 Date:

TOTAL P.02

BANCTEC, INC.

SCHEDULE A Page 1

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1	Date:
Comn	ent

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PCR Number	÷	1.032098.004	
Issue Date	÷	08/23/99	
Expiration Date	:	09/23/99	
Prepared By	:	Connie Clark	

BILL TO: Blue Cross and Blue Shield of Minnesota P. O. Box 64560 Saint Paul, MN 55164-0560 INSTALLATION SITE: Blue Cross and Blue Shield of Minnesota 3535 Blue Cross Road Saint Paul MN 55123

Attn: Steve VanKrevelen Phone #: 651-662-8703

DESCRIPTION OF WORK ORDER

Item			Description		Estimated Pric
1	YES (√)	NO ()	To install the same software on each of the the necessary housekeeping to clean up and Three days on-site.	\$ 3,600	
2	YES (√)	NO ()	Applications modified to become Y2K con supplied specifications (see BancTec, Inc. SPECIFICATION ATTACHMENT). Add applications will NOT be made at this time	SCHEDULE A itional changes to the	\$ 31,200
3	YES (√)	NO ()	On-ste training in the OSAP procedures re and disk maintenance 1 week on site.	quired for good housekeeping	\$ 6,000
4	YES (√)	NO ()	 Item 2 above includes: 2 trips to Dallas for application change 2 trips to Minnesota for loading and te perform system testing 		
	S	hip Date:		* Total Price:	\$40,800
Approval Date:		* pl	us travel and living expenses	See also Page 2 incentive opportunity	

IS Contract & Asset Manageme FILE COPY

Date:

BANCTEC, INC.

Comment

SCHEDULE A Page 2

This Schedule A is an integral part of a Sales Agreement and is subject to the terms and conditions stated therein. In addition, this Schedule A is subject to the following SPECIAL CONDITIONS:

- 1. All travel and living expenses incurred by BancTec, Inc. in fulfilling the Agreement, will be rebillable to the customer.
- The price and ship date are subject to review if the Schedule A is not returned to BancTec USA, Inc. by the <u>approval date</u> shown above.
- Software described thereon will be deemed accepted and payment will be due thirty (30) days after delivery thereof to customer and customer's timely acceptance testing.
- Any additional deliverables not specified in the above description will be priced separately from this Schedule A.
- Installation of this software is to occur between 8am and 5pm Monday through Friday, excluding holidays.
- Customer agrees to pay an incentive equal to twenty percent (20%) of the total contract price, exclusive of travel and living expenses, provided that BancTec, Inc. completes the four tasks described on Page 1 of this Schedule A such that on or before October 8, 1999:
 - The Y2K compliant software has been installed on each of the seven disks;
 - b. On-site training in the OSAP procedures has occurred;
 - c. Customer has had a minimum of one week to perform acceptance testing; and
 - d. Customer's acceptance testing demonstrates that the Y2K compliant software installed by BancTec, inc is in fact acceptable.

Customer further agrees to make staff available to perform acceptance testing between the dates of October 1 and October 8 to enable BancTec, Inc. to meet this performance goal.

THE TERMS OF THIS SCHEDULE A ARE ACCEPTED BY:

Blue Cross and Blue Shield of Minnesota P.O. Box 64560 3535 Blue Cross Road Saint Paul, Minnesota 55164-0560

(Authorized Signature)

Oun ic n ohi Name ics. den Date:

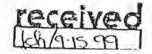
BancTec, Inc. 2701 E. Grauwyler Ro Irving, TX. 75061

Kevin L (AnnOALd Signature) Vice President/GM Name: North American Systems Division

Title:

By:

9/17/99 Date:



OCT-08-1998 17:12 ANCTEC

P.02/03

HEA	LTH	CARE
SCH	EDI	TEA

PCR Number	:	
Issue Date	:	October 7, 1998
Expiration Date	:	November 7, 1998
Prepared By	;	Mike Tyer

BILL TO: **BCBS** of Minnesota 3535 Blue Cross Road St. Paul MN 55164 Attn: Corrine Shepard

INSTALLATION SITE: St. Paul, MN

. :: Wanagement IS COL PILE COPY

Date: .

Phone #: 651-456-1170

Comment:

DESCRIPTION OF WORK ORDER

Item	Descri	ption	Estimated Price*	
1	1 Additional work to modify the date edits for seven existing Tartan programs. The programs are—MED (3 programs), ACTIVATE (2 programs), WIP (1 program), and MEDSCAN (1 program). Includes application analysis, Installation, & testing. BancTec provided a quote for \$6,000 (1 weak of services) prior to doing a detailed analysis of these seven programs. The services quoted in this PCR are in addition to the \$5,000 quoted in the first estimation dated August 11, 1998. Both the PCR dated August 11, 1998 and this PCR must be signed and returned for work to begin on these applications.			
2	Y2K date field edit modificati applications. Includes application a The modifications quoted do NOT in any changes to the output records.	inalysis, installation, & lesting.		
Ship Da	ite:	Total Price:	\$13,100	
Approval Da	ite: 10/07/1998	No. of the second second		

This Schodule A is an integral part of the product and service agreement signed and dated May 15, 1990 and is subject to the terms and conditions stated therein. In addition, this Schedule A is subject to the following SPECIAL CONDITIONS:

All travel and living expenses incurred by BaneTee USA, Inc. in fulfilling the Agreement, will be rebillable to the customer.

This price and ship date are subject to review if the Schedule A is not returned to BuncTee USA, Inc. by the a date shown above.

Software described thereon will be deemed accepted and payment will be a customer.

Any additional deliverables not specified in the above description will be prior Installation of this software is to occur between 8am and 5pm Monday through

THE TERMS OF THIS SCI

Customer: (P.O. #

nneshepherd

Name: CAROL Title: Vice Presiden ions buenky 2. 1998 Date: 2

BancTec, L 2701 E. Gra Irving, TX.

Βv

Name: Title: Date:

Kequest for signature letter signature letter sent 11/3/06 Rosi B. 24040 April in Consepondence Here (3 control)



HEALTH CARE

٩

SCHEDULE A

PCR Number	:	
Issue Date	z,	September 21, 1998
Expiration Date	è.	October 21, 1998
Prepared By	:	Mike Tyer

BILL TO: BCBS of Minnesota 3535 Blue Cross Road St. Paul MN 55164 Attn: Corrine Shepard Phone #: 651-456-1170 INSTALLATION SITE: SL Paul, MN

DESCRIPTION OF WORK ORDER

Item			Description			Estimated Price
1	Tartan length.	Programmer	Training/Consultation—5	days	in	\$6,000
Ship Da	ite:		Total Pr	ice:		\$6,000
Approval Da	te:	9/21/1998				

This Schedule A is an integral part of Sales Agreement ______ and is subject to the terms and conditions stated therein. In addition, this Schedule A is subject to the following SPECIAL CONDITIONS:

All travel and living expenses incurred by BaneTee USA, Inc. in fulfilling the Agreement, will be rebillable to the customer.

This price and ship date are subject to review if the Schedule A is not returned to BancTee USA. Inc. by the <u>approval</u> <u>date</u> shown above.

Software described thereon will be deemed accepted and payment will be due thirty (30) days after delivery thereof to customer.

Any additional deliverables not specified in the above description will be priced separately from this Schedule A.

Installation of this software is to occur between 8am and 5pm Monday through Friday, excluding holidays.

THE TERMS OF THIS SCHEDULE A ARE ACCEPTED BY:

Customer: (P.O. #)	BancTec, Inc. 2701 E. Grauwyler Road
0 : 0 0	Irving, TX. 75061
B) Orinne Shepherd	Ву:
(Authorized Signature)	(Authorized Signature)
Name: CORINNE SHEPHERD	Name:
Title: DIRECTOR Performance Support Sorvers	Title:
Date: QUYLARE 20, 1998	Date:

SCHEDULE A

#2

PCR Number	:	
Issue Date	:	August 11, 1998
Expiration Date	:	August 21, 1998
Prepared By	:	Mike Tyer

Contract & Asset Management FILE COPY

BILL TO: BCBS of Minnesota 3535 Blue Cross Road St. Paul MN 55164 Attn: Corrine Shepard

Phone #: 651-456-1170

DESCRIPTION OF WORK ORDER

INSTALLATION SITE:

St. Paul, MN

<u>Item</u> 1	Descript Review and upgrade 6 existing operation.		Estimated Price* \$6,000
	*Estimated Price. Actual price will be d applications.	letermined after review of the ai	x
Ship Date:	September 1998	Total Price:	\$6,000
Approval Date:	8/11/1998		

This Schedule A is an integral part of the <u>Product and Service Agreement signed and dated May 15, 1990</u> and is subject to the terms and conditions stated therein. In addition, this Schedule A is subject to the following <u>SPECIAL CONDITIONS</u>:

All travel and living expenses incurred by BancTec USA, Inc. in fulfilling the Agreement, will be rebillable to the customer.

This price and ship date are subject to review if the Schedule A is not returned to BancTec USA, Inc. by the approval date shown above.

Software described thereon will be deemed accepted and payment will be due thirty (30) days after delivery thereof to customer.

Any additional deliverables not specified in the above description will be priced separately from this Schedule A.

Installation of this software is to occur between 8am and 5pm Monday through Friday, excluding holidaya.

THE TERMS OF THIS SCHEDULE A ARE ACCEPTED BY:

Customer: (P.O. #

BancTec, Inc. 2701 E. Grauwyler Road Irving, TX. 75061

AN By: Name: Carol A. D. Title: U.P. Service Oper 28/98 Date:

By:	(Authorized Signature)
Name:	
Title:	
Date:	

on attorney-client privilege grounds to production of a letter dated November 11, 2002 where BCBSM's outside counsel communicated legal opinions and analysis to BCBSM regarding a Department of Labor audit. That portion has been redacted. BCBSM also objections on attorney-client privilege grounds to production of September 2001 and March 2003 presentations by Robins, Kaplan, Miller & Ciresi attorneys on corporate governance and regulation of nonprofits, and an October 2004 report on expenditures and contracting done at the direction of counsel.

BCBSM has produced state and federal governmental audits, Blue Cross Blue Shield Association (BCBSA) audits (BCBSM is an independent licensee of BCBSA), and National Committee for Quality Assurance (NCQA) audits of Blue Plus (NCQA does accreditations for health plans). External audits are presented to the Audit Committee on a regular basis.

DOCUMENT REQUEST NO. 15:

Provide a list of all persons that YOU paid more than \$30,000 in any given year for the year 2000 to the present including the aggregate amount paid in a given year.

RESPONSE:

BCBSM objects to this Interrogatory on the grounds of vagueness. Subject to that objection, however, BCBSM has provided a list of vendors BCBSM or BCBSM affiliates (including the Blue Cross Foundation, but not MIPH because BCBSM does not pay their bills) paid more than \$30,000 in any given year for the year 2000 to the present (document headed "Vendors Over \$30,000 – 2005, with 2005 referring to the year the databases were searched, not the year the payments were made. Consistent with the understanding previously reached with the Attorney General's Office, BCBSM excluded agent and broker fees, amounts paid to providers for claims or claims settlements, wages and business expense reimbursements paid to BCBSM

enaployees, Board member compensation and expense reimbursement, investment manager and monitoring fees, payments between BCBSM entities, payments to employer groups for premium refunds, reinsurance settlements, and other items related to BCBSM insurance and administrative service activities, Blue Card fees, and covenant payments to providers. We have also not included First Plan of Minnesota's separate vendor payments. The information provided was derived primarily from database queries for all payments made and posted to administrative expense accounts and related balance sheet payments. BCBSM also queried certain claims expense and related balance sheet accounts to capture payments for disease management and other outsourced cost containment activities. Because BCBSM's databases often do not maintain data at the vendor level, BCBSM manually reviewed all the wire transfers to determine which transactions or vendors would properly be included in this category.

DOCUMENT REQUEST NO. 16:

Provide a list of all employees who have signed a separation or termination/severance agreement since January 1, 2000 and the amount paid to each individual and provide a copy of any such agreement.

RESPONSE:

Copies of those agreements are enclosed. Most, if not all, of these agreements contain confidentiality covenants, and BCBSM has therefore designated those agreements as nonpublic "trade secret information" under the Minnesota Government Data Practices Act, and confidential information under the rules of civil procedure applicable to attorney general civil investigative demands.

DOCUMENT REQUEST NO. 17:

Provide a list all employees who have signed an employment and/or retention agreement

BINS, KAPLAN, MILLER & CIRESI LLP

2800 LASALLE PLAZA 800 LASALLE AVENUE MINNEAPOLIS, MN 55402-2015 TEL: 612-349-8500 FAX: 612-339-4181 www.rkmc.com

ATTORNEYS AT LAW

SCOTT R. STRAND (612) 349-8440

May.16, 2005

VIA MESSENGER

Kristine Eiden Chief Deputy Attorney General 102 State Capitol St. Paul, MN 55101

Re: In re BCBSM, Inc.-Civil Investigative Demand

Dear Ms. Eiden:

Enclosed are the following additional materials related to the annual Commerce Department filings of BCBSM and its affiliates:

- March 2001 and April 2001 Loaned Securities detail for BCBSM;
- Annual filings for First Plan of Minnesota.

We also received your letter dated May 6, 2005. We can clarify the answers to some of your questions right now, and produce (or re-produce) many of the documents you have requested relatively quickly. The supplementation of the "over-\$30,000" list will, however, take some additional time, and we would like to discuss your request in greater detail so we are certain we understand what information you need.

On the first three items in your letter, we can respond as follows. First, our records indicate that Dr. Banks is the only BCBSM employee within the scope of your request who has a corporate credit card. The Minnesota Institute of Public Health (MIPH), which is now an affiliate of BCBSM, does have employees with corporate credit cards, but none of those employees made over \$200,000 in any of the requested years. BCBSM does have its own credit cards it uses for BCBSM purchases, but employees cannot use those cards to cover their own business expenses. It is possible that First Plan of Minnesota may have made corporate credit cards available to some of their employees in the past, and we are checking on that.

Second, Pricewaterhouse did not perform any audits or reviews of BCBSM on behalf of BCBSM. The Commerce Department hired Pricewaterhouse to do their audits of BCBSM in

GELES MINNEAPOLIS

Kristine Eiden May 16, 2005 Page 2

1999, 2000, and 2001. We have rechecked our invoices, and have confirmed that BCBSM has not paid or used Pwc for audits during the relevant period.

Third, we will copy the business expense policy from 1999 that you requested again and send it to you as soon as possible.

On the last three items in your letter, involving the Commerce Department, we are gathering that information and should be able to provide it to you within the next 30 days. The correspondence relating to IS audit review and examination of BCBSM alone takes up thirty binders by itself, so it will take us some time to get all that information reviewed and made ready for production.

With respect to item four, the over-\$30,000 list, our original response provided you with a list of information categories that we understood from our conference at the Capitol were outside the scope of your interest, e.g. payment of claims or reimbursements to subscribers (for example, when nonparticipating providers are involved, BCBSM pays the subscriber, not the provider), payments made to reconcile self-insured accounts, payments among Blue Cross entities, reinsurance settlements. We have already produced the information you requested concerning board compensation and expenses and expenses for BCBSM employees making over \$200,000 (we are checking to see if there are any over-\$200,000 BCBSM employees who may have not submitted any expense reports), and we have already produced the list of MIPH vendors. We will supplement our response to cover additional agent and broker payments, investment manager payments, and covenant payments to providers with whom BCBSM has a joint venture relationship, although that will be a difficult manual effort and will take a greater amount of time. If there is particular claim and premium payment or reimbursement information that you need, please clarify. We would be happy to discuss this with you further at your convenience.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P. Scott R. Strand

SRS/Imz Enclosures 1

7825 Washington Avenue S., Suite #120

CIATES TRACT

Bloomington, Minnesota 55439

Office: (612) 941-6300

CCS RECEIVED

JAN 1 0 2000

IN VOICE

RVICES.

Fax: (612) 941-9602

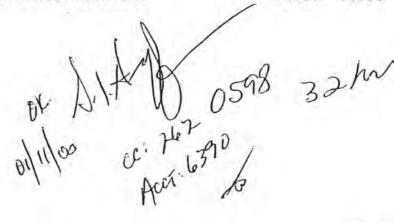
Billing Period

Antention: PATRICK DADO Bill To: COMPREHENSIVE CARE SERVICES 1200 YANKEE DOODLE ROAD ST PAUL MN 55164

Invoice Number: 0018207-IN Invoice Date: 01/06/00

Terms

DECEMBER 27, 1999 - JANUARY 2, 2000 DUE UPON RECEIPT Contractor Description Hours Rate Amount CINDY NIELSEN CONSULTING SERVICES 32.00 72.50 2,320.00



We appreciate your business!

Total 2,320.00

2,320.00

Please detach and return this portion with your payment

Invoice Number: 0018207-IN	Contractor: CIM	DY NIELSEN
Billed To: COMPREHENSIVE CARE SERVICES 1200 YANKEE DOODLE ROAD ST PAUL MN 55164		
	Processed	Total Due:
	JAN 1 2 2000	
Make checks payable and remit to address below:	V	

HAYDEN & ASSOCIATES CONTRACT SERVICES, INC. 7825 Washington Avenue, Suite 120 Bloomington, MN 55439 Amount Paid:

	EN	7825 Washingto	n Avenue S., Suite #120			
1	CIATES NTRACT	Bloomington, M	Bloomington, Minnesota 55439		T	VOICE
1	VICES,	Office: (612) 94	1-6300	JAN 4 - 200	0	
INC		Fax: (612) 941-9	602			
ntion:	PATRICK		SERVICES			0018117-IN
Го:		가슴해 신하는 여러 걸 바람이 없다.	ROAD		Invoice Number:	OOIOII/-IN
	ST PAUL		MN 55164		Invoice Date:	12/29/99

Billing Period

Terms

	DECEMBER 6,	1999 - DECEMBER	12, 1999	DUE UPON	RECEIPT		
	Contractor		Description		Hours	Rate	Amount
CIND	Y NIELSEN	CONSULTING	SERVICES		40.00	72.50	2,900.00

1/1/00 012 262 059 102 102 Acct - 6390

We appreciate your business!

Please detach and return this portion with your payment

Invoice Number: 0018117-IN

Contractor: CINDY NIELSEN

Billed To: COMPREHENSIVE CARE SERVICES 1200 YANKEE DOODLE ROAD ST PAUL MN 55164

JOHN LUNDA 2-23

2,900.00

2,900.00

Total

JAN 07 2000

Make checks payable and remit to address below:

HAYDEN & ASSOCIATES CONTRACT SERVICES, INC. 7825 Washington Avenue, Suite 120 Bloomington, MN 55439

Amount Paid:

Total Due:

7825 Washington Avenue S., Suite #120 ATES Bloomington, Minnesota 55439 IN VOICE RECEIVED TRACT Office: (612) 941-6300 ERVICES, JAN 4 - 2000 INC. Fax: (612) 941-9602 PATRICK DADO Attention: COMPREHENSIVE CARE SERVICES Invoice Number: 0018126-IN Bill To: 1200 YANKEE DOODLE ROAD ST PAUL MN 55164 12/29/99 Invoice Date:

Billing Period

Terms

DECEMBER 13, 1	999 - DECEMBER	19, 1999	DUE UPON	RECEIPT		
Contractor		Description		Hours	Rate	Amount
CINDY NIELSEN	CONSULTING	SERVICES		36.50	72.50	2,646.25

1/4/00 0x cc: 262 Acci. 6390 P Total 2,646.25

We appreciate your business!

Please detach and return this portion with your payment

Invoice Number: 0018126-IN

Contractor: CINDY NIELSEN

Billed To: COMPREHENSIVE CARE SERVICES 1200 YANKEE DOODLE ROAD ST PAUL MN 55164

JOHN LUNDA 2-23

2,646.25

JAN 0 7 2000

Make checks payable and remit to address below:

HAYDEN & ASSOCIATES CONTRACT SERVICES, INC. 7825 Washington Avenue, Suite 120 Bloomington, MN 55439 Amount Paid:

Total Due:

HIMLE HORNER INCORPORATED Suite 720 8500 Normandale Lake Blvd. Minneapolis, MN. 55437

INVOICE 0200

March 3, 2000

Blue Cross and Blue Shield of Minnesota 3335 Blue Cross Road P.O. Box 64560 St. Paul, MN 55164-0560

MN Acts	199
	\$20,108.41
	20,108.41
Processed	0.00
APR 1 0 2000	7,841.25
By	1,910.99
	9,752.24
	Processed APR 10 2000

BALANCE DUE - State State State - Stat

THANK YOU!!

Current:	Past Due: 31 Days	61 Days	91 Days	121Days	1.	
\$9,752.24	0.00			1.		

TERMS: strictly net 30 days from invoice date on all items. Interest of 18% (1 1/2% per month) will 50^L be charged on all accounts not paid in full within 30 days of the invoice date.

- 1	elliMark, Inc. 7825 Washingto Suite 700 Bloomington, MN UNITED STATE (612)-851-9922	55439				PAGE VOICE DATE		
/					IN	VOICE NO	9608	
S O L D T O	Attn: Accounts P BlueCross BlueS 3535 Blue Cross Eagan, MN 5512 UNITED STATE	Shield of MN Rd, Route 2-23 12-0560		S H I P T O	BlueCross BlueShield 3535 Blue Cross Rd, Eagan, MN 55122-05 UNITED STATES OF	Route 2-23 60		
						NET DUE	5,47	4.44
SLS1	SLS2	DUE DATE	DISC DUE DATE	ORDER NO	ORDER DATE	SHIP DA	TE	SHIP NO
		04/25/2000	04/25/2000	- <u></u>	04/25/2000	04/25/20	00	
TERMS	DESCRIPTION		NER PO NUMBER		SHIP VIA			
Due 15 (4500006	TX CL UNITS	ORDERED	SHIPPED	10	VIT PRICE	EXTENSION
ITEM ID JWBCB Professi John Wi	onal Services -		0	1.00	53.75		101_85	5,474.44
A.						Proc	essed 092000	
						MAY	0 9 2000	
				for Consulting April 3 – 16, 2		BY		-
			· •					
	Pleas	e Remit Paym	ent to:					
	POE	iMark, Inc. 3ox 958372 ouis, MO 6319	95-8372			ð		
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	We appreciate yo	ur business						
	The appreciate yo	al pipilipos.						

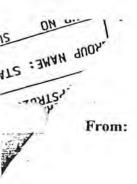
FREIGHT TAXABLE NONTAXABLE SALES TAX MISC TOTAL 5,474.44 5,474.44 .00 .00 .00 .00 NET DUE PREPAYMENT .00 5,474.44

BCBSM 95272

\$

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Inc.
-
80)
/

INVOICE Invoice No: T0704 Date 12/31/99 :

TO:

Sharon BaillyJOHN LUNDA 2-23BCBS Blue Plus of MinnesotaBCBSM, River ParkJAN 0 7 2000R318

HOUR	S DESCRIPTION	RATE/HR.	AMOUNT
65	Peter Stack - Consulting Services, Cost Center 757	\$ 68.00	4,420.00
	for period 12/11/99 thru 12/31/99		

The following explains hours worked:

	FIN	FINS FARS				FINS		FARS			
12/13 - Mon	7	hrs.	1	hrs.	12/27	-	Mon	8	hrs.	0	hrs.
·12/14 - Tue	6	hrs.	2	hrs.	12/28	ų,	Tue	8	hrs.	0	hrs.
12/15 - Wed	6	hrs.	1	hrs.	12/29	÷	Wed	8	hrs.	0	hrs.
12/16 - Thu	4	hrs.	0	hrs.	12/30	-	Thu	7	hrs.	0	hrs.
12/17 - Fri	7	hrs.	0	hrs.	12/31	4	Fri	0	hrs.	0	hrs.

Hours working on FINS Project. Hours working on FARS Project.	61	Approved to Pay
Hours working on FARS Project.	4	Account # 6390
Total Hours: =	65	Cost Center 868
Make all checks payble to: Seitzer &		Annrou
Make all checks payble to: Seitzer & If you have any questions concerning at home office - (612) 519-1393 or y	vork - (651) 662	23/3 10/20 2
		Date 1/3100

THANK YOU FOR YOUR BUSINESS!

4420.00 63900 86800 4066 5448

Data Base Support * Analysis * Design * Programming

Exnib. + 121. F.2

Confidential --BCBSM Internal Use Only – Not for Duplication (please note that we are under a non-disclosure agreement with American Healthways about this matter and this cannot be discussed outside of BCBSM)

American Healthways (AMHC) Status Report August 22, 2001

I. Background

A. Strategic Opportunity

As national concern about health care costs, quality and service continues to rise, and skepticism about the effectiveness of traditional managed care tools grows, employers and health plans are increasingly looking to disease management (DM) programs as a solution. The core component of most DM programs is deployment of health plan based nurses to interact periodically by telephone with members with specific chronic diseases. The five basic intervention elements are education about the disease, early symptom recognition, adherence to recommended therapy, coordination of care, and social support. DM program goals typically include more appropriate utilization (e.g. ER visits) and improved clinical outcomes (e.g. fewer relapses and complications) resulting in reduced claims costs.

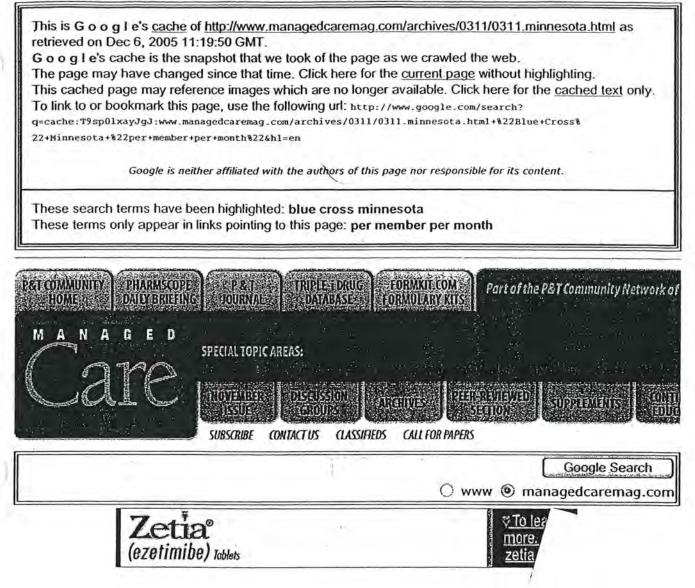
To date, DM efforts have had mixed success, and the translation of program outcomes into meaningful cost savings has been uneven. Although 46% of the US population has one or more chronic conditions accounting for 76% of all medical costs, DM programs to date touch only a small percentage of these people.

Blue Cross Minnesota has the opportunity to strategically partner with the nation's leading provider of disease management services in an ambitious effort to advance the art and science of disease management interventions, and to substantially increase their clinical and financial impact. Success in this effort will likely bring Blue Cross national recognition and a leadership position in the growing area of chronic disease management. Furthermore, broad deployment of DM programs to our own membership is projected to produce a return on investment of 1.7 in the first year and 2.0+ thereafter, producing cumulative 5 year gross claims savings of over \$400M, and net savings of over \$200M. Most important, program participants will experience improved clinical outcomes and high program satisfaction levels. The potential impact on member retention and acquisition of new business is profound.

B. Differentiation

1

CONFIDENTIAL TRADE SECRET



MANAGED CARE November 2003. @MediMedia USA

Blue Cross and Blue Shield of Minnesota and American Healthways score a hat trick by improving outcomes and satisfaction while saving money.

How Broadening DM's Focus Helped Shrink One Plan's Costs

WILLIAM R. GOLD, MD

Chief Medical Officer and Vice President of Blue Cross and Blue Shield of Minnesota

PETER KONGSTVEDT, MD

Vice President, Cap Gemini Ernst & Young

Two years ago, Blue Cross and Blue Shield of Minnesota faced issues common

among health plans. Its disease management programs had resulted in reasonable successes in controlling costs for diabetes and cardiovascular disease, but health costs overall were continuing to increase and employers were asking for explanations as well as methods to help stem the rise.

As the largest health plan in the state, covering 2.5 million members in **Minnesota** and nationally, BCBSMN was no stranger to innovation, and it was in this context that a meeting between the leaders of BCBSMN and American Healthways Corp. (AMHC) proved to be a milestone for the two organizations.

The objectives were clear: Improve clinical outcomes and compliance with care standards, lower total health care cost, and achieve member and provider satisfaction.

10-year agreement

In December 2001, the two companies signed a 10-year agreement for a population health management program called BluePrint for Health Care Support.

Population health management programs are part of the arriving generation of disease management. Over the past decade, health plans have worked hard to identify methods to better manage the health of their patients.

True population health management goes beyond traditional utilization and disease management; it seeks to better manage the care and health of both chronically ill patients and those patients who are at high-risk but have not had an acute event. This new model of care leverages innovative technology and resources to strengthen the physician-patient relationship while improving care for the small percentage of the patient population that incurs the highest expenses.

Population health management programs focus on the whole person and that person's propensity to develop one or more diseases. They focus on a larger number of illnesses than typical disease management programs, and consider both chronically ill and high-risk healthy patients, as opposed to traditional disease management that focuses solely on chronically ill patients. Furthermore, traditional disease management programs are typically segregated by disease, and they target people who already have one or two specific diseases or chronic conditions (e.g., diabetes or heart disease).

Compounding that, many traditional disease management programs, both internally and outsourced, use different personnel and systems for different conditions. Since many of the chronically ill have more than one condition, it is not uncommon that the same patient hears from two or more disease managers from the same health plan.

Beyond disease management

Population health management programs are more holistic, looking at the total

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Blue Cross Quotes. Quotes from local authorized agents for BlueCross BlueShield. OurHealthAgent.com

Blue Cross Blue Shield SC Blue Cross Blue Shield of South Carolina - Get a Free Quote Now! USInsuranceOnline.com/I

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profile of individuals, who are often at risk of developing multiple medical conditions (e.g., diabetics developing heart disease, stroke, or renal disease). These programs are more complex than typical disease management programs and cut across clinical specialties

Population health management goes far beyond the typical 4 to 6 clinical conditions managed by typical disease management programs. In the case of BCBSMN, 17 chronic diseases or conditions were addressed.

Population health management uses a variety of proactive interventions, many of which are used as well in typical disease management programs — for example, personal nurse care managers assigned to high-risk patients such as those suffering from diabetes and/or cardiac illness. These nurses and health care professionals, working with the patient's physician, tailor treatment programs for the various clinical conditions — e.g., blood sugar testing, retinal eye exams, weight and diet management, smoking cessation, daily weight checks and usage of aspirin or beta blockers — to help reduce the occurrence of acute episodes of care caused by these diseases.

Population health management uses new point-of-care clinical tools and especially advanced data modeling to identify and work with at-risk patients. Information systems, technology, and databases are critical for these programs to be effective. To start with, a health plan must understand its current claim experience and which diseases pose the biggest problems. Population health management avolves analyzing data on a broad population and doing predictive modeling, which has become very robust in recent years, to identify individuals who are at risk for developing a particular clinical condition or a complication. Based on this information, health managers can reach out to those people to work with them ahead of time to prevent acute episodes.

What sets population health management apart then from typical disease management is the integration of three key elements: a far broader scope of chronic conditions and diseases, the application of "one stop shopping" in which patients with multiple conditions are managed through a single point of contact and coordination, and the rigorous application of predictive modeling across multiple clinical conditions. The use of continually updated clinical practices and strong academic support is also necessary since, in the end, the clinical interventions must improve outcomes.

In March 2002, BCBSMN launched its population health management program. A team of 120 nurses supported the program. They had an average of 15 years experience and diverse clinical backgrounds. They shared relationship-building, empathy, and behavior change skills. And through American Healthways, they received continuing clinical and technical training and advice.

ngagement model

BCBSMN identified members eligible for the program based on claims and

pharmacy data, and referrals from members, physicians, and case managers. BCBSMN used an engagement model, in which members were automatically enrolled in the program unless they decided to opt out (versus an opt-in model in which members must enroll themselves). Engagement models typically have a 95 percent participation rate; BCBSMN's BluePrint for Health Care Support program had 97 percent participation.

Enrollees were stratified into 1 of 4 risk levels. BCBSMN worked with American Healthways to develop algorithms based on claims, prescriptions, self reports, physician, and care calls. For example, the algorithms included data such as cholesterol and triglyceride levels, history of heart disease, and perceived health status. The algorithms were fluid, allowing stratifications to change daily.

At the cornerstone of the program were personalized member interventions. Enrollees interacted with the program through multiple points of contact and multiple formats (i.e., telephone, mail, internet). All enrollees received an initial telephone call, general health assessments, depression screenings, education materials, and regular telephone calls (the frequency and timing of which were based on their risk stratum). Enrollees had around-the-clock access to care managers through a toll-free number.

Physicians were actively involved in the program as well. They received regular reports on medications and alerts, as well as care guidelines. They too had around-the-clock access to care managers through a toll-free number. A sophisticated software system provided care managers with complete member records, goals, and assessments. Tracking software was integrated with a telephone dialer system.

BCBSMN classified the initially selected 17 conditions or diseases into one of two groups. The first group included what BCBSMN termed "core conditions," traditional disease management programs that it had offered before. These included: diabetes, coronary artery disease, congestive heart failure, chronic obstructive pulmonary disease (COPD), asthma, and end stage renal disease (ESRD).

The second group included what BCBSMN termed "impact conditions," which were new to the program and included: osteoarthritis, acid-related stomach disorders, low back pain, osteoporosis, fibromyalgia, atrial fibrillation/anticoagulant therapy, chronic hepatitis and cirrhosis, incontinence, irritable bowel syndrome, pressure ulcers, and inflammatory bowel disease. BCBSMN is the only payer in the country to address many of these impact conditions with disease management techniques.

These conditions affect 12 percent to 15 percent of BCBSMN's commercial population and account for between 40 percent and 45 percent of all claims costs. (Typical approaches to disease management programs, in contrast, reach less han 3 percent of the population.).

During the first year of operation, all fully insured groups, Medicaid, and certain self-insured groups were eligible to participate in BluePrint for Health Care Support. Shortly after the program started in March 2002, BCBSMN began marketing it to self-insured groups.

The program was implemented by a team led by executives from both BCBSMN and AMHC. There was an operations work group consisting of department heads in affected areas; its job was to design and institute the program.

An advisory council of community physicians monitored the program's clinical integrity, reviewed care support treatment guidelines, communicated developments to the provider community, and recommended improvements.

Because of the program's size and scale, BCBSMN and American Healthways faced challenges. When implementation began in March 2002, the program had 70,000 members with chronic diseases. A few months later, there were more than 100,000. Neither company had taken on a program of this magnitude. For example, BCBSMN and American Healthways had to:

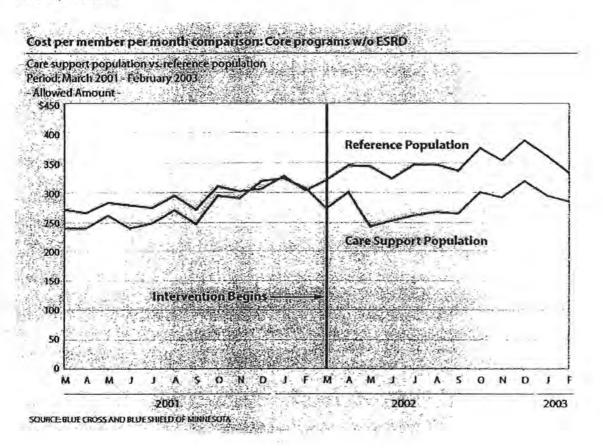
- Transfer several million records.
- Conduct multiple mailings with separate branding requirements.
- Build a call center in Minnesota.
- Establish a complaint tracking and resolution process.
- Staff and train clinicians and managers.
- Customize products for BCBSMN.
- Ensure staffing and establish processes to satisfy contractual obligations.
- Address unique requirements in the Minnesota market.

A common criticism of disease management programs of any kind has been a perceived inability to demonstrate genuine differences in outcomes and cost. Critics have said that savings could have occurred due to other changes, such as the introduction of new drugs or overall changes in physician practice behavior. The introduction of BluePrint for Health Care Support provided BCBSMN with an excellent opportunity to measure accurately the effect of the innovative new program.

Because a health plan cannot simply apply a new program to a self-funded client, such a client must pay for the cost of the program since it will gain all the benefits of lowered health care costs. This difference in clients allowed BCBSMN to measure differences in two cohorts of otherwise similar individuals (i.e., they had similar distribution of age, diseases, and clinical conditions).

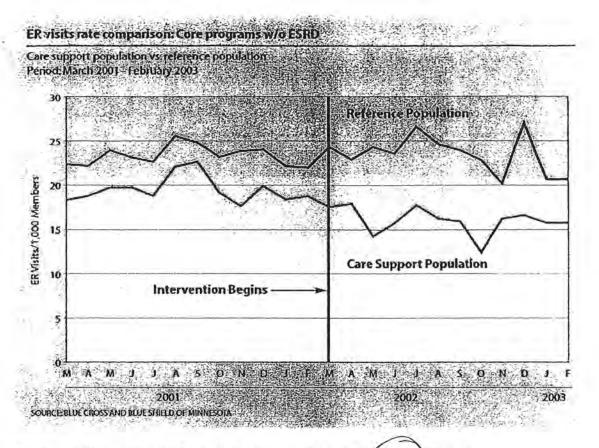
The first cohort was made up of fully insured groups (with a small number of selfinsured groups that joined early); the second was made up of groups that were ot enrolled in the new program, but continued with the typical disease and inedical management programs that they had been using. Groups in both cohorts were continuously enrolled for two years, and there were approximately 60,000 individuals in each cohort.

The first-year results show dramatic improvements in health outcomes, resulting in average claims savings estimated at nearly \$500 for each member when compared to members in the control cohort. In 12 months, BCBSMN has experienced reduced hospital admissions, reduced emergency room visits, a 2 percent to 3 percent projected reduction in its fully-insured, commercial health care expenditure.



http://64.233.167.104/search?q=cache:T9sp0lxayJgJ:www.managedcaremag.com/archive... 12/16/2005

2003_11 | How Broadening DM's Focus Helped Shrink One Plan's Costs



BCBSMN also saw an overall return on investment of at least \$2.90 for every dollar spent. Based on the results from the first year of operation, the potential future effect is considerable and could easily grow even higher.

Care support po Continuously-er Fixed length mo Period: Year 1 (nrolled t	oetween 03/	2001 ar	nd 02/2003	2-02/20	03)	
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Program	Study	Reference	Study	Reference	Study	Reference	
Asthma	4%	17%	-17%	-1%	-13%	12%	
Cardiac	-10%	23%	-25%	3%	-47%	6%	
COPD	-10%	32%	-23%	6%	-28%	40%	
Diabetes	12%	19%	-12%	2%	-1%	2%	
Impact	10%	21%	-20%	-3%	-6%	7%	
Core Programs	2%	20%	-18%	1%	-25%	7%	
Overall Results	6%	20%	-19%	-1%	-16%	7%	

http://64.233.167.104/search?q=cache:T9sp01xayJgJ:www.managedcaremag.com/archive... 12/16/2005

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BluePrint for Health[®] care support program: Improving on Success

August 30, 2005

BluePrint for Health® care support

Results: Making a difference

2001-2004

- Improved health = Increased savings & productivity
 - 16% of members reported an increase in productive days at work
 - 8% of members reported a decrease in days absent from work
 - Return on Investment (ROI) estimated to be in range of 1.5 2:1
 - Improved BCBSM's overall trend by an estimated 1.5% in 2004
 - Savings reached between \$25-\$30 million per year
- External validation
 - 2004 AstraZeneca National Managed Health Care Congress Partnership Award for innovation in health care
 - 2005 BlueWorks Award Winner for Incenting Quality by Harvard Medical School's Department of Healthcare Policy

15

Exhibit 121 F.7

BluePrint for Health[®] care support program

Building a Bridge from Disease Management to Care Enhancement

Product Launch & Marketing Plan

Confidential Prepared by Marketing Management March 26, 2002 ("final")

This plan is intended to share key decisions and strategies and in some instances is still a "work in progress." Questions and comments can be directed to Karin Bultman.

> CONFIDENTIA + TRADE SECRET

V. Fully Insured Market

GENERAL DESCRIPTION

The fully insured market segment will benefit from the BluePrint for Health care support program because it will address growing concerns over increasing health care costs, by preventing costly claims among the whole population, resulting in lower premiums for individuals and groups over time. The segment groups and program benefits are included in the following list.

Groups:

- Blue Cross & Blue Plus fully insured commercial product lines (individual, small group and community 51+)
- Blue Plus prepaid MinnesotaCare & PMAP/GAMC
- Atrium fully-insured groups (will be launching at a later date due to branding complexities)
- First Plan fully-insured groups
- · Value add program at no additional cost to purchaser under the BluePrint for Health program
- · All eligible members receive the program at no cost to member
- · Our role is to create awareness and educate employers and agents of program's value
- Claims savings due to program will lead to lower premiums over time
- · Initial strategy will target several key agencies that are more specialized and consultative

PRODUCT DESCRIPTION

Blue Cross Blue Shield MN & Blue Plus Groups

All Blue Cross and Blue Plus fully insured groups will receive the standard BluePrint for Health care support program including all conditions. See the Fully Insured Product Description in the *Program Overview* section.

First Plan

Fully insured First Plan members will receive the standard BluePrint for Health care support program co-branded with Blue Cross and First Plan. Member and provider communications will reflect blue co-branding and the program name will be "MyHealthways."

Atrium

Fully insured commercial business at Atrium will receive the standard program, but it will have distinct branding, not mentioning Blue Cross or BluePrint for Health. Communication materials for providers and members, both print and electronic, will comply with the regulations and will be replaced with "MyHealthways."

CONFIDENTIAL TRADE SECRET

This Exhibit Contains Confidential Information

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usnews.com: Health: Insurance: Best Health Plans 2005: Rankings

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116. Kaiser Foundation Health Plan of the Mid-Atlantic States, Inc. (HMO) DC, MD, VA *** 86.4 Yes * ***** **** 117. CIGNA HealthCare of Florida (HMO, POS) 86.4 Yes FL *** *** *** *** 118. Humana Health Plan - Kentucky (HMO, POS) 86.4 Yes IN, KY *** **** *** ** 119. Blue Cross and Blue Shield of Kansas City (HMO) 86.4 Yes KS, MO *** *** ** *** 120. Kaiser Foundation Health Plan of Georgia (HMO) 86.4 Yes GA *** ***** *** 121. M-CARE (HMO) 86.4 Yes MI *** **** * ***** 122. CIGNA HealthCare of Georgia (HMO, POS) 86.3 Yes GA ** *** **** *** 123. Compcare Health Services Insurance Corporation (HMO, POS) 86.3 Yes WI *** *** *** *** 124. Blue Cross Blue Shield Healthcare Plan of Georgia (HMO, POS) 86.3 Yes GA *** *** **** 125. Aetna - Florida (HMO, POS) 86.3 Yes FL *** *** *** *** 126. Blue Plus (HMO, POS) 86.2 Yes MN *** ** *** **** 127. UnitedHealthcare of Louisiana (HMO, POS) 86.2 Yes LA ***** ** ** ** 128. Humana Health Plan of Texas - Austin (HMO) 86.2 Yes TX *** ** *** **** 129. HMO Colorado (HMO, POS) 86.2 Yes *** CO *** *** *** 130. United Healthcare of New Jersey (HMO, POS) 86.1 Yes NJ *** *** ** ** 131. Humana Health Plan of Texas - San Antonio (HMO) 86 Yes TX *** *** *** **** 132. UnitedHealthcare of the Midlands (HMO) 86 Yes IA, NE **** * ** *** 133. GHI HMO (HMO, POS) 86 Yes NY *** *** *** *** 134. Aetna - Texas (HMO, POS) 85.9 Yes TX ** *** *** *** 135. Aetna - Tennessee (HMO, POS) 85.9 Yes TN *** *** *** ** 136. UnitedHealthcare of Kentucky (HMO, POS) 85.9 Yes IN, KY * **** ** *** 137. CareFirst BlueChoice (HMO, POS)

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	-		DC, MD, VA		**	****	****
		138. AmeriHea					
	_		NJ		***	***	***
		139. Optimum	DE, DC,	POS)			
		85.9 Yes	MD, VA, WV	***	***	***	**
	网	140. QualChoic	e Health Plan (	HMO, PC	DS)		
	100	85.8 Yes		***	***	***	**
	阙	141. MD - Indiv	vidual Practice	Associati	ion (HMO	, POS)	
			DC, MD, VA			And the state of the second	***
	劉	142. Aetna - O	klahoma (HMO	, POS)			
		85.8 Yes	OK	**	***	**	***
	囫	143. Arnett He	alth Plans (HM	D, POS)			
		85.8 Yes	IN	****	***	***	****
	國	144. Aetna - M	aryland, DC, a	nd Virgin	ia (HMO,	POS)	
			DC, MD, VA				***
	M	145. Health Ne	t of California (	HMO, PO	DS)		
		85.7 Yes	CA	**	***	***	***
		146. Medica (H	MO, POS)				
		85.6 Yes	MN, ND, SD, WI	***	**	***	**
k	罰	147. Health Fir		(HMO)			
		85.6 Yes	FL	****	***	****	***
	题	148. Paramour	t Health Care	(HMO)			
		85.6 Yes	OH	***	***	**	***
		149. PacifiCare	of Oklahoma (	HMO)			
		85.5 Yes	OK	**	***	***	***
	쮕	150. CIGNA He				5)	
		85.5 Yes	DC, MD	**	**	****	***
	們	151. PacifiCare	of California (I	нмо, ро	S)		
		85.4 Yes	CA	**	***	***	***
		152. IHC Healt		POS)			
		85.4 Yes	ID, UT	**	**	**	****
		153. CIGNA He		xas (HMC			
		85.3 Yes	TX	**	***	***	***
	F	154. PacifiCare	of Texas (HMC	))			
		85.3 Yes	TX	**	**	***	***
J		155. Neighborh		hadness of the second s	(HMO, P	OS)	
		85.3 Yes	FL	**	***	***	*
	<b>1</b>	156. Sioux Vall	and the second	(HMO)	1200		
	-	85.3 Yes	IA, SD	**	***	**	***
	Ø	156. Sioux Vall				10)	
		85.3 Yes	IA, SD	**.	***	**	***
	2007 1	157. CIGNA He	althCare of Inc	liana (HN	40, POS)		

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		Salar and						
		85.2 Yes				**	**	
E	20	158. CIGNA Healt	hCare of,Illing	ois (HMC	), POS)			
		85.2 Yes	IL, IN	**	***	**	***	
EL.	^{~~} ]	159. Horizon HMC	D (HMO)					
		85.2 Yes	NJ	***	**	***	****	
		160. UnitedHealth	Care of Color	ado (HM	10, POS)			
		85.2 Yes	CO	**	***	**	***	
Contract		161. Health Plan						
		85.2 Yes			**	***	***	
F		162. UnitedHealth				M. 175 T		
		85.1 Yes					***	
	5	163. CIGNA Healt						
		85.1 Yes				****	***	
With		164. CIGNA Healt						
		85.1 Yes					***	
		165. Aetna - New			10.00	20		
		85 Yes			++	**	**	
		166. Humana Hea						
t	21	85 Yes				**	***	
7	1.1					**	***	
Ĩ	<u>74, 1</u>	167. Aetna - Nort				dist	dist.	
	ब्हा)	84.9 Yes				**	**	
ŧ		168. UnitedHealth						
Ι.,		84.8 Yes				***	**	
Dec.		169. Humana Hea						
		84.8 Yes			***	**	***	
		170. PacifiCare of				6.64		
		84.7 Yes					**	
-	24V	171. CIGNA Heal						
		84.7 Yes				**	***	
Party.		172. CIGNA Heal	thCare of Dela	aware (H	IMO, POS	)		
		84.7 Yes	DE	**	*	***	***	
ē		173. Health Optic	ons - North (H	IMO)				
		84.5 Yes	FL	***	*	***	**	
1000	8	174. AvMed Healt	th Plans (HMC	), POS)				
		84.4 Yes	FL	**	*	***	**	
	<b>F</b>	175. Health Optic	ons - South (F	IMO)				
	1	84.4 Yes	FL	***	*	***	**	
		176. United Healt	hcare of Arizo	ona (HM	O, POS)			
		84.4 Yes	AZ	*	****	*	**	
-		177. Health Net o	of Arizona (HM	10)				
		84.2 Yes	AZ	**	*	***	***	
-		178. BlueCHOICE				1.000	00000	
	-	84.1 Yes	MO	**	***	**	**	
ł	87	179. HMO New M		enc	000440			
		84.1 Yes	NM	***	***	**	+	
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	2			Plan of New					
			.7 Yes		**		***	****	
COLUMN T		183.	Humana H	ealth Plan of	Texas - C	orpus Chr	isti (HMO)		
		83	.6 Yes	TX	**	***	*	**	
TALL.	2	184.	Aetna of I	linois (HMO,	POS)				
		83	.6 Yes	IL, IN	**	**	**	***	
Mac		185.	UnitedHea	Ithcare of Mis	ssissippi (H	HMO, POS	)		
		83	.2 Yes	MS	*	*****	*	*	
Minuted.	1	186.	Western H	ealth Advant	age (HMO	)			
		83	.1 Yes	CA	***	**	**	**	
lamon	91	187.	Humana M	ledical Plan -	Florida (H	MO, POS	1		
		83	Yes	FL	**	*	***	**	
	2	188.	Blue Shiel	d of California	HMO, P	OS)			
			.9 Yes		and the second	*	***	***	
Hants.		189.	Aetna of C	alifornia (HM					
			.8 Yes			*	**	***	
winter of				lealth Plan - (	Chicago (F	IMO)			
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			.8 Yes		**	*	**	**	
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				AZ, NV		*	**	**	
8	F			of California					
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5			.2 Yes	NM	*	**	**	**	
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2	-		.2 Yes	CA	*	*	***	***	
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5			.1 Yes	IL, IN	*	***	+	**	
ē	P.			Ithcare of Illi			-	<u>.</u>	
2	-		.1 Yes	IL, IN		***	++	**	
UNIT OF COLUMN				Care (HMO)	-		~~	~~	
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E	10		.9 Yes	IL, IN	*** ·	***	*	×	
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		79.	2 Yes	IL, IN	*	*	*	*
Line.		203.	Community	Health Group	(HMO)			
		78.	9 Yes	CA 1	E COMPANY	***	*	*
E	] ]	204.	PacifiCare of	Nevada (HM	0)			
		78.	7 Yes	NV	*	*	*	*
Seu	T	205.	Health Plan	of Nevada (HI	MO, POS	5)		
		78.	6 Yes	NV	*	*	*	**
THE STREET		206.	Group Healt	n Cooperative	e of Eau	Claire (HI	MO)	
		77.	9 No	WI	*****	*****	*****	****
13	1:	207.	Blue Cross a	nd Blue Shiel	d of Ver	mont (HM	10, POS)	
				VT		and the second second second second second	A CONTRACT OF A	****
1	1	208.	Health Net o	f Connecticut	(HMO,	POS)		
			No				*****	****
F	1:	209.	Gundersen L	utheran Heal				
1			4 No				****	***
P	ie i	210.	Anthem Blue	Cross and B	lue Shie	ld (HMO,	POS)	
1			No				****	*****
ø	7	211.	Mercy Health	n Plans of Mis				
			the second se	MO	and the second se		***	**
1	2	212.	Welborn Hea	Ith Plans and	Health	Care Solu	tions (HM	O, POS)
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(Bin	F :	213.	<b>CIGNA Healt</b>	hCare of Con	necticut	(HMO, P	OS)	
11			.8 No				*****	*****
15	F] ]	214.	Physicians P	lus Insurance	Corpora	ation (HM	O, POS)	
			.6 No				*****	****
	7	215.	Neighborhoo	d Health Plan				
			.4 No		and the second		*****	****
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				CO			***	***
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		10, F			3			
			.1 No	WI	***	****	****	****
	9	218.	Capital Adva	ntage Insura	nce Co (	POS)		
			1 No	PA	****	***	***	***
No.	9	219.	The Vermon	t Health Plan	(HMO, F	POS)		
			.1 No		****	***	***	****
Star.		220.	Providence H	lealth Plans -	Oregon	(HMO, P	OS)	
		1	.6 No		****	***	***	****
		221.	Coventry He	alth Care of [	Delaware	e (HMO, F	POS)	
	7		.5 No		****		****	***
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			.5 No	KY	****	****	**	**
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		225.	United He:	- HLC					
			officed field	althCare of F	lorida (HM	O, POS)			
P		73.	1 No	FL	***	****	***	**	
		226.	Health Net	t of New Jers	ey (HMO,	POS)			
		72.	8 No	NJ	***	***	***	***	
E	1	227.	PHP Comp	anies (HMO,	POS)				
		72.	7 No	TN	***	****	***	**	
SNC I		228.	Group Hea	alth Plan (HM	O, POS)				
		72.	3 No	IL, MO	***	***	***	***	
驟	E	229.	Mercy Hea	ith Plan of M	issouri (HI	MO)			
		72.	3 No	TX	***	*****	*	I	
	間	230.	United Hea	althCare of th	ne Midwes	t (HMO, P	OS)		
		72.	2 No	IL, KS, M	0 **	*****	***	**	
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	247. CIG	SNA Heal	thCare of Ne	w York	(HMO,	POS)	
	68.7 N		NY	**		***	***
2		General Contract	Lubbock (H	MO)			
	68.7 N		TX	**	***	* *	*
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19			ployers Hea	ith of (	seorgia		
-	66.6 N		GA	*	*	***	*
			alth Plan - A	rizona	(HMO)		
	65.3 N		AZ	*	*	**	**
R	256. Mo	lina Heal	thcare of Wa	shingt	on (HMC	D)	
	64.8 N	0	WA	*	toto	* I	I
SI SIL	257. Blu	e Cross a	and Blue Shi	eld of	New Mex	kico (POS)	
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Tł	ne followir	ig plans	could not be	ranke	d becaus	se of insuffic	cient data.
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1 A	Kaiser F	oundatio	n Health Plan	n of Ge	eorgia (P	OS)	
	N/A Y		GA	I	Ĩ	****	***
			n Plan of Sou	thwest	t Michiga	an (HMO, PC	DS)
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1	Autens Ar	ea nealtí	1 Plan Select				
	~		GA				

AultCare

OH Blue Choice and Blue Select AZ Blue Cross and Blue Shield of Montana MT BlueCross of Idaho ID **BlueLincs HMO** OK CIGNA HealthCare of Kentucky KY Carelink Health Plans WV Cariten Health Plan TN Community Health Plan CA CommunityCare HMO OK Coventry Health Care of Georgia GA Coventry Health Care of Nebraska NE DAKOTACARE SD **Evergreen Health Plan** GA **Exclusive Healthcare** NE Great-West Healthcare - California CA Great-West Healthcare - Colorado CO Great-West Healthcare - Illinois IL Great-West Healthcare - Texas TX **HMO** Nevada NV Health Net Health Plan of Oregon OR Health Tradition Health Plan WI HealthSpring

http://www.usnews.com/usnews/health/best-health-insurance/rankings/commercial.htm 1/12/2006

Page 15 of 16

TN Hometown Health Plan NV **NHP** Community MA PacifiCare Asia Pacific GU Preferred Medical Plan FL **Premier Health** KS QCA Health Plan AR Regence BCBS of Oregon OR Regence HealthWise UT San Francisco Health Plan CA Santa Clara Family Health Plan CA Sharp Health Plan CA **Total Health Choice** FL **UNICARE** Health Plan of Texas TX **VIVA Health** AL Valley Health Plan CA Valley Health Plan WI Ventura County Health Care Plan CA Vista Healthplan South Florida FL WellPath Select NC Compare Selected Clear Selected

Footnote:

1 star = lowest, 5 stars=highest

A = data unavailable or too few members to report; I = insufficient data to compute category rating; R = declined to report or invalid data; P = accreditation pending; N/A = not applicable

* Health maintenance organizations (HMO) and point-of service (POS) plans were analyzed. In an HMO, a primary-care physician provides basic care; other care is delivered by a strictly defined network of specialists. Members pay out of pocket for care received outside the network. A POS plan is similar, but the plan pays some of the cost of out-of-network care.

Note: Identical ranking indicates plans with identical scores. Otherwise, ties in plan scores are due to rounding.

Source: National Committee for Quality Assurance (reporting plans); HealthLeaders-InterStudy (nonreporting plans)



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http://www.usnews.com/usnews/health/best-health-insurance/rankings/commercial.htm 1.

Exhibit 121 K.1

<date>

<member name> <member address> <city, state, zip>

Dear <member name>:

### We're contacting you because you may benefit from a unique program known as BluePrint for Health[®] care support

If you live with a health condition, chances are you're aware of its effects daily. You may even have physical limitations. With fast-changing treatment options, you may have questions about your medication, food choices or recommended tests. The *BluePrint for Health care support* program can help.

#### The BluePrint for Health care support program is designed for you

Every person is different, with unique preferences when it comes to health. Our program helps you and your doctor better manage your condition with support tailored for you. As a participant, you may receive one-on-one guidance by phone from a care support professional, such as a nurse or dietitian, educational materials or reminders by mail. The goal: to help you feel better about your health every day.

#### The BluePrint for Health care support program is confidential

Please know that your personal information is protected and is not released to any unauthorized entity. Your care support team must keep your information confidential and may not use it for any reason other than this program. Your decision to participate or not participate will be kept confidential and does not affect your health benefits, your premiums or how your claims are paid.

#### The BluePrint for Health care support program is voluntary

This program is offered as part of your health plan at no cost to you. We believe you'll find great value and comfort from it. We will begin the process for your participation by sharing your information with our program administrator, American Healthways. Then, in the next few weeks, you will receive more information about how the program can address your unique health needs.

If you would like more information about this program, please call 1-888-264-1744.

(continued)

If you choose not to participate, check the box below and return the form to us in the enclosed postage-paid envelope within the next 14 days to be removed from this program. Please note you need to return the form below only if you *do not* want to participate.

We look forward to supporting you and your doctor for better health!

Sincerely,

Wit ger, Jus

Bill Gold, M.D. Chief Medical Director

Return this letter to let us know you <u>do not</u> want to participate in the BluePrint for Health care support program

[] No, thank you. I do not want to participate in the BluePrint for Health care support program.

Signed_

Member Identification Number_____ (As found on the front of your health plan card)

Date of Birth

If we do not receive your response within 14 days you may receive additional program materials, but please know that we will honor your request when we receive your response. Please note that we may contact you in the future about additional programs that may fit your changing health needs.

If you decide you would like to participate in the BluePrint for Health care support program in the future, please call your customer service representative.

are longer than usual for AMHC and Blue Cross, reflecting a strategic perspective and mutual commitment by both parties to the success of this initiative.

3. Timeframe

### 2001

August 24:	Sign non-binding LOI
October 1:	Sign ten year contract

#### 2002

January 1:	Deploy phase one diseases
March 1:	Deploy AMHC's predictive modeling services and My
	Healthways web offering to entire Blue Cross membership
	(optional)
June 1:	Deploy phase two diseases (ten initially).
July 1:	Continue deployment of phase two diseases
July-December:	Open dedicated local call center (timing dependent on growth in patient volume)
January-December:	Design new development programs

2003

January-December: Deploy new development programs

### 4. Open Issues

#### a) Privacy

HIPPA guidelines do not appear to raise privacy concerns for this program. However, Minnesota privacy statutes are stricter and raise challenges for the initial DM program enrollment process. We need a written statement reflecting our planned approach as we expand disease management capabilities.

#### b) NCQA

6

NCQA requires that we deploy heart disease and diabetes DM programs to all Blue Plus members including self insureds. We need to estimate the cost to fund Blue Plus self insureds until a time when the program can be offered to these accounts for an additional fee.

### c) Medicare Supplement

To date we have not offered DM programs to the Med Supp population. We have asked AMHC to develop a business model so that we can consider

CONFIDENTIAL TRADE SECRET

BCBSM 119894

### **Purchaser Questions**

### 58. Would it be possible for a group to pilot the program using only one disease category as the target disease at first?

This program was designed to achieve the highest attainable level of patient success combined with overall cost savings. The reality is that the most needy patients are the ones with multiple chronic diseases which this program has been designed to address. Without the hierarchy and coverage for the multiple diseases, the business model that drives the success of this program will not work. The program is not available on a separate disease basis.

### 59. What if an ASO group prefers an "opt in" model rather than an "opt out" model?

Our financial and business relationship with American Healthways is again based on an opt out model. The opt out model allows us to get over 95% of the population engaged in the program. Where a typical enrollment model (opt in) will only attract 30% of the population, which is the "worried well." The worried well are typically not the drivers of the majority of the health care costs. Therefore, and opt-out model allows us to engage and impact the majority of the population which results in lower health costs.

Currently, we have less than 2% who have opted out of the program. Our contract with American Healthways was built around this model and we are contractually bound to pay American Healthways when the introductory letter is mailed to the member. The program is also multifaceted and individuals are getting things in the mail, through the internet and through telephone conversations which incur labor and resource costs. Therefore, we are unable to be flexible with groups on this particular issue. We strongly believe in the beneficial aspects of the opt out model and this is part of how the process was structured.

### 60. Do participants "graduate" out of the program when they become low risk? (Does an employer continue to pay for the participant when the condition improves?)

Most member participants do not "graduate" out of the BluePrint for Health care support program. Instead, the program's interventions and intensity are matched to each individual's needs and risk level. Risk level is fluid and changes frequently, at times without warning. It is very important to keep low risk members their healthiest and to offer support, education and self-management skill development.

Among the conditions in the core and extended bundles a few protocols include "graduation" or program completion if certain clinical and lifestyle factors are maintained over a significant period of time (e.g. 18 months). These conditions include: asthma, acid-related disorders, pressure ulcers, fibromylagia, irritable bowel, low back pain, urinary incontinence and osteoporosis.

61. How does an identified member opt out of the care support program? During the engagement process, the eligible member is contacted by mail and telephone to confirm their participation. At this time, the member may decline the program. (This type of engagement model results in participation rates of over 90% compared to 30% for less proactive approaches).

Once in the program, a participant may "opt out" or quit the program by notifying the care support nurse. Only the participant or a family member (given permission to speak on behalf of the participant), can provide an opt out request.

13

### 100. What if a doctor recommends something outside or different from the BluePrint for Health care support program recommendations?

Blue Cross will work with your doctor to ensure the best care possible. Participants should continue to follow and seek the advice of their physician.

#### Provider reports/interventions - define

### Reporting

### 101. What types of reports will be available?

Blue Cross and American Healthways will create the following types of reports:

- Clinical Process/Outcomes examples include compliance with standards of care per disease, heart attack rates, quality of life.
- Satisfaction random samples on an annual basis of providers and participants across all groups.
- 3) Utilization examples include ER and hospital admissions per 1,000.
- 4) Financial includes claims savings and ROI.
- 5) Participation/activity

### 102. When are reports available?

Most of these reports require a claims run out period after year-end of six months. (Plan year reporting). By the first quarter of 2003, we should have the information necessary to generate reports for the Blue Cross plan-wide reporting

### 103. Are there any mockups of reports available now?

Yes. There are some sample reports available on the BluePrint for Health at Work Lotus Notes database. These are samples of what a client's annual report may look like. The Account Reporting team is responsible for the development and implementation of reports.

### 104. What types of reports will be available to fully insured groups?

All Blue Cross fully insured groups will be able to review the data analysis across the entire plan. (More information on this to come.) In addition, we are beginning to evaluate participation reports for fully insured groups with 51+ contracts so that they can see the activity among their members in the program. More detail on timelines and development of these reports is available via your leadership.

### 105. What types of reports will be available to self-funded groups?

Self-funded groups will receive group-specific monthly activity reports –regardless of group size. Groups with 4,500 contracts or more are eligible to receive all outcome reports (plan- year) on a group specific level.

### 106. Will AccordantCare purchasers receive reports?

No. At this time there are no plans to produce or offer reports for this program. The participation rate is so low that report value and confidentiality become an issue.

# 107. Is there a report available that categorizes a group's program members into the various strat/severity levels (1, 2, 3, or 4)?

Our current reporting does not stratify by risk level because this information would most likely be misleading and inconclusive. A member's strat level is very dynamic and can change multiple times over a quarter. As a result, American Healthways does not produce reports on this field. Current reports focus on results and outcomes of the program, not the process by which we match interventions to needs

Last Update: 02/07/03

22



# Empathetic Care Managers And Best In Breed Technologies

The AMHC Outcomes Improvement Metaphor

"Mother Theresa In A Nursing Uniform At The NASA Control Center"

AMHC Believes That An Effective Outcomes Improvement Platform Needs To Be Built On A Three Part Foundation

- Empathy (Mother Theresa)
- Clinical excellence (An outbound phone and field nurse-based platform)
- The best in breed technologies to find, stratify, plan and intervene most effectively with pre- and post event health condition members





22

# Blue Cross Blue Shield Of Minnesota

# Advertising

# January 1, 2001 to December 31, 2001

### Summary of 2001 Advertising by Account

	Tech Control of Contro
Advertising	2,866,256
Sales Promotions	1,022,176
Community Affairs	845,670
Media and Public Relations	562,184
Marketing Communications and Health Improvement	447,378
Internal Communications	382,262

Corporate Board Book Total

6,125,926

Vendor Name	Total Dollars
CARMICHAEL LYNCH ADVERTISING	1,817,868
BOZELL KAMSTRA	1,579,635
HIMLE HORNER INC	463,360
Promotional trinkets from various vendors including James & Co and	
Laser Graphics	199,145
KAE MAYER	179,200
BLUE CROSS BLUE SHIELD FNDTN	119,190
KATHERINE GALLIGAN DBA	98,105
GOFF & HOWARD INC	95,075
MIGHTY MEDIA, INC	70,000
TMP WORLDWIDE	53,142
NATIONAL PATIENT SAFETY FOUNDATION	50,000
ALAN E MARKHAM DESIGN	49,406
MCKESSON HEALTH SOLUTIONS	47,925
MINNESOTA COUNCIL OF HEALTH PLANS	40,123
	4,862,173
ENDORS UNDER \$40,000	1,263,753
Total	6,125,926

# Summary of 2001 Advertising Work Effort By Vendor

### Summary of 2001 Advertising Work Effort 3y Vendor

### Scope of Services

### CARMICHAEL LYNCH ADVERTISING

Categorization & Project Name	Expense Total	Brief description of vendor services offered. 2-3 sentences
Core and Support		
Blue Print for Health	25,000	BluePrint for Health online
		2002 corporate, product and affiliate advertising
Advertising	1,792,868	campaigns
Project	0	
Total	1,817,868	
BOZELL KAMSTRA		
Categorization & Project Name	Expense Total	Brief description of vendor services offered. 2- sentences
Core and Support		
Blue Print for Health	4 240	BluePrint for Health online
		2001 corporate, product and affiliate advertising
Advertising	1,575,396	campaigns
Total	1,579,635	
HIMLE HORNER INC		
		Brief description of vendor services offered, 2-3
Categorization & Project Name	Expense Total	sentences
Core and Support		
Behavior Health	775	Behavioral Health media issues
Media and Public Relations		External Public Relations consultant
Total	463,360	

### Summary of 2001 Advertising Work Effort By Vendor

### Scope of Services

Categorization & Project Name		Expense Tota	Briel description of vendor services offered. 2- sentences
Core and Support			
	Promotional trinkets from various vendors including James & Co and Laser Graphics	199,145	
Healthy Start	KAE MAYER	179,200	\$50 gift certificate for new member enrollment - car seat for government program membership for Healthy Start Program
	BLUE CROSS BLUE SHIELD FOUNDATION	119,190	Corproate Olympic sponsorship External market research; services not available in
	KATHERINE GALLIGAN DBA	98,105	house.
Y	GOFF & HOWARD INC	95,075	External Public Relations consultant
Fitness Fever	MIGHTY MEDIA, INC	70,000	Fitness Fever Website development & design Cost of putting the proprietary name and logo of BCBSMN in national yellow pages. Also handle
	TMP WORLDWIDE	53,142	cooperative ads with your agents.
NDORS UNDER \$40,000	NATIONAL PATIENT SAFETY FOUNDATION	50,000	Corporate sponsorship
	ALAN E MARKHAM DESIGN	49,406	Design consultant for overflow of work
First Help	MCKESSON HEALTH SOLUTIONS	47,925	First Help promotional brochures sent to members
1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	MINNESOTA COUNCIL OF HEALTH PLANS	40,123	Sponsorship of MN Cough & Cold Kits
	BLUE CROSS BLUE SHIELD ASSOCIATION	12,614	Corporate Olympic sponsorship

# **Blue Cross Blue Shield Of Minnesota**

# Advertising

# January 1, 2002 to December 31, 2002

## Summary of 2002 Advertising Expense by Account

Advertising	\$3,242,193
Marketing Communications and Health Improvement	\$934,879
Community Affairs	\$635,105
Sales Promotions	\$603,789
Media and Public Relations	\$581,443
Internal Communications	\$100,405
National Advertising	\$70

Corporate Board Book Total

### \$6,097,884

BCBSM 77859

Vendor Name	Total Dollars
CARMICHAEL LYNCH ADVERTISING	2,872,056
KAE MAYER	321,300
BOLGER PUBLICATIONS	234,930
HIMLE HORNER INC	212,433
Promotional trinkets from various vendors including James & Co and	1
Laser Graphics	205,631
BLUE CROSS BLUE SHIELD FNDTN	155,677
NATIONAL INSTITUTE OF HEALTH POLICY	100,000
PINNACLE VIDEO PRODUCTIONS INC	92,869
GOFF & HOWARD INC	88,690
SNG RESEARCH CORPORATION	84,900
KATHERINE GALLIGAN	72,179
GEOACCESS, INC.	69,255
MINNESOTA COUNCIL OF HEALTH PLANS	54,783
BLUE CROSS BLUE SHIELD ASSOCIATION	47,335
MALL OF AMERICA	40,000
	4,652,038
VENDORS UNDER \$40,000	1,445,845
Total	\$6,097,884

# Summary of 2002 Advertising Work Effort By Vendor

# Summary of 2002 Advertising Work Effort By Vendor

### Scope of Services

Core and Support

### CARMICHAEL LYNCH ADVERTISING

Categorization & Project Name	Expense Total	Brief description of vendor services offered. 2- sentences
	14,245	BluePrint for Health online
	ġ/s	2002 corporate, product and affiliate advertising
	2,857,810	campaigns
Total	2,872,056	
2		
AE MAYER		
AE MAYER		
AE MAYER		Brief description of vendor services offered. 2-
	Expense Total	Brief description of vendor services offered. 2-
AE MAYER Categorization & Project Name	Expense Total	. 그 것을 한 것 같아요. 한 것 같아요. 것 같은 것 것 같아요. 가지 않는 것 같아요. 한 ? ? ? ? ? ? ? ? ? ? ? ? ? ? ? ? ? ?
	Expense Total	sentences
	Expense Total	sentences \$50 gift certificate for new member enrollment - car
	Expense Total	

### Summary of 2002 Advertising Work Effort By Vendor

### Scope of Services

Categorization & Project Name	Expense Total	Brief description of vendor services offered. 2-3
Core and Support		
BOLGER PUBLICATIONS	234,930	Health Journal design and printing. Also overflow of production design.
HIMLE HORNER INC	212,433	External Public Relations consultant
Promotional trinkets from various vendors including James & Co and Laser Graphics	205,631	
BLUE CROSS BLUE SHIELD FNDTN	155,677	Corporate Olympics sponsorship
NATIONAL INSTITUTE OF HEALTH POLICY	100,000	Corporate sponsorship/ partnership Video development- outside resource not available in
PINNACLE VIDEO PRODUCTIONS INC	92,869	
GOFF & HOWARD INC	88,690	External Public Relations consultant
SNG RESEARCH CORPORATION	84,900	External market research; not available in house.
KATHERINE GALLIGAN DBA	72,179	External market research; not available in house.
GEOACCESS, INC.	69,255	Web development & provider data
BLUE CROSS BLUE SHIELD ASSOCIATION	47,335	Corporate Olympics sponsorship Lease space for Medicare Booth as coprorate sponsorship
MALL OF AMERICA	40,000	
MINNESOTA COUNCIL OF HEALTH PLANS	40,000	Sponsorship of MN Cough & Cold Kits health plans to gather information, from various chart
MINNESOTA COUNCIL OF HEALTH PLANS	14,783	at various clinics through out the state to improve
ALAN E MARKHAM DESIGN	8,158	Design consultant for overflow of work

### Olympic Special Assessment Billing BCBS Association

					DOL	0076000au	
Date	Inv.#				Amount		
			Year 20	00			
11/12/1999	205542	\$	10,042.00			Jan,- Mar.	٨
4/14/2000	208387		10,041.00			April-June	Ν
6/8/2000	209359	\$	10,041.00			July-Sept	N
10/19/2000	211503	\$	10,041.00			Oct-Dec	٨
				\$	40,165.00	1000	
1/1/2000		\$	1,646.00			Jan Mar.	
4/1/2000		\$	21,543.00			April-June	
7/1/2000		\$	21,543.00			July-Sept	
10/1/2000 -	100	\$	21,521.66			Oct-Dec	
				\$	66,253.66		
Total Year 20	00			\$	106,418.66	-	
			Year 20	01			
1/1/2001		\$	23,097.50			Jan Mar.	
4/1/2001			23,097.50			Apr June	
7/1/2001			23,097.50			July - Sept.	
8/17/2001			19,897.00			Jan - Mar 00	
10/1/2001		5	3,200.50			Oct-Dec.	
Total Year 20	01			\$	92,390.00		
			Year 20	02			
1/1/2002		\$	23,667.25			Jan Mar.	
4/1/2002			23,667.25			Apr June	
7/1/2002		\$	23,667.25			July - Sept.	
10/1/2002		\$	23,667.25			Oct Dec.	
Total Year 20	02			\$	94,669.00		
			Year 20	03	1		
1/1/2002		\$	108,342.00				
Total Year 20	03			\$	108,342.00		
			Year 20	04			
1/1/2002		\$	132,331.00				
Total Year 200	03			\$	132,331.00		
				-		5	

Marketing Communication Special Assessments Marketing Communication Special Assessments Marketing Communication Special Assessments Marketing Communication Special Assessments

dy type

# **Blue Cross Blue Shield Of Minnesota**

# Advertising

# January 1, 2003 to December 31, 2003

BCBSM- 022192

### Advertising 2003

Page Number
3
4
5
5
5
5
6

## Summary of Advertising Work Effort By Account

	_	2001	_	2002	 2003
Advertising	s	2,866,256	\$	3,242,193	\$2,919,860
Sales Promotions		1,022,176		603,789	1,054,138
Community Affairs		845,670		635,105	583,173
Internal Communications		382,262		100,405	555,005
Marketing Communications and Health Improvement		447,378		934,879	466,487
Media and Public Relations		562,184		581,443	392,632
National Advertising				70	
Total	5	6,125,926	\$	6,097,884	\$ 5,971,295

1

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BCBSM-022194

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			Total
Vendor Name	Division	Dollars	Dollars
CARMICHAEL LYNCH ADVERTISING	Sales & Marketing - CMO	2,903,380	A 10000
			2,903,380
BOLGER PUBLICATIONS	Sales & Marketing - CMO	478,398	·*
		1 A 1 A 1 A 1 A 1 A 1 A 1 A 1 A 1 A 1 A	478,398
PROMOTIONAL MARKETING	Atrium	6,221	
Various vendors)	CCS	10,174	
	CDMI	29	
	Finance Administration (CFO)	3	
	Health Management	205	
	Human Resources & Facilites Management	587	
	MIL	2,412	
	Network Mgmt & Business Development	813	
	Operations	258	
	Sales & Marketing - CMO	447,905	
			468,607
GIFT CERTIFICATE CENTER	CDMI	360,122	
			360,122
BUSINESS INCENTIVES	Operations	59,000	
	Sales & Marketing - CMO	100,000	
			159.000
BLUE CROSS BLUE SHIELD ASSOCIATION			
FOUNDATION ON HEALTH CARE	Sales & Marketing - CMO	132,331	
		·	132,331
HIMLE HORNER INC	Sales & Marketing - CMO	91,641	
			91,641
SMAYER	CDMI	90,558	
			90,558
BOOM ISLAND INC	Sales & Marketing - CMO	79,379	1. A. A.
			79,379
GOFF & HOWARD INC	Sales & Marketing - CMO	72,046	0.000
		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	72,046
TMP WORLDWIDE	Sales & Marketing - CMO	51,305	
			51,305
LEE PETERSON BAKER	Sales & Marketing - CMO	49,328	
			49,328
AMY PAK INC	Network Mgmt and Business Development	10,125	-126/21
	Sales & Marketing - CMO	38,105	
	enter a mantenta ente		48,230
CATHERINE GALLIGAN DBA	Sales & Marketing - CMO	42,679	
	ante a luginaria		42,679
1752 T			- Section 1

### Summary of 2003 Advertising Work Effort By Vendor By Division

Total

Vendors under \$40,000 Grand Total

1.1

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11

5,027,004

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944,291 5,971,295

# mmary of 2003 Advertising Work Effort By Vendor

### Scope of Services

10 C

Core and Support

#### CARMICHAEL LYNCH ADVERTISING

Categorization & Project Name	Expense Tota	Brief description of vendor services offered. 2- sentences
outegonzation a Project nume	Expense rolu	Schences
	1.000	- Media buy (TV), radio, print, billboards, etc. for our corporate
7.13		brand campaign, product and affiliate advertising.
Total	2,903,380	
DLGER PUBLICATIONS		
Cotonomization & Desired Name	Custom Total	Brief description of vendor services offered. 2-3
Categorization & Project Name	Expense Total	sentences
Health Journal	478,398	Health Journal design and printing.
Total	478,398	
omotional Trinkets		
	Expense Total	= Brief description of vendor services offered. 2-3
omotional Trinkets		= Brief description of vendor services offered. 2-3
omotional Trinkets		Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie
omotional Trinkets	Expense Total	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative
omotional Trinkets		Brief description of vendor services offered. 2- sentences Promotional trinkets from various vendors including MacKenzie
omotional Trinkets Categorization & Project Name	Expense Total 468,607	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative
omotional Trinkets Categorization & Project Name	Expense Total 468,607	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative
Categorization & Project Name	Expense Total 468,607	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative
omotional Trinkets Categorization & Project Name	Expense Total 468,607	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative Promotions.
Categorization & Project Name	Expense Total 468,607	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative Promotions.
Categorization & Project Name Total TCERTIFICATE CENTER	Expense Total 468,607 468,607 Expense Total	Brief description of vendor services offered. 2-3 sentences Promotional trinkets from various vendors including MacKenzie Marketing, James Goup, Laser Graphics, and Creative Promotions. Brief description of vendor services offered. 2-3

## Immary of 2003 Advertising Work Effort By Vendor

# Scope of Services

e

Α.

Categorization & Project Name	Expense Total	Brief description of vendor services offered. 2-3 sentences
ore and Support		
		Consultants to help rework/improve system letters
BI	159,000	sent to members.
BLUE CROSS BLUE SHIELD ASSOCIATION		
FOUNDATION ON HEALTH CARE	132,331	2004 U.S. Olympic Team Sponsorship.
		Media, public relations, and public affairs issues
HIMLE HORNER INC	91,641	management.
KAE MAYER	90,558	Healthy Start participation gift rewards.
BOOM ISLAND INC	70 270	Outside design firm to help us out when our resources in-house are maxed and project workload is high.
BOOM ISLAND INC	19,319	in-house are maxed and project workload is high.
GOFF & HOWARD INC	72,046	Writing/design for Citizen Blue (grassroots) program.
TMP WORLDWIDE	E1 205	Advertising job search.
IMP WORLDWIDE	51,305	Adventising job search.
		Managed corporate community affairs programs like
LEE PETERSON BAKER		Fitness Fever, Champions of Health, etc.
AMY PAK INC	38,105	Communications account management and writing.
		Professional fees related to Strategic Positioning
		Project and Medical Device White Paper.
subtotal	48,230	
KATHERINE GALLIGAN DBA		Consumer Opinion Survey. 2 full studies this year.

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### Implementing Health Improvement at Blue Cross Blue Shield

The Health Management Division is beginning phase two of Health Improvement Implementation. Special challenges of phase two implementation are — truly working as a team, turning ideas into reality, and securing commitment of employees. Faith Ralston can assists Blue Cross/Blue Shield in addressing these challenges in two areas:

### I. STEERING COMMITTEE EFFECTIVENESS

- 1. Help the Steering Team work effectively together
- 2. Ensure progress is made in team meetings.
- 3. Facilitate resolution of issues among team members
- 4. Teach new concepts and skills to help group implement Health Improvement.

### II. LEADERSHIP IMPLEMENTATION SKILLS

- Build new leadership competencies in implementing change and managing people.
- 2. Coach initiative leaders
- Coach leaders who want to develop skills in implementing change and managing people.
- Serve as resource to Bill, Davis, and Celia to address issues between and among leaders that impact team's effectiveness.

### I. STEERING COMMITTEE EFFECTIVENESS

**Consultant Activities** 

- Observe meetings and recommend specific processes and behaviors to improve group effectiveness.
- Serve as a resource to Bill, Davis, and Celia to address specific concerns among and between team members impeding group and initiative progress.
- Lead six group learning experience in the next nine months to build team
  effectiveness, develop change management and people strategy skills. A
  total of nine sessions are recommended. Three are lead by Davis. Working
  sessions will be adapted to respond to the needs of the group.

### SUGGESTED TOPICS ARE:

### Meeting Management

SESSION I: MEETING MANAGEMENT SKILLS (Davis leads)

- Types of meetings Davis
- Basics of a good meeting Davis
- Skills for being a good meeting participant
- Recognize victim mindset or winner mindset
- Commit to winner mindset behaviors

### SESSION II: ENGAGING IN HEALTHY DIALOGUE (Faith leads)

- Learn constructive ways to have controversial conversations
- · Clarify role you are playing on team
- · Identify ways to contribute your best talent to the team
- Complete CARE instrument.
- Use each other's talents as a resource.
- Adapt to others' style to improve team effectiveness.

Note: Faith is can be called in as a process observer to help the team develop skills needed for effective meetings.

### Team Effectiveness

SESSION III: CONFLICT RESOLUTION (Faith Leads)

- Learn various causes of conflicts and how to prevent.
- Practice asking questions rather than take positions.
- · Learn how to resolve differences and build trust.
- Learn 6 elements of trust.
- Learn to reestablish trust once it is broken.
- Practice use of conflict resolution skills on conflict-laden issue.
- Plan and take actions to resolve a real issue.

SESSION IV: WHAT TO DO WHEN THINGS AREN'T TURNING OUT THE WAY YOU'D LIKE. (Davis leads)

- What can you do when things aren't working how you want them to work?
- Learn reality model
- Use reality model on real issues
- Understand belief windows and be able to challenge beliefs
- Apply reality model to real life situations; identify beliefs and new actions possible.

#### Influencing Others

SESSION V: COMMUNICATION SKILLS (Faith Leads)

- · Learn skills to gain buy-in for change
- Create a compelling story communicate the need for change.
- Actively engage employees in discussions of options and issues.
- Learn how to surface and address concerns
- Ask for specific commitments and actions

#### SESSION VI: LEADERSHIP STYLES (Davis leads)

- Learn how you process information and make decisions
- Appreciate differences in how you process versus others process
- · Learn to adapt to others styles
- Learn to work in a way that optimizes your unique style

### SESSION VII: COMMUNICATION SKILLS (Faith Leads)

- Learn influence skills
- Learning when and how to listen in six different ways
- Learn how to advocate effectively for what is needed
- Learn to engage employees, physicians in the solution.

### Implementing Change

SESSION VIII: IMPLEMENT ORGANIZATIONAL CHANGE EFFECTIVELY (1 DAY) FAITH and 2 others lead

- Learn how to work effectively up, down and across organizational boundaries.
- Understand needs and issues at different levels.
- Learn ways to influence and work more effectively with others.
- Design organization communication strategies
- Develop empathy and appreciation for dilemmas at each level.

### SESSION IX: DEALING WITH ROADBLOCKS AND POLITICS (FAITH LEADS)

- Learn strategies to work effectively with organization politics.
- Identify roadblocks to implementation
- Learn strategies to address roadblocks
- Apply to real-life situations and develop action strategies

Note: This is a high impact, one-day learning experience; 35 - 50 leaders are involved from all levels of the organization. (See attached description)

### **II. LEADERSHIP IMPLEMENTATION SKILLS**

- Provide Leadership Expansion coaching to Initiative Team leaders.
- Help Initiative Team Leaders develop people-focused strategy to implement change effectively.
- As requested, provide Leadership Expansion coaching to other Steering Committee members who want to develop strategic people management skills at this time in their career. (Availability of coaching for other than Initiative Leaders is based on interest and recommendation from Bill.)

#### 1. Leadership Expansion Coaching

The Leadership Expansion Program is available for those who want to commit to an in-depth leadership development experience. Leadership Expansion Program is for leaders who desire new skills and perspectives on how to lead change and manage people. This is the program for leaders of significant change or initiatives that want to expand their leadership capabilities.

### Requirements:

Leaders in this program will:

- Identify specific business results desired.
- Identify specific leadership goals.
- Meet monthly for 2 hours with consultant.
- Commit 1 hour a week to reading, practice and reflection.
- Receive feedback and confront difficult issues.
- Practice new behaviors outside of "comfort zone."

### Commitment:

- 6 months
- 2. "Just in Time" coaching as requested by individuals on the Management Steering Committee who want:
  - an outside perspective.
  - confidential discussion of concerns.
  - new ways to approach issues.
  - use DiSC for team building with their team.
  - feedback on approach.

#### Commitment:

- 1 2 hour working sessions
- 3. Serve as resource to Bill, Davis, and Celia to address issues between and among leaders that impact team's effectiveness.

### Commitment:

Varies based on request.

Consultant Time	
<ol> <li>Consultant time will be billed at \$2,500 per day and/or \$350 per hour.</li> </ol>	r \$15,000
<ul> <li>Involvement in Steering Committee Effectiveness</li> <li>Half day a month for 5 months for Team Working Sessions.</li> <li>One-day workshop (2 facilitators and 1 coordinator).</li> <li>Planning and development to respond to specific needs of group.</li> </ul>	
II. Involvement in Leadership Coaching	\$15,000— 30,000

### **Return on Investment**

Management Division Team members:

- · are working effectively together.
- · are effectively leading Health Improvement throughout the Division.
- have greater skills in managing people and leading change effectively.
- · successfully address and resolve issues that impede progress.

Throughout the division there is commitment to Health Improvement and a spirit of trust, teamwork and collaboration.

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### Budget Information (please select one)

- Department Administrative Expenses (K)

	A Manual Andreas and a state of the state	66400				
ß	Cost Center(s) to be Charged	82000 - \$100,000; 73000 - \$85,500				

- > Project/WBS (P)
- Asset (A)
- Prepaid/Accrued Liabilities (Z)
- > Income Statement Account (T)

#### F Yes C No is this request in budget?

If 'no', explain how the request will be funded:

# Scope of Work Description

What is the scope of work to be performed?	The overall objective of the project is to improve written communication from BCBS to members. Specifically, BI will complete a three phased approach to enhance comprehension, reinforce BCBS brand promise and establish standards for luture communications. The three phases are assessment, solution design, and implementation, Through this project, BI will complete the following: Assess existing letters for readability, clarity and reinforcement for brand positioning & tonality and ensure intent of business unit is communicated. Segment letters into Communication tracks' to assess cumulative impact from patticipants' view, Review best practices in other industries faced with communicating complex information, Develop 'enhanced communications' solution, Draft sample letters, and conduct workshop for BCBS authors.
Required Experience of vendor?	BI is a company with a proven track record of business Improvement.
Add'l Qualifications of vendor?	

## **Business Justification**

Background : (provide information

Letters currently sent to members and providers are often confusing

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Background : (provide information leading to this request)	Letters currently sent to members and providers are often confusing and do not convey a tona of trust that BCBS would like to build with members. The project will evaluate and rewrite approximately 30 letters. In addition, training materials will be developed which will increase the letter clarity and improve the tone of letters being written in the future. Ultimately, this will build a better sense of trust between BCBS and members and will decrease the volume of phone calls to customer service. No all letters will be evaluated as part of this effort. This is a pilot that will look at approximately 30 letters. [Include any supporting documents as attachments]	
Other Alternatives:	The letters could remain as is. However, members have given feedback that they are very unclear. (Include any supporting documents as attachments)	
Alternative Vendors:	None [Include any supporting documents as attachments]	
Issues/Risks: (identify any issues or potential risks, and state what will happen if this request is not approved)	The letters and process for writting letters will not be improved and members will continue to recleve information in a manner which confuses them. This increases the call volume into the service center. (Include any supporting documents as attachments)	
Identily Milestones: (Deadlines)	The overall objective of the project is to improve written communication from BCBS to members. Specifically, BI will complete a three phased approach to enhance comprehension, reinforce BCBS brand promise and establish standards for future communications. The three phases are assessment, solution dasign, and implementation. Through this project, BI will complete the following: Assess existing letters for readability, clarity and reinforcement to brand positioning & tonality and ensure intent of business unit is communicated, Segment letters into 'Communication tracks' to assess cumulative impact from participants' view, Review best practices in other industries faced with communicating complex information, Develop 'enhanced communications' solution, Draft sample letters, and conduct workshop for BCBS authors. [Include any supporting documents as attachments]	
Future Costs;	none [Include any supporting documents as attachments]	

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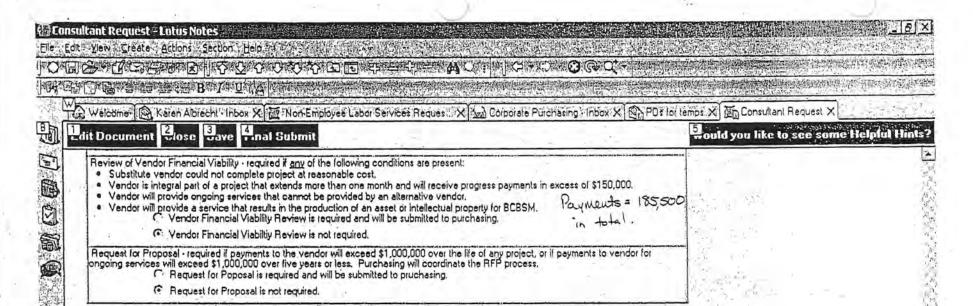
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#### dit Document Sould you like to see some Helpful Hints? Close Save Anal Submit Vendor Due Diligence Complete for all requisitions. Any "Yes " responses require additional documentation and approval before a contract or written agreement can be initiated. Is vendor/consultant an independent contractor or sole proprietorship? If yes, you must obtain approval to C Yes @ No use this vendor/consultant from Human Resources. A copy of the approval must be submitted to purchasing with the contract/written agreement. Is vendor/consultant a former employee of BCBSM or it's affiliates? C. Yes @ No If yes, the date of termination of employment must be at least 90 days previous, Term Date: Will the assignment extend beyond six months? If yes, submit written justification to purchasing with C Yes @ No the contract/written agreement. is vendor/consultant a relative or spouse of a BCBSM employee? Ci Yes @ No If yes, document the name of the employee: You must verify that the vendor/consultant does not report to a relative or spouse. If the vendor/consultant is a relative or spouse of a BCBSM officer, HR employee or Payroll employee, you may not use this vendor/consultant. Is this request for services at least \$50,000? . Yes C No If Yes, you must complete the four sections below. If No, go to the "Estimated Cost" section below. Submit documentation to purchasing of the following for projects or services that will be at least \$50,000. Written justification must be submitted if the information was not obtained. Contact your division controller if you need assistance with this section. Documentation of bids from other vendors (price comparison) and vendor references. C To be submitted C A corporate contract is in place This is needed. Not obtained because: .This project is just a pilot for a much larger project to rewrite letters. The pilot project is serving as a means to evaluate the vendor. Vendor References C. To be submitted C A corporate contract is in place Not obtained because: This project is just a pilot for a much larger project to rewrite letters. The pilot project is serving as a means to evaluate the /endor. Review of Vendor Financial Vlability - required if any of the following conditions are present: · Substitute vendor could not complete project at reasonable cost, You have now manon Notes Malloz/BEBSMN Ministration and an and Officente

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## **Estimated** Cost

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**BCBSM 96400** 

Amount to be paid to consultant for this agreement:	\$185500.00	
Will travel expenses be reimbursed to the vendor?	C Yes ( No	
Il yes, indicate reason:		
Are travel expenses on a per diem (per corporate policy) or other basis? (if not per diem, Sr Staff epproval is required)		
Amount of travel expenses to be allowed:	\$0.00	
Amount of other expenses to be allowed;	\$0.00	
Indicate the value of previous purchase orders related to this agreement:	\$0.00	
Total Cost (Standard fees + travel expenses + other expenses + prey, value) =	\$185500,00	

### Preliminary Approval Authorizations

Do not enter into a contract or written agreement prior to obtaining preliminary approval.

÷ .	Total Value	Approvals needed	Please enter required names below
Ň	All Requisitions	Controller	CN=Dawn Hayes/O=BCBSMN
1	\$0 . \$1,000	Funding or CC Immediate Supervisor	Shannon E Mayer/BCBSMN
	\$1,001 - \$5,000	Director	CN=Shannon E Mayer/0=BCBSMN

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Total Value	Approvals needed	Please enter required names below
All Requisitions	Controller	CN=Dawn Hayes/D=BCBSMN
\$0 - \$1,000	Funding or CC Immediate Supervisor	Shannon E Mayer/BCBSMN
\$1,001 - \$5,000	Director	CN=Shannon E Mayer/O=BCBSMN
\$5,001 . \$49,999	VP	VP:CN=Denise M Mckenna/D=BCBSMN
\$50,000 - \$149,993	Two VP'S	
\$150,000 and above	VP & CFO	CFD: CN=Timothy M Peterson/D=BCBSMN

Once Section I is complete click on the Submit Request button at the top of this pa

Funding Manager Approval

Edit Document Close Save Final Submit

If you are listed in more than one approver role you must approve under each role. (i.e. manager & director) Approve

Manager Name: Shannon E Mayer

Director Approval.

If you are listed in more than one approver role you must approve under each role. (I.e. manager & director)

Director's Name: Shannon E Mayer

Approve Denied

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Director Approved by Shannon E Mayer on 12/29/2003

Controller Approval

If you need to change the controller name click on the box in the above table. Select the name of the controller you would like to send this to. Then click on the button at right to send this to the newly selected controller.

Controller Name: Dawn Hayes

onnve

Denied

Controller Approved by Dawn Hayes on 01/08/2004

Senior Staff Manager Approvals

If you are listed in more than one approver role you must approve under each role. (i.e. manager & director)

Would you like to see some Helpful Hints?

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[i.e. manager & director)       Point       Pointed       Final Submit         VP name:       Denise M Mckenne       Approvel       Denied       Denied       Pointed         VP Approved by Denise M Mckenne on 01/08/2004       Denied       Denied       Final Submit       I////////////////////////////////////                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Welcome       Kalen Abrecht -
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[i.e. manager & director)         VP name:       Denise M Mokenne       Denied         VP Approved by Denise M Mokenne on 01/09/2004       Denied       Denied         CFO Approvel       Denied       Denied       I/I/I/I         CFO name:       Timothy M Peterson       More Total and prove under company to the denore prove under company to the denore prove under company to the denore of th                                                                                                                  | Welcome       Kalen Abrecht - Inbox X       WorkEmployee Labor Services Request: X       And Copposes Purchasing: Inbox X       POS fortemos: X       The Consultant Request X         Cht Document       Gase       Sove       Hond Submit       Enclose X                                                                                                                                                                      | Walcoma       Katen Abrecht - Inbox X       Inon-Employee Labor Services Request: X       Inon Corporate Purchasing: Inbox X       POS fortamon X       Image: Consultant Request X         Ut Document       Inon S       Inon Submit       Image: Consultant Request X         Senior Staff Manager Approvels       Inon Submit       Image: Consultant Request X         I you are listed in more than one approver tole you must approve under each tole. [i.e. manager & director)       Image: Denise M Mckenne       Image: Denise M Mckenne on 01/08/2004         VP Approved by Denise M Mckenne on 01/08/2004       Denied       Image: Denise M Mckenne on 01/08/2004       Image: Denise M Mckenne on 01/08/2004         CFO Approval       Image: Timothy M Peterson       Image: Denise M Mckenne on 01/08/2004       Image: Denise M Mckenne on 01/08/2004       Image: Denise M Mckenne on 01/08/2004         CFO approval       Image: Timothy M Peterson       Image: Denise M Mckenne on 01/08/2004       Image: Denise M Mckenne on 01/08/2004       Image: Denise M Mckenne on 01/08/2004         Figs section is completed by the Requester. Contact purchasing for the vendor number (x2-6877, x2-7067 or x2-2232). The requester/manager should request an AJR in needed for system access and submit for a building access card in needed. 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[[.e. manager & director]<br>VP name: Denise M Mckenna on 01/08/2004<br>VP Approved by Denise M Mckenna on 01/08/2004<br>CFO Approved<br>CFO name: Timothy M Peterson<br>Approve<br>Section III. Consolitant Actionation for the vendor number (x2-6877, x2-7067 or x2-2232).<br>This section is completed by the Requester. Contact purchasing for the vendor number (x2-6877, x2-7067 or x2-2232).<br>The requester/manager should request an A)H if needed for system access and submit for a building access card if needed.<br>The controller will forward the form to the appropriate requisitioner for creation of the online SAP requisition. 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[i.e. mehager & director)          VP name: Denise M Mckenna       Image: Denise M Mckenna on 01/08/2004         VP Approved by Denise M Mckenna on 01/08/2004       Image: Denied         CFO Approvel       Image: Denied         CFO name: Timothy M Peterson       Image: Denied         Machine Section is completed by the Requester. Contact purchasing for the vendor number (x2-6877, x2-7067 or x2-2232).<br>The requester/manager should request an A)# if needed for system access and submit for a building access card if needed.<br>The controller will forward the form to the appropried equivalence for creation of the online SAP requisition. 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[i.e. manager's director]          VP name: Denise M Mckenna       IDENISE         VP Approved by Denise M Mckenna on 01/08/2004       IDENISE         VP Approved by Denise M Mckenna on 01/08/2004       IDENISE         CFO Approvel       IDENIED         CFO name: Timothy M Peterson       IDENIED         Approve       IDENIED         CFO. Signature       IIIII         Chis section is completed by the Requester. Contact purchasing for the vendor number (x2-6877, x2-7067 or x2-2232).<br>The requester/manager should request an A)H if needed for system access and submit for a building access card if needed.<br>The controller will forward the form to the appropriate requisitioner for creation of the online SAP requisition. 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| This section is completed by the Requester. 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                                                                              | 이는 이가 가슴에 다른 것이 모두 알려진 것에서, 그는 것은 것에 가슴을 얻어야 했는지? 아파에 가지 않는 것을 알려야 해야 했다. 것을 것 없는 것을 가슴에 가슴이 가슴다. 그는 그는 그는 그는 그                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          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Reg. 100315       Amount to be paid to consultant for this agreement:     \$185500.00     1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              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Reg. 10.03156           s agreement:         \$185500.00         Reg. 10.03156           ed: (enter 0 if none)         \$0.00         \$0.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             
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Reg. 10.03156           s agreement:         \$185500.00         Reg. 10.03156           ed: (enter 0 if none)         \$0.00         \$0.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             
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Reg. 10.031567           s agreement:         \$185500.00         State of the second                                                                                                                   | Amount of travel expenses to be allowed: (enter 0 if none)       \$0.00         Amount of other expenses to be allowed: (enter 0 if none)       \$0.00         Indicate the value of previous purchase orders related to this agreement:       \$0.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         
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Reg. 10.031567           s agreement:         \$185500.00         Reg. 10.031567           ad: (enter 0 if none)         \$0.00         S0.00           ad: (enter 0 if none)         \$0.00         S0.00           e orders related to this agreement:         \$0.00         S0.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   
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action marketing research, inc 314 Clifton Avenue, Suite 200 Minneapolis, Minnesota 55403 612.879.9212 (voice) 612.879.9265 (fax)

hotley 5-10: Thank you.

#### TO:

Ms. Karen Malecha Blue Cross Blue Shield of Minnesota P.O. Box 64560 St. Paul, MN 55164-0560 Purchase Order Number:

INVOICE NUMBER: 61013-1 November 13, 2000 INVOICE DATE: Net 30 TERMS: ACCOUNT EXECUTIVE: Riedesel

DESCRIPTION	AMOUNT
Children's Theatre Research for 2000-2001 Season	
Total costs	\$25,000
Processed	
NOV 2 9 2000	
By	
TOTAL DUE ON THIS INVOICE	\$25,000

approved Multitude Mark Ban BP CC # 10100 # 68961

**BCBSM 92812** 

FEDERAL EIN: 41-1753997

## PANDORA® MANAGED CARE INFORMATION SYSTEM SOFTWARE LICENSE AND MAINTENANCE AGREEMENT

Agreement is hereby made effective as of the 1st day of January 1999 by and between Codman Group, Inc. (Codman), a Delaware corporation, with its principal offices located at Shattuck Office Center, 138 River Road, Andover, Massachusetts 01810 and BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota ("Licensee") with offices located at 3535 Blue Cross Road, P.O. Box 64560, St. Paul, Minnesota 55164:

Subject to the terms and conditions of this Agreement, Codman agrees to provide Licensee with a System consisting of certain software owned and licensed by Codman, and certain third party software sublicensed by Codman to Licensee. Codman agrees to license the Licensed Work to Licensee and Licensee agrees to accept the Licensed Work from Codman, in consideration of payment in full to Codman of the applicable fees for the Licensed Work as described below.

### 1. GRANT OF LICENSE.

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1.1 Scope of License. For the Term of this Agreement, Codman grants Licensee a personal, non-exclusive, non-transferable right and license ("the License") to Use the Licensed Work, as defined in Section 2 below. This License gives Licensee the right to Use the PANDORA® MCIS[™] system at its site on a single Licensed MCIS[™] UNIX Processing Server to process data of Licensee's members and data from any Affiliate of Licensee including, without limitation, data of insured members and members who's coverage is administered by or through Licensee or any Affiliate, and the right to Use PANDORA® at its site on unlimited computer display terminals to display information produced by PANDORA® MCIS[™]. The License also includes the right to Use the Licensed Work on test or back-up servers, or both, for testing and back-up purposes and in connection with disaster recovery. The scope of this License may be modified to include other such accounts upon the signing of a written addendum to this Agreement, and upon the payment of fees pursuant to that addendum. Licensee has the right within the terms and conditions of this License, to utilize any data produced by, and ideas, concepts, knowhow or techniques contained in, the Licensed Work during the Term of this Agreement. All Licensee and/or Affiliate data used in the Licensed Work and the resulting data produced by the Licensed Work is the sole property and shall remain the sole property of Licensee (as between Licensee and Codman) after the termination of this Agreement. Licensee's License confers no title or ownership in the Licensed Work and no rights in any associated source code, and will not be construed as a sale of any right in the Licensed Work. The term "Affiliate" for purposes of this Agreement shall mean (i) any entity, that directly or indirectly, through one or more intermediaries, controls, or is controlled by or under common control with Licensee, and (ii) any entity which an entity described in "(i)" above holds not less than thirty percent (30%) of the voting securities or membership interest therein.

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- 1.2 Optional Sublicenses. If mutually agreed upon, and for the Term of this Agreement, Codman will grant Licensee a personal, non-exclusive, non-transferable right and sublicense to Use the "Adjusted Clinical Grouping" (ACG) software and or the ORACLE Relational Database Management System and its associated Codman Software interface upon execution of sublicenses attached as Attachments D and F, respectively.
- 1.3 <u>No Right to Sublicense, etc.</u> Licensee does not have the right to grant sublicenses under this Agreement, to distribute or sell the Licensed Work or any modifications thereof, or to otherwise transfer the Licensed Work except as provided in Section 15 herein.
- 1.4 No Further Grant of License. No license, either expressed or implied, is granted by Codman to Licensee by this Agreement to use the Licensed Work except as specifically Stated herein.

### 2. DEFINITIONS.

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- 2.1 "Data Submission" means the receipt by Codman of Licensee's extracted utilization and/or enrollment data for processing.
- 2.2 "Licensed MCIS™ UNIX Processing Server" means the central processing unit, and its associated equipment, which is identified by model number, serial number and other such information required in Attachment A, and any other central processing unit identified from time to time by Licensee by model number and serial number and approved by Codman, and on which the Licensed Work has been installed; provided, however, that no such approval shall be required with respect to installation of the Licensed Work on replacement central processing units or on central processing units used solely for testing.
- 2.3 "Licensed Work" means PANDORA® MCIS[™] and PANDORA®, or any computer media based on or incorporating all or part of PANDORA® MCIS[™] or PANDORA® which do Codman, as well as any updates, additions or modifications of issue PANDORA® MCIS[™] or PANDORA® issued by Codman subject to Section 6 below.
- 2.4 <u>"Member" or "Covered Life"</u> means a person who has health insurance provided by Licensee or any Affiliate or person who's coverage is administered by or through Licensee or an Affiliate. A person whose health insurance is provided by Licensee or an Affiliate or a person whose coverage is administered by or through Licensee or an Affiliate, and his or her dependants, will each be considered individual members. A person is a "member" regardless of the length of time health insurance benefits were provided or administered during a term year.
- 2.5 <u>"PANDORA®"</u> means Codman's proprietary PANDORA® Display Software System, including its object code, documentation, manuals, programs, routines and subroutines, along with any new releases, updates, additions, or modifications (as defined in Section 6 below).

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- 2.6 <u>"PANDORA® MCIS™"</u> means Codman's proprietary PANDORA® Managed Care Information System, applications software system, including its object code, Documentation manuals, programs, routines and subroutines, along with any new releases, updates, additions, or modifications (as defined in Section 6 below).
- 2.7 "<u>System</u>" means Codman's integrated software system for organizing and integrating utilization, financial, demographic and clinical data for statistical profiling of effectiveness, quality and efficiency of health care management and delivery. The components of the system are the Licensed Work, sublicensed third party software identified in Attachments D and F, and certain hardware specifications meeting or exceeding the specifications listed in Attachment B.
- 2.8 "<u>Use</u>" means the reading into and out of memory of the Licensed Work and the execution of such Licensed Work, in whole or in part, by the Licensed MCIS™ UNIX Processing Server and any other similar use of the Licensed Work.
- 2.9 <u>"Training Credits"</u> means Licensee's credits for all training that Codman has Agreed to provide to Licensee during each year of the Term of the Agreement in Accordance with Section 5.1.
  - 3. TERM.

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- 3.1 <u>Term.</u> The "Term" of the License shall be for two (2) years, commencing on January 1999. The "Term" shall be extended to include optional year three if exercised by Licensee.
- 3.2 Perpetual Term on Certain Conditions. In the event of the happening of any of the following enumerated conditions, the Term of this license shall become perpetual, and Licensee shall thereafter have no obligation to Codman for the payment of license fees hereunder:
  - a) Codman is unable to provide maintenance for the software at the agreed upon fee and Licensee has paid all invoiced bills to Codman and is not otherwise in default under the Software License and Maintenance Agreement between Licensee and Codman: or
  - b) Codman or its successor fails to dismiss a case filed against it under united States bankruptcy Code, 11 U.S.C. Section 101 et seq., within ninety (90) days of the date of filing: or
  - c) Licensee received written notification that Codman has made an assignment for the benefit of its creditors in order to avoid the filing by a creditor of an action that would materially affect the stability of Codman; or

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- d) Codman is voluntarily or involuntarily dissolved; or
- e) Receivership proceedings are instituted by or against Codman pursuant to which a receiver is appointed by a court of competent jurisdiction and no stay of such receivership proceedings has been obtained by Codman within 30 days after such appointment;
- f) Codman or its successors has ceased ongoing business operations or the licensing, maintenance and support of the Software for a period of at least ninety (90) consecutive days

### 4. DELIVERY, INSTALLATION AND TESTING.

- 4.1 <u>Required Hardware and Operating System</u>. Hardware and operating system specifications for the System operating in Licensee's environment must meet minimum specifications as defined by Codman and specified in Attachment B.
- 4.2 Licensee Systems Responsibility. Licensee shall be ultimately responsible for maintaining the proper configuration, installation and maintenance of its Licensed MCIS™ UNIX Processing Server(s) and its operating system, as specified by Codman in Attachment B.. The operating system must be maintained by Licensee, at its expense, in its most current release required by the PANDORA® MCIS™ System. Licensee is responsible for updating all standard reference tables (e.g. RVU codes, ICD-9 diagnosis and procedure codes, CPT procedure codes, DRGs, etc.) on an ongoing basis.
- 4.3 <u>Codman Remote Access.</u> Codman requires a dedicated modem line to either a networked PC or directly to Licensee's Pandora® MCIS[™] server. This line will be used for delivery of software upgrades and patches, or troubleshooting by the Codman technical support team or development team. Codman will access the Pandora MCIS server as a remote node on the network via Shiva dial-up modems and a PPP connection. Codman must have the Shiva Security Pack for Windows 95 installed. The Codman account for dial-in access and on the Pandora MCIS server will be activated only upon request of Licensee's Clinical Systems Analysis, Care Management Information & Reporting department, and only for a limited time. Codman will be restricted to access of the Pandora MCIS server. Any changes to the environment by Codman technical support personnel must be co-ordinated with the BCBSM IS Systems Administrator to prevent outages to other applications that may share the Pandora MCIS server.

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### 5. LICENSEE TRAINING, SUPPORT AND SERVICES.

- 5.1 PANDORA® MCIS[™] Technical and Analytic Training. Codman hereby grants to Licensee a total of 2 Training Credits for PANDORA® MCIS[™] technical and analytical training on a mutually agreed upon schedule during the Term of this Agreement, by providing, for a fee as stated in Attachment C, the services of a trained consultant(s). This consultant(s) will assist Licensee, at Licensee's request, in the operation and use of the Licensed Work, and by providing other advisory services related to the installation of the Licensed Work and its use. Unless the parties otherwise agree in writing, all Training Credits must be used during contract year and may not be carried over to subsequent years. All travel, lodging, meals and out of pocket costs incurred by said consultant(s) will be billed to Licensee at cost, due and payable within thirty (30) days of invoice date.
- 5.2 <u>Implementation Services</u>. For a fee, as stated in Attachment C, Codman will provide services to assist Licensee in the evaluation and processing of Licensee's extracted utilization and/or enrollment data. All travel, lodging, meals and out of pocket costs incurred by Codman staff in the performance of said implementation services will be billed to Licensee at cost, due and payable within thirty (30) days of invoice date.
- 5.3 <u>Value Engineering Services</u>. For a fee, Codman will make available to Licensee the services of a trained applications or data consultant. This consultant will assist Licensee, at Licensee's request, in applying the information produced by the Licensed Work to specific business goals and objectives of Licensee. All value engineering services will be subject to the terms and conditions of an engagement letter and a statement of work to be signed by Codman and Licensee. All travel, lodging, meals and out of pocket costs incurred by said consultant(s) will be billed to Licensee at cost, due and payable within thirty (30) days of invoice date.
- 5.4 <u>Telephone Support</u>. Codman will respond to any inquiry regarding the operation of the Licensed Work by Licensee within twenty-four (24) hours, not including holidays or weekends. Any problems identified with the operation of the Licensed Work will be corrected on a reasonable schedule agreed to by the parties. Codman will provide Licensee with unlimited telephone support each year. Should problem correction require Codman staff to travel to Licensee's location, or any other location served by Licensee, all travel, lodging, meals and out of pocket costs incurred by Codman staff personnel will be billed to Licensee at cost, due and payable within thirty (30) days of invoice date.
- 5.5 Oracle Support Limitation. Codman and Licensee acknowledge that Licensee may acquire and implement Oracle software components not required by Codman's software interface for the Oracle Runtime License referenced as Attachment F. Codman's support is limited to Licensee's use of this Oracle Runtime License Agreement as implemented by Codman's Software interface.

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### 6. UPDATES, IMPLEMENTATION.

- 6.1 <u>Periodic Software Updates.</u> Periodic software updates to the Licensed Work (which shall mean any additions or modifications made by Codman to the Licensed Work at any time after delivery and installation that improve the efficiency or effectiveness of the basic program function(s) described in Attachment E), shall be furnished to Licensee at no additional charge during the Term of this Agreement.
- 6.2 Implementation by Licensee. Codman will provide to Licensee all periodic software updates made to the Licensed Work in a timely manner. Similarly, Licensee must implement any such updates promptly. Licensee recognizes that its failure to so implement such updates may render the Licensed Work unusable or nonconforming to the documentation delivered by Codman to Licensee, and Licensee agrees to assume all risks arising therefrom.

### 7. LICENSE FEES, CHARGES, TAXES AND REPORTING REQUIREMENTS.

- 7.1 Fees in Attachment C. The license fees for the License granted hereunder are set out in Attachment C to this Agreement. Annual base license fee and fees per member as set out in Attachment C are based on the minimum covered lives as stated on Attachment C. Additional members in excess of this minimum, regardless of the length of time health insurance benefits were provided by Licensee, and regardless of the date of addition during the year, will be charged at the additional fee per member as set forth in Attachment C.
- 7.2 <u>Right to Audit</u>. Codman shall be entitled, not more than once per year during the Term of this Agreement, upon reasonable notice and during regular business hours, to audit Licensee's enrollment records for the purpose of substantiating the accuracy of license fee calculations.
- 7.3 Schedule for Payments; Late Fees; Collection Costs. The license fees, taxes, and other applicable charges (such as charges for installation, training, support, data analysis and special projects) shall be due upon receipt of invoice and payable pursuant to the schedule set out in Attachment C. Licensee shall pay a late payment charge of 1 1/2% per month, or the maximum rate permitted by applicable law, whichever is less, on any overdue unpaid amount for each calendar month or fraction thereof that any payment to Codman is in arrears. Licensee agrees to pay reasonable costs, including reasonable attorney's fees, incurred by Codman in collecting any unpaid license fees or other fees owed by Licensee to Codman.
- 7.4 <u>Payment of Taxes; Certificate.</u> The fees quoted herein are exclusive of any taxes. Licensee shall pay all taxes based on or in any way measured by this Agreement, the Licensed Work or any portion thereof, or any services related thereto, excluding taxes based on Codman's net income, but including Licensee's personal property taxes. If Licensee challenges the applicability of any such tax. Licensee may withhold payment of

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that tax until a final disposition of such challenge, provided that Licensee shall indemnify and hold Codman harmless with respect to such challenged taxes and any penalties or interest based thereon. Licensee shall provide to Codman its tax identification number or a copy of its exemption certificate, which must be attached to the signature page of this Agreement.

#### 7.5 Periodic Computation of Licensee's Membership and Reporting Requirements.

Within ten (10) working days of each annual anniversary of the Term of this agreement, Licensee shall, using a documented methodology acceptable to Codman, report to Codman on a form substantially similar to Attachment G both the unique Member count contained in the Pandora MCIS enrollment file(s); and the unique Member count run through the ACG software of the Licensed Work for all lines of business of the Licensee as well as its affiliates, if any. The same methodology used in the first annual anniversary computation of unique Member counts will also be used for all subsequent annual anniversary unique member measurements.

It is understood and agreed to by both BCBSM and Codman that the ACG Member count may exceed the Pandora MCIS Member count because of a lag between calculating an ACG score and actually processing a member through the Pandora MCIS application. Lags between ACG calculation and Pandora MCIS processing may be the result of business need and/or temporary lack of adequate storage space for additional Pandora MCIS data bases. In all instances where the ACG unique member count exceeds the unique member count run through the Pandora MCIS application, all reasonable efforts will be made by BCBSM to equalize the ACG and the Pandora MCIS unique member count before the next measurement period as required by the Payment Schedule in Attachment C.

At each December measurement point during the Term of this agreement, BCBSMN will be provided the option of raising the maximum covered lives allowance as specified in Attachment C, in increments of 100,000 unique members at a flat rate specified in Attachment C that establishes a new total unique member threshold that accommodates both the ACG and Pandora MCIS unique Member Counts.

### 8. CONFIDENTIALITY AND PROPRIETARY RIGHTS.

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8.1 <u>Confidentiality</u>. Except as otherwise provided herein, Codman and Licensee each agree that all (i) written information received from the other party which is marked or identified as confidential, and (ii) oral or visual information identified as confidential at the time of disclosure which is accurately summarized in writing and provided to the other party in such written form promptly after such oral or visual disclosure or which under the circumstances ought reasonably to be treated as such ("Confidential Information"), whether before or after the effective date of this Agreement, will be and will be deemed to have been received in confidence, will be used only for purposes of this Agreement, and each will use the same means as it uses to protect its own Confidential Information, but in

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any event not less than reasonable means, to prevent the disclosure and to protect the confidentiality thereof. Confidential Information of Codman shall include without limitation the Licensed Work, Codman's business policies or practices, and Codman employee lists and Confidential Information of Codman's subsidiaries. Confidential Information of Licensee shall include without limitation data which is processed on the Licensed Work, and Licensee's software. No Confidential Information, including without limitation the terms of this Agreement, will be disclosed to third parties (other than Affiliates and independent contractors provided they have executed a standard BCBSM confidentiality agreement) by the recipient party, or by its agents, representatives or employees without the prior written consent of the other party and will only be distributed to employees, agents or representatives on a need to know basis.

Confidential Information shall not include information which belongs to a party or is: (i) already known by the recipient party without an obligation of confidentiality other than pursuant to this Agreement; (ii) publicly known or becomes publicly known through no unauthorized act of the recipient party; (iii) independently developed without use of the other party's confidential information; (iv) disclosed without similar restrictions to a third party by the party owning the confidential information or; (v) approved in writing by the other party' for disclosure without similar restrictions of non-disclosure.

Each party will notify its employees who have access to Confidential Information of the other party of such party's obligations hereunder and will require that such employees to comply with the obligations hereunder. If any party is permitted to disclose Confidential Information of the other to agents or representatives, then the disclosing party will require such agents or representatives to be bound to confidentiality provisions similar to those in this Section. Each party shall promptly notify the other of any unauthorized possession, use or disclosure of the other party's Confidential Information by such party's employees, agents or representatives.

8.2 Licensed Work is Codman's Confidential, Trade Secret. Licensee hereby acknowledges and agrees that: (i) the Licensed Work, together with any other data and materials Supplied by Codman to Licensee pursuant to this Agreement, is the property of Codman and remains so even after delivery to Licensee; (ii) the Licensed Work and any other data and materials supplied by Codman to Licensee are confidential and proprietary trade secrets of Codman, protected by law, and of substantial value to Codman, and their use and disclosure must be carefully and continuously controlled; and (iii) the Licensed Work is protected by the copyright laws of the United States. Licensee agrees not to challenge Codman right in and to the Licensed Work, including, but not limited to, the copyright included in it. Licensee further agrees that it will not reverse-engineer, or attempt to reverse-engineer, the Licensed Work or any aspect or component of the Licensed Work. In addition, Licensee agrees that it will not use any Confidential Information of Codman to develop for itself or others, or have others develop for Licensee, or to market or distribute, a product performing the same or similar functions as the Licensed Work

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- 8.3 <u>Survival of Obligation</u>. The obligations of Section 8.1 shall survive the termination or expiration of this Agreement for a period of five (5) years.
- 8.4 Injunctive Rights. Each party acknowledges that any material violation of this Section 8, may not adequately be remedied by an award of money damages, and that either party shall be entitled to seek injunctive relief in addition to any relief otherwise available for such violation.

### 9. REPRODUCTION AND MODIFICATION OF LICENSED WORK.

- 9.1 <u>Reproduction</u>. Licensee may not duplicate the Licensed Work, in whole or in part, without Codman's prior written consent.
- 9.2 <u>Modification</u>. Licensee may integrate the Licensed Work into existing Licensee software, provided that the Licensed Work and all portions thereof shall continue to be subject to all of the terms and conditions of this Agreement. Upon any termination, cancellation or expiration hereof or any license granted hereunder, Licensee shall remove the Licensed Work and all portions thereof from its integrated or merged software, and Licensee shall have no right thereafter to Use the Licensed Work or any portion thereof.

### 10. SHIPMENT AND PACKAGING.

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- 10.1 <u>Method of Shipment</u>. Codman will select the mode of shipment of the Licensed Work and shall notify Licensee of such selection prior to shipment. The cost of such shipment shall be included among the license fees and charges set forth in Attachment C. If Licensee desires a different mode of shipment, it shall advise Codman thereof, shall assume all liability therefor, and Licensee shall pay Codman all costs associated therewith.
- 10.2 Packaging. The Licensed Work shall be packaged in accordance with Codman's current packaging specifications for the mode of shipment selected by Codman, and the cost of such packaging shall be included in the license fees and charges set forth in Attachment C. If Licensee desires or requires different or special packaging, it shall advise Codman thereof, shall assume all liability therefor, and shall pay Codman all costs associated therewith.
- 10.3 <u>Software Delivery</u>. The Licensed Work shall be delivered f.o.b. Codman's shipping point, and thereafter Licensee shall assume all risk of loss therefor, provided, however, that Codman shall replace any Licensed Work lost during shipment at a cost to Licensee equal to the media charge for the Licensed Work.

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### 11. WARRANTY.

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#### 11.1 Scope of Warranty. Codman warrants to Licensee that:

- Under normal use and service, the media on which the Licensed Work is delivered shall be reasonably free from defects in material and workmanship;
- (b) The Licensed Work as delivered will operate during the Term in substantial conformity to Codman's then current published specifications therefor (as shown in Attachment E hereto) when used in compliance therewith;
- (c) Codman is the owner of the Licensed Work or otherwise has the right to grant to Licensee the License to use the Licensed Work as set forth in the Agreement without violating any rights of any third party, and there is currently no actual or threatened suit by any such third party based on an alleged violation of such rights by Codman; and
- (d) When the Licensed Work is delivered to Licensee it will be materially free of defects in design and will during the Term perform substantially in accordance with its functional specifications. The preceding notwithstanding, the hardware manufacturer shall be responsible for any breach of warranty attributable to failure of the hardware to perform in substantial compliance with its specifications.
- (e) Codman represents and warrants to the Licensee that: (i) the Licensed Work shall, at all times and under all circumstances (including on all hardware capable of executing the Licensed Work): (a) operate correctly and consistently with dates and times before, during, and after the year 2000, and date and time ranges before, spanning, and after 0:00 hours on January 1, 2000, and in a manner identical to that in which the Licensed Work operates with dates, times, and date and time ranges prior to the year 2000; (b) operate in a manner which treats the year 2000 as the year immediately following the year 1999 for all purposes; and (c) manage and manipulate data involving the transition of dates from 1999 to 2000 without functional or data abnormality; (ii) the Licensed Work will lose no functionality with respect to the introduction of records containing dates falling on or after January 1, 2000; and (iii) to the extent that the documentation for the Licensed Work contemplates that the Licensed Work can be used with other software, the Licensed Work will be interoperable with such other software which may deliver records to the Licensed Work, receive records from the Licensed Work, or interact with the Licensed Work in the course of processing dates and times.

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### 11.2 Failure to Meet Warranty.

- (a) If the Licensed Work fails to meet the media warranty of Section 11.1(a) and Licensee gives Codman written notice thereof during the Term of this Agreement, Codman's sole and exclusive obligation shall be to promptly replace such media with media that does meet the media warranty of Section 11.1(a) at no additional charge to Licensee.
- (b) If the Licensed Work fails to meet the warranty of Section 11.1(b) or 11.1(d) and Licensee gives Codman written notice thereof during the Term of this Agreement, Codman's sole and exclusive obligation shall be to promptly provide, at no additional charge to Licensee, reasonable technical services to correct the failure or to replace the Licensed Work; provided that Licensee shall give Codman detailed information regarding such failure and Codman is able to duplicate or verify the same. Licensee acknowledges that the Licensed Work is complex, may not be error free, and that all errors, if any, may not be correctable or avoidable. If none of the foregoing efforts achieve reasonable resolution of substantial failures in a commercially reasonable period of time, Licensee may terminate this Agreement and return the Licensed Work, including all copies and portions thereof to Codman. Upon any such termination, Codman shall return all fees paid less a reasonable allowance for any period of productive Use by Licensee.
- (c) "If the Licensed Work fails to meet the warranty of section 11.1(e) and Licensee gives Codman written notice thereof during the Term of this Agreement, Codman shall promptly provide at no additional charge Licensee, such technical services as are necessary to correct the failure or to replace the Licensed Work; provided that Licensee shall give Codman detailed information regarding such failure and Codman is able to duplicate or verify the same. Such technical services will include on-site services initiated within 3 business days of receipt of such notice. If none of the foregoing efforts achieve reasonable resolution of such failure within 30 days, Licensee may terminate this Agreement and return the Licensed Work including all copies and portions thereof to Codman, in addition to any and all other remedies provided in this Agreement and otherwise available at law.
- 11.3 Disclaimer of Other Warranties. EXCEPT AND TO THE EXTENT EXPRESSLY PROVIDED IN THIS SECTION 11 AND IN LIEU OF ALL OTHER WARRANTIES, THERE ARE NO WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR PARTICULAR PURPOSE.
- 11.4 <u>Licensee Responsibility</u>. Licensee shall be solely responsible for the selection, Use and suitability of the Licensed Work for its purposes, and Codman shall have no liability therefor.

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- 11.5 Limitations of Warranties. Codman shall not be liable to Licensee for the warranty provisions of this Section 11 if the breach of such warranty is the result of:
  - (a) Modifications made to the Licensed Work by anyone other than Codman;

(b) The Use by Licensee of the Licensed Work for the purposes contemplated by this Agreement with software or hardware not approved by Codman for use with the Licensed Work;

(c) The misuse or abuse by Licensee of the media for the Licensed Work.

### 12. PROPRIETARY RIGHTS DEFENSE.

- 12.1 <u>Obligation to Defend</u>. Codman shall defend or settle, at its own expense, any cause of action or proceeding brought against Licensee which is based on a claim that the licensed Use of the Licensed Work infringes any United States copyright, trade secret or other proprietary right; provided that Licensee shall give Codman prompt written notice of such claim and shall provide Codman with all reasonable cooperation and information in Licensee's possession. The obligations of this Section 12.1 shall survive termination or expiration of this Agreement.
- 12.2 <u>Right to Modify</u>. If a claim is made that the licensed Use of the Licensed Work infringes any United States copyright, trade-secret or other proprietary right, or if Codman believes that a likelihood of such a claim exists, Codman may, in Codman's sole discretion, either procure for Licensee the right to continue using the Licensed Work, modify it to make it non-infringing but continue to meet the specifications therefor, or replace it with non-infringing software of like functionality which meets the specifications for the Licensed Work; provided, however, if none of the foregoing is reasonably available to Codman, Codman may terminate this Agreement and require that Licensee return the Licensed Work, including all copies and portions thereof to Codman. Upon any such termination, Licensee shall be entitled to a pro-rata return of fees paid for its License hereunder.
- 12.3 <u>Notification</u>. If any claim of infringement is made as described in Section 12.2, Codman shall notify Licensee of such claim within thirty (30) days of Codman's receipt of such claim.
- 12.4 <u>No Liability for Certain Infringement Claims</u>. Codman has no obligation for any claim of infringement arising from:
  - (a) Codman's compliance with any designs, specifications or instructions of Licensee:
  - (b) Modification of the Licensed Work by Licensee or a third party;

(c) Use of the Licensed Work in any way not authorized by Codman in this Agreement.

12.5 <u>Entire Liability</u>. The foregoing sets forth Codman's entire liability to Licensee for the infringement of proprietary rights by the Licensed Work or any portion thereof.

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### 13. TERMINATION.

- 13.1 Codman Termination Events. Codman may terminate this Agreement and any License granted to Licensee hereunder, and pursue appropriate legal remedies, if:
  - Licensee fails to pay Codman any license fees or other charges as set forth in this Agreement;
  - (b) Licensee is in default of any other material provision of this Agreement and such default in not cured within thirty (30) days after Codman gives Licensee written notice of that default; or
  - (c) Licensee becomes insolvent or seeks protection, voluntarily or involuntarily, under any bankruptcy or receivership law.

### 13.2 Licensee Termination Events.

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Licensee may terminate this Agreement hereunder, and may pursue appropriate legal remedies, if:

- (a) The Licensed Work fails to meet Codman's warranty contained in Section 11.1(c) or (d) or (e) above;
- (b) Codman is in default of any other material provision of this Agreement, and such default is not cured within thirty (30) days after Licensee gives Codman written notice of that default; or
- (c) Codman becomes insolvent or seeks protection, voluntarily or involuntarily, under any bankruptcy or receivership law.
- 13.3 Notice. In the event of any breach of this Agreement other than as set forth in Sections 13.1(c) or 13.2(c), the party alleging such breach shall give written notice of the breach to the breaching party, and shall specify a reasonable period of time, but not less than thirty (30) days, within which the breaching party is to cure the breach. In the event that said breach has not been cured within the specified period, the first party may terminate this Agreement on written notice to the breaching party. Termination shall be effective on receipt by the breaching party of the written notice.
- 13.4 <u>Cessation of Use, Performance</u>. Except as provided in section 3.2, in the event of any termination, cancellation or expiration of this Agreement or any License granted to Licensee hereunder for reason other than Codman's breach, and if the parties fail to renew the License for the Licensed Work at the conclusion of the Term of this Agreement, Codman may:
  - (a) Require that Licensee: cease any further Use of the Licensed Work or any portion thereof, deinstall the Licensed Work and any portion thereof from any computer

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on which it has been installed; and immediately return the same and all copies thereof to Codman; and

- (b) Cease performance of all of Codman's obligations hereunder without liability to Licensee, subject to survival of Sections 8.3,12.1, and other obligations of Codman under this Agreement which have accrued as of the effective date of such termination cancellation or expiration of this Agreement.
- 13.5 <u>Rights Cumulative</u>. The parties' foregoing rights and remedies shall be cumulative and in addition to all other rights and remedies available to either party in law and in equity.
- 13.6 Dispute Resolution. Neither party shall bring a lawsuit or other proceeding of any character in any court to settle any dispute arising out of or relating to this Agreement except to compel mediation or arbitration or to enforce the settlement or judgement resulting from such proceedings. If a dispute or controversy arises between the parties out of or relating to this Agreement, the parties agree to submit the dispute to mediation in Minneapolis, MN with a neutral third party mediator in accordance with the Mediation Rules of the American Arbitration Association. Either party may initiate mediation proceedings by advising the other in writing setting forth the nature of the dispute. The mediation provisions of this Agreement may be enforced by a court of competent jurisdiction in the same manner as petition for arbitration.

If mediation fails to resolve the dispute, upon written demand by either party, the dispute or controversy must be settled by arbitration in accordance with the Commercial Arbitration rules of the American Arbitration Association and judgement upon the award rendered by the Arbitrator(s) may be entered by any court of competent jurisdiction. The Arbitrator(s) shall have no authority to award punitive damages or any other damages not measured by the prevailing party's actual damages, and may not, in any event make any ruling, finding or award that does not conform to the terms and conditions of this Agreement.

### 14. LIMITATION OF LIABILITY.

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14.1 <u>No Consequential, Exemplary, Etc. Damages</u>. IN NO EVENT SHALL CODMAN BE LIABLE TO LICENSEE OR TO THIRD PARTIES FOR ANY INDIRECT, SPECIAL, EXEMPLARY OR CONSEQUENTIAL DAMAGES (INCLUDING, WITHOUT LIMITATION, ATTORNEY'S FEES OR LOST PROFITS) ARISING OUT OF OR RELATED TO THIS LICENSE AGREEMENT OR THE PERFORMANCE OR BREACH THEREOF, EVEN IF CODMAN HAS BEEN ADVISED OF THE POSSIBILITY THEREOF. EXCEPT FOR CODMAN'S OBLIGATIONS PURSUANT TO SECTIONS 11.1 (e),11.2 (c) AND 12 ABOVE CODMAN'S LIABILITY TO LICENSEE HEREUNDER, IF ANY, SHALL IN NO EVENT EXCEED THE TOTAL OF ALL MONIES PAID TO CODMAN BY LICENSEE UNDER THIS AGREEMENT.

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- 14.2 LIMITATIONS OF DAMAGES FROM LICENSED WORK. IN NO EVENT SHALL CODMAN BE LIABLE TO LICENSEE OR TO ANY THIRD PARTIES FOR ANY DAMAGES RESULTING FROM OR RELATED TO ANY FAILURE OF THE LICENSED WORK, INCLUDING, BUT NOT LIMITED TO LOSS OF DATA.
- 14.3 CAUSES BEYOND CODMAN'S CONTROL. CODMAN WILL NOT BE LIABLE FOR PERFORMANCE DELAYS OR FOR NON-PERFORMANCE DUE TO CAUSES BEYOND ITS REASONABLE CONTROL.
- 14.4 <u>YEAR 2000 CAUSES.</u> NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THIS AGREEMNT, CODMAN SHALL BE RESPONSIBLE FOR ALL LOSSES AND DAMGES INCURRED BY THE LICENSEE AS A RESULT OF ANY BREACH OF THE REPRESENATATIONS AND WARRANTIES OF SECTION 11.1(e).

#### 15. ASSIGNMENT AND SUBLICENSING.

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Licensee shall not, either directly or indirectly, sell, transfer, sublicense, assign in whole or in part, convey, pledge or otherwise dispose of this Agreement, the Licensed Work or modifications thereof, or any right, duty or License granted under this Agreement, without the prior express written consent of Codman, which shall not be unreasonably refused so long as the proposed transfer, sublease, assignment does not expand the scope of the License or create additional duties or obligations on the part of Codman; provided, however, it is specifically agreed and understood that the foregoing prohibition shall not be interpreted to prohibit Licensee from selling, transferring, assigning, etc. this Agreement and the Attachments incorporated herein, or any rights or duties thereunder, to any Affiliate or entity that acquires Licensee or with whom Licensee is merged. Any other attempted assignment made without the prior express written consent of Codman is null and void and is a material breach of this Agreement.

Codman shall not, either directly or indirectly, sell, transfer, assign in whole or in part, this Agreement or any right, duty or license granted under this Agreement, without the prior express written consent of Licensee, which shall not be unreasonably withheld so long as the proposed sale, transfer, assignment does not create additional duties or obligations on the part of Licensee; provided, however, it is specifically agreed and understood that the foregoing prohibition shall not be interpreted to prohibit Codman from selling, transferring, assigning, etc. this Agreement, License, or any rights or duties thereunder, to any entity that acquires Codman or with whom Codman is merged. Any other attempted assignment made without the prior express written consent of Licensee is null and void and is a material breach of this Agreement.

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#### 16. INDEPENDENT CONTRACTOR STATUS.

Nothing contained in this Agreement is intended or to be construed to make Codman and Licensee partners or joint ventures, or to make the employees, agents or representatives of Codman into employees, agents or representative of Licensee or the employees, agents, or representatives of Licensee into employees, agents or representatives of Codman.

It is intended that the relationship of Codman and Licensee to each other be at all times that of an independent contractor. No party to this Agreement shall have any express or implied right or authority to assume or create any obligations on behalf of or in the name of the other party or to bind the other party to any contract, agreement or undertaking with any third party.

#### 17. GOVERNING LAW.

The rights, duties and obligations of the parties and the validity, interpretation, performance and legal effect of this Agreement shall be governed and determined by the laws of the Commonwealth of Massachusetts, including its conflict of law rules.

#### 18. BINDING EFFECT.

Subject to the provisions otherwise contained in this Agreement, this Agreement is binding on and inures to the benefit of the successors, assigns and legal representatives of the respective parties hereto.

 NOTICES. Wherever under this Agreement one party is required or permitted to give written notice to the other, such notice will be deemed given the third day after its mailing by one party, postage prepaid to the other party addressed as follows:

In case of Codman :

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Codman Group, Inc. 138 River Road Andover, Massachusetts 01810 Attention: Chief Executive Officer In case of Licensee

BCBSMN, Inc. dba Blue Cross and Blue Shield of MN Mail Station R351 PO Box 64560 St. Paul, MN 55164 Attention: Bruce Hutchinson

Any writing which may be mailed pursuant to the foregoing may also be delivered by hand or transmitted by telegraph, telex or telecopier and will be effective when received by the addressee. Either party may from time to time specify as its address for purposes of this Agreement any other address upon giving ten days written notice thereof to the other party.

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### 20. ENTIRE AGREEMENT.

This Agreement, together with all attachments referenced herein, constitutes the entire agreement between the parties on the subject matter of this Agreement, and supersedes all oral and written prior representations, agreements and understandings relating to that subject matter.

### 21. WAIVER AND AMENDMENT.

No waiver of any breach of any provision of this Agreement shall constitute a waiver of any subsequent breach of the same or any other provisions of this Agreement. This Agreement may not be amended, modified, supplemented or rescinded except by a writing signed by both parties.

### 22. ATTORNEYS' FEES.

In the event of any dispute under this Agreement, or if it becomes necessary for a party to bring legal action to enforce its rights under this Agreement, the prevailing party in any such dispute or legal action or other proceeding shall be entitled to recover its reasonable legal fees, costs, and expenses from the other party.

### 23. SEVERABILITY.

If any provision of this Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, the remainder of this Agreement which can be given effect without the invalid provision shall continue in full force and effect and shall in no way be impaired or invalidated.

### 24. HIRING OF EMPLOYEES.

During the Term of this Agreement and for a period of twelve (12) months thereafter, neither party will, without the prior written consent of the other, offer employment to or employ any person employed then or within the preceding twelve (12) months by the other party, if the person was involved in providing or receiving the services under this Agreement.

### 25. CAPTIONS.

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The captions of the Sections of this Agreement are inserted for convenience only and are not intended to be a part of this Agreement.

### 26. COUNTERPARTS.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

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#### 27. EXPORT OF LICENSED WORK.

If Licensee exports the Licensed Work, it assumes responsibility for complying with applicable laws and regulations, and for obtaining required export and import authorizations. Licensee will not export or re-export the Licensed Work or any technical data in violation of applicable export regulations.

ACCEPTED BY:

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Codman Group, Inc.

H-J. Jy By: Authorized Signature

HICHAEL J. GLYNN Name (type or print)

PRESIDENT LCEO Title Date 6/16/99

BCBSM, Inc.

By: Authorized Signature

WILLIAM GOLD M.D.

CHIEF-MEDICAL OFFICER G VP Title Date

Tax ID # or Attach a copy of Exemption Certificate, if applicable

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### CODMAN GROUP, INC.

### ATTACHMENT A

### LICENSEE NAME:

### FOR THE LICENSE YEAR: 1/1/99 FOR THE PERIOD ENDED: 12/31/00

Manufacturer	Model #	Serial #	Location	Modem Line #	Quantity
DEC	DA2545S1- K9	NI60100V7D	3535Blue Cross Rd.	651-688-3783	
Note: Converting to an HP computer in mid 1999					

Licensee hereby certifies that the above information is true and accurate, in accordance with the terms and conditions of the Agreement.

CHICF MEDICAL OFFICER & VP 6-14-99 Hatcherry Preparer's Signature, Title Date

Authorized Officer Signature, Title

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### ATTACHMENT B

### MCIS™ PROFILING ENGINE/QG SYSTEM REQUIREMENTS

### 1.0 Software Requirements

System V UNIX Operating System X-Windows/Motif TCP/IP NFS (optional) C Compiler Oracle 7 SQL Net SQL Plus

#### 2.0 Hardware Requirements

RISC CPU (SMP preferred) 128MB to 1GB Memory 25GB to 500GB Disk Storage CD-ROM Network Connection Modem (28.8) UPS 4mm DAT Direct Telephone Line Connection

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#### ATTACHMENT C FEE SCHEDULE AND SCHEDULE OF PAYMENTS: (see notes)

#### 1. FEE SCHEDULE:

Annual License Fee:	Year 1	Year 2	Year 3
Base Pandora MCIS License	Included	Included	Included
"Adjusted Clinical Grouping" (a)	Included	Included	Included
Oracle License (b)	Included	Included	Included
Per Member Fee (up to 1,500,000 members CODMAN QG Fee	Included(c) <u>Included</u>	Included(c) Included	Included(c) Included
Total Annual License Fee (c)	\$350,000	\$350,000	350,000
Annual Client Support Services (d)			v
PANDORA MCIS Support Fee	\$22,500	\$22,500	\$22,500

#### (a) Please refer to Attachment D.

(b) Please refer to Attachment F.

(c)

A "member" or "covered life" means a person who has health insurance provided by LICENSEE by virtue of employment, or an individual who has purchased a health benefits contract from LICENSEE. A person whose health insurance is provided by LICENSEE and his or her dependents, will each be considered individual members. A person is a "member" regardless of the length of time health insurance benefits were provided by LICENSEE during a term year. These prices were based on an initial membership of 1.5 million. Additional unique Members in excess of 1.5 million in year 1 will be charged at an incremental flat rate of \$7,500 per year per each increment of 100,000, or part thereof, unique members. The sum of the 1.5 million unique Members and the purchased 100,000 increments of unique Members constitutes the new unique Member threshold in year 2 of this Agreement. Additional members in excess of the new Year 2 threshold established in December of Year 1 will be charged an incremental flat rate of \$7,500 per year per each increments of unique Members. The sum of the new year 2 threshold and the purchased 100,000, or part thereof, unique Members in excess of the new Year 2 threshold established in December of Year 1 will be charged an incremental flat rate of \$7,500 per year per each increment of 100,000, or part thereof, unique Members. The sum of the new year 2 threshold and the purchased 100,000 increments of unique Members constitutes the new unique Member threshold in year 3 of this agreement. Additional members in excess of the new Year 3 threshold established in December of Year 2 will be charged an incremental flat rate of \$7,500 per year per each increment of 100,000, or part thereof, unique members.

(d) All Travel, Lodging and Out-Of-Pocket Costs will be billed to Licensee, at cost.

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## ATTACHMENT C FEE SCHEDULE AND SCHEDULE OF PAYMENTS:

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\$350,000 \$22,500

#### 2. PAYMENT SCHEDULE:

## Year 1

Due Upon Execution of the Agreement:	8
License Fee	
Support Fee	

Due December 31, 1999: Additional life fees for Year 1 (if any)

## Year 2 Due December 31, 1999: License Fee Support Fee

Due December 31, 2000: Additional life fees for Year 2 (if any)

#### Year 3 (optional year)

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Due December 31, 2000 if option exercised by Licensee: License Fee \$350,000 Support Fee \$22,500

Due December 31, 2001: Additional life fees for Year 3 (if any)

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#### ATTACHMENT D

## "ADJUSTED CLINICAL GROUPING" (ACG) LICENSE AGREEMENT

Agreement is hereby made on January 1, 1999 by and between Codman Group, Inc. ("CODMAN" or "Licensor"), with its principal offices located at Shattuck Office Center, 138 River Road, Andover, Massachusetts 01810 and BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota. ("Licensee"):

Subject to the TERMS AND CONDITIONS of this Agreement, CODMAN agrees to license to Licensee and Licensee agrees to accept from CODMAN, in consideration of payment in full to CODMAN of the applicable annual fee, the programs described below.

#### 1. GRANT OF LICENSE

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Licensor hereby grants Licensee, unless terminated as provided in this Agreement, a renewable non-exclusive non-transferable license to use one (1) copy of the "Adjusted Clinical Grouping" Programs ("The Programs") subject to the following terms, conditions, and restrictions. Licensee hereby agrees that it is contracting for a license whose term is coextensive with term of the PANDORA® MCIS[™] License of which it is a part. Licensee's use of the Programs shall be used only for purposes of serving Licensee's internal business needs, which internal business needs may not include (a) use or access by entities other than Licensee, or (b) the provision of service bureau or facility management services. Licensee may relocate the Programs, at no additional cost, from one MCIS[™] UNIX Processing Server to another, upon advance written notice to Licensor. Licensee may make copies of the Programs solely for non-productive backup purposes. Licensee may not assign its rights in the Programs hereunder without the prior written consent of Owner, to be requested by Licensor upon written request by Licensee.

#### 2. TITLE TO AND OWNERSHIP OF PROGRAMS, MODIFICATIONS

Licensee acknowledges that certain Programs licensed hereunder are the commercially valuable, proprietary products and property of The Johns Hopkins University or CSC Healthcare Systems (hereafter "Owner" or "Owners"). Licensee further acknowledges that the Owners have invested substantial time and economic resources in the design and development of the Programs, which required the efforts of skilled development experts, and that the Owners treat the Programs as confidential and that the Programs constitute trade secrets of the Owners, regardless of whether the Programs are or may be copyrighted or patented. Title, full ownership and all proprietary rights to its Programs shall remain with each Owner. Licensee shall neither receive nor retain any interest in the Programs (other than the right to use the Programs in accordance with the provision of this Agreement) nor will any right be vested in Licensee to transfer use of the Programs to any other entity. Licensee agrees that modifications, customizations and enhancements

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of the Programs whether made by Licensee, a third party, CSC Healthcare Systems, or The Johns Hopkins University shall belong solely and exclusively to The Johns Hopkins University or CSC Healthcare Systems as dictated by CSC Healthcare Systems and The Johns Hopkins University. Any such modification, customizations, and enhancements made by CSC Healthcare Systems or The Johns Hopkins University at the request of and paid for by Licensee shall be licensed to Licensee by CSC Healthcare Systems under the same terms and conditions of this Agreement as are applicable to the Programs.

#### 3. LICENSEE'S RESPONSIBILITIES

Licensee acknowledges and agrees that Licensor's role under this Agreement is solely that of a supplier and that it is solely the Licensee's responsibility to determine its own data processing requirements and to satisfy itself that the Programs meet such requirement. The Licensee further acknowledges and agrees that it is responsible for the selection and use of the Programs to achieve Licensee's intended results. Licensee hereby absolutely and unconditionally agrees to indemnify and defend Licensor, CSC Healthcare Systems and The Johns Hopkins University and to hold Licensor, CSC Healthcare Systems and The Johns Hopkins University harmless from and against any and all claims, liabilities, costs, expenses, losses, suites, damages or causes of action (including reasonable attorney fees) arising, made, incurred, or suffered, directly or indirectly, by any person from or in connection with Licensee's use of any of the Programs.

Licensee shall keep and make available to Licensor, upon request, records of and account for the use and distribution of all copies of the Programs made by Licensee.

#### 4. NON-DISCLOSURE

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Licensee agrees not to transfer, distribute or disclose the Programs, or any part thereof, to any other person, firm or corporation. Licensee shall use all reasonable efforts to confine knowledge and use of the Programs solely to its employees who require such knowledge and use thereof in the ordinary course and scope of their employment by Licensee. Licensee shall not permit access to or use of the Programs by third parties, including, but not limited to, consultants, without the prior written consent of an authorized officer of the Owners.

Licensee further agrees that, except for ordinary and necessary backup purposes, it will not use, or have made, any copies of the programs or part thereof. The provision of this section shall apply to any material or information related to the Programs provided to Licensee prior to, and during, the term of this Agreement and shall survive the termination of this Agreement.

Unauthorized use, disclosure or transfer of copies of the Programs, or information contained therein, will diminish substantially the value of the Programs to the Owners. Accordingly, if Licensee breaches any of its obligations set forth in Section 4, the Owners will be entitled to equitable relief, including orders for specific performance and injunctions, as well as monetary damages.

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#### 5. LIMITED WARRANTY

The Johns Hopkins University has warranted that the Programs will function substantially in accordance with the documentation for a period of ninety (90) days from the date of installation. Licensee acknowledges and agrees that Licensor is passing through this warranty from The Johns Hopkins University and that there are no other warranties hercunder.

The Owners shall not be responsible for Program malfunctions that are not connected to the logic of the Programs or that are the result of events, circumstances, or conditions beyond the Owners' control.

#### 6. WARRANTY DISCLAIMER

THE OWNERS AND LICENSOR DO NOT WARRANT THAT THE PROGRAMS WILL MEET LICENSEE'S REQUIREMENTS OR THAT THEY WILL OPERATE IN COMBINATION WITH SOFTWARE OR EQUIPMENT OBTAINED BY LICENSEE FROM ANOTHER SOURCE, OR THAT OPERATION OF THE PROGRAMS WILL BE ERROR FREE. THE WARRANTY CONTAINED IN SECTION 5 IS IN LIEU OF ALL OTHER WARRANTIES. THE OWNERS DISCLAIM ALL OTHER WARRANTIES EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO THE WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR USEUSE OR PURPOSE.

#### 7. LIMITATION OF LIABILITY

Licensee agrees the liability of Licensor and the Owners to Licensee for any loss, injury, damage or expense arising directly or indirectly from the Programs or additional products or services rendered hereunder shall not exceed the license fees paid by Licensee for use of the Programs under this Agreement. Under no circumstances shall the Owners be liable for procurement of substitute products or services or for any indirect, special, or consequential damages, whether based upon contract, tort, or any other legal theory, including but not limited to, any lost profits or third party claims against Licensee arising from CSC Healthcare Systems' performance or non-performance under this Agreement, even if the Owners have been advised of the possibility of such damages.

#### 8. RIGHT TO AUDIT

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Licensor shall be entitled, not more than one time per year during the Term of this Agreement, upon reasonable notice and during regular business hours, to audit Licensee's enrollment records for the purpose of substantiating the accuracy of license fee calculations.

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#### LICENSE FEES 9.

Licensee's annual fee for this ACG License is included in the fee for the PANDORA® MCIS[™] license of which this sublicense is a part, and the term of this license is coextensive with the term of the PANDORA® MCIS[™] license. The additional MCIS[™] per Member fee quoted on Attachment C is inclusive of ACG fees, and will be based on the periodic computation formula specified in Section 7.5 (b).

ACCEPTED BY:

Codman Group, Inc. **Company** Name

H. J. fy Authorized Signature

MICHAEL J. GLYNN Name (type or print)

<u>PRESIDENT & CEO</u> Title <u>b 16/99</u> Date

PO#

Tax ID #

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BCBSM Company Name

Authorized Signature

WILLIAM GOLD M.D. Name (type or print)

CHICFMEDICAL OFFICER & VP Title

<u>6 - 14 - 99</u> Date

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## ATTACHMENT E PANDORA® MCIS™ BASIC PROGRAM FUNCTIONS

The Pandora® MCIS Software System will generate age/gender adjusted and ACG adjusted (if applicable) utilization and cost information for user-specified cause of health care service, including physician services, inpatient hospitalizations, major ambulatory surgical and diagnostic procedures, outpatient visits, pharmaceutical prescriptions, and other types of service. These utilization rates can be produced for any defined population of members or patients, including members residing in a specified geographic area, subscribers and dependents of a set of employer groups, members assigned to specific primary care physicians, or patients of a defined set of specialists.

CODMAN also provides all Pandora® MCIS customers with the CODMAN Case Type Library, which includes clinically proven service categories for analysis based on ICD, CPT and DRG coding schemes.

Results produced by Pandora® MCIS are available to the end user via CODMAN's interactive Pandora® Display software tool, and can be displayed in tables and color bar charts, maps and time trends. Pandora® Display also allows access to frequency distributions that may display drill-down level data by individual provider (physician or hospital, provider group, employer, line of business, type of service, place of service, or other specified information.

Standard reports produced by Pandora® MCIS include information by defined population for each case type, by case type for each population, and summary reports by case type and defined population.

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#### ATTACHMENT F

### ORACLE RUNTIME LICENSE AGREEMENT

Codman Group, Inc. ("CODMAN" or "Reseller") and BCBSMN, Inc., dba Blue Cross Blue Shield of Minnesota ("End-User Customer") have entered into a PANDORA® Managed Care Information Systems Software License and Maintenance Agreement, of which this Runtime License is a part. Included in the PANDORA® License is certain software ("the Software") licensed to CODMAN by Oracle Corporation ("Oracle") and sublicensed by CODMAN to End-User Customer under the following terms and conditions. End-User Customer receives no right to use the Software except by the grant of this License by Reseller.

- 1. The Software may only be used on the single Licensed MCISTM UNIX Processing Server defined in Section 2.2 of the PANDORA® MCISTM Software License and Maintenance Agreement of which this License is a part. The Software may be used only in object code form by a maximum number of eight (8) concurrent Runtime Users per CPU for End-User Customer's own internal data processing only. The term "Runtime User" means an individual who is authorized by End-User Customer to use this Oracle Runtime program as a component of the PANDORA® MCISTM Software License.
- Transfer or duplication of the Software is prohibited except for temporary transfer by End-User Customer in the event of the Licensed MCIS[™] UNIX Processing Server malfunction and the making of a single backup or archival copy.
- Assignment, time-sharing or rental of the Software is prohibited.
- Use of the Software for any purpose outside the scope of the License granted pursuant to Section 1.1 of the PANDORA® MCIS[™] Software License and Maintenance Agreement is prohibited.
- 5. The reverse engineering, disassembly or recompilation of the Software is prohibited.
- In no event shall title to the Software pass to End-User Customer by virtue of the License granted pursuant to this Agreement.
- Oracle's Liability for any damages, whether direct, indirect, incidental or consequential arising from the use of the Software is hereby disclaimed.
- 8. At the termination, cancellation or expiration of the PANDORA® MCIS[™] Software License and Maintenance Agreement of which this Runtime License is a part, End-User must discontinue use of this Software and destroy or return to CODMAN the Software, all documentation thereof and all archival or other copies of the Software.

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- 9. End-User is hereby restricted from publishing any results of benchmark tests run on the Software, without explicit written authorization from Oracle.
- 10. End-User is prohibited from transferring or using the Software outside the United States.
- The parties to this Agreement specifically agree that Oracle is a third-party beneficiary of 11. this Runtime License Agreement.
- 12. As a condition to its ability to use the Software, End-User warrants that the Software will not be used in any nuclear, aviation, mass-transit application, or in any other inherently dangerous application. End-User specifically agrees that neither CODMAN nor Oracle shall be liable for any claims or damages on the part of any party arising from any such prohibited use. End-User specifically agrees to indemnify and hold CODMAN and Oracle harmless for any claims for losses, costs, damages or liability arising out of or in connection with the use of the Software in such applications.

**EFFECTIVE DATE:** 

Codman Group, Inc.

(BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota

ADDRESS: Shattuck Office Center 138 River Road Andover, MA 01810

BY: M.J (Authorized Signature)

MICHAEL J. GLYNN (Typed or Printed Name)

TITLE: PRESIDENT & CEO

DATE: 6/16/99

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ADDRESS: 3535 Blue Cross Road PO Box 64560 St. Paul, Minnesota 55164

(Authorized Signature)

William Gol- D (Typed or Printed Name)

TITLE: (HIEF MEDICALOF

DATE: 6-14-99

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## Codman Group, Inc. Oracle License Attachment

The Oracle License will be installed on the following computer at:

Name of Organization:	BCBSM, Inc. dba
	Blue Cross and Blue Shield of Minnesota
Address:	3535 Blue Cross Road
	PO Box 34560
	St. Paul, MN 55164-0560

Computer Make:	DEC
Computer Model:	Alphaserver 2100A
Number of CPU's:	4
Operating System:	Digital Unix, V4.O.B.

Number of Concurr	ent Oracle 7 Users:	5	
Number of Named	SQL PlusUsers:	5	
Other SW	# of Users:		

Licensee hereby certifies that the above information is true and accurate.

BCBSM, Inc.

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Authorized Officer

Date

WILLiAM GALD MD. Printed Name CHIEF MEDICAL OFFICERGYP Title

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BCBSM 80858

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Printed Name

Title

#### ATTACHMENT G

## STATEMENT OF CURRENT MEMBERSHIP

In accordance with Section 7.5 (b) of the PANDORA® Managed Care Information System Software License and Maintenance Agreement, Licensee hereby states that the unique member count contained in the PANDORA® MCISTM enrollment file(s) of the Licensed Work for all lines of business of Licensee as well as its affiliates is 1,512,357 as of 9/30 , 1998.

In accordance with Section 7.5 (b) of the PANDORA® Managed Care Information System Software License and Maintenance Agreement, Licensee hereby states that the unique member count contained in the ACG output file(s) of the Licensed Work for all lines of business of Licensee as well as its affiliates is 1,569,538 as of 9/30 , 199 8.

**Corporate Officer's Signature** 

William Gold, M.D. Name (type or print)

Chief Medical Officer and Vice President, Health Management

Title

5/18/99

**Preparer's Signature** 

Hitching

Bruce Hutchinson Name (type or print)

Manager, Applications

Title

13/99

Date

PANDORA® MCIS™ License Agreement Page 32

#### ATTACHMENT H

## SOFTWARE SOURCE CODE ESCROW AGREEMENT

# Argvany & Burney, LLP

This agreement is made and entered into as of January 1, 1999, by and between the Codman Group, Inc. (CG), a Delaware corporation with offices in Andover, Massachusetts, BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota with offices in St. Paul, Minnesota, and Brooks McNally Whittington Platto & Vitt, a Vermont general partnership with offices in Norwich, Vermont ("Escrow Agent").

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## A. STATEMENT OF FACTS

- CG is distributing computer programs ("Software") to BCBSM pursuant to certain Software License Agreements between CG and BCBSM, to which this Software Source Code Escrow Agreement constitutes Schedule H, and therein agrees to provide ongoing maintenance for such Software to BCBSM.
- BCBSM seeks assurances that the Software will be maintained for as long as it is in use by BCBSM and/or customers of BCBSM, regardless of CG's ability to perform such maintenance.
- The source code form of the Software (the "Code") and all related technical documentation are necessary to enable the party in possession thereof to provide any required maintenance for the Software.
- 4. The Code contains confidential information of CG and, therefore, CG does not typically provide the Code to any of its customers, including BCBSM, as part of the Software packaged and distributed in the normal course of business by CG.
- 5. The Software Source Code Escrow Agreement is intended by CG to constitute a mechanism by which the Code may be escrowed with the Escrow Agent, so that BCBSM may have access to the Code to maintain the Software for itself and/or its customers in the event CG proves unable to perform such maintenance for BCBSM.
- The Escrow Agent is able and willing to enter into this Software Source Code Escrow Agreement upon the terms and conditions set forth hereinbelow.

#### **B. STATEMENT OF AGREEMENT**

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- CG shall place the Code in escrow with the Escrow Agent and agrees promptly to
  provide to the Escrow Agent any and all modifications and updates to the Code
  pertaining to the Software that CG has distributed to BCBSM which is presently in
  use by BCBSM and /or customers of BCBSM.
- The Escrow Agent agrees to hold the Code in escrow and to deliver it to BCBSM or CG, as the case may be, only upon the conditions set forth in paragraph 3 and paragraph 4, respectively, of this Software Source Code Escrow Agreement.

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- 3. The Escrow Agent agrees to deliver the Code to CG if and when:
  - a. CG notifies the Escrow Agent in writing that the Software License Agreement between BCBSM and CG has terminated for cause or expired of its own terms.
  - b. CG notifies the Escrow Agent in writing that CG's own archival backups of its computer systems have been destroyed and temporary access to the Code is needed to recreate such systems.
- 4. The Escrow Agent agrees to deliver the Code to BCBSM if and when:
  - a. CG at any time authorizes such delivery in writing.
  - b. BCBSM notifies the Escrow Agent in writing that CG is unable to provide maintenance for the Software at the agreed upon fee and certifies that BCBSM has paid all invoiced bills to CG and is not otherwise in default under the Software License Agreement between BCBSM and CG. BCBSM must simultaneously provide a copy of such notice to CG by registered or certified mail addressed to CG, 138 River Road, Andover, Massachusetts 01810.
  - c. CG or its successor fails to dismiss a case filed against it under the United States Bankruptcy Code, 11 U.S.C. Section 101 et seq., within ninety (90) days of the date of filing; or
  - d. BCBSM receives written notification that CRG has made an assignment for the benefit of its creditors in order to avoid the filing by a creditor of an action that would materially affect the stability of CG; or
  - e. CG is voluntarily or involuntarily dissolved; or
  - f. Receivership proceedings are instituted by or against CG pursuant to which a receiver is appointed by a court of competent jurisdiction and no stay of such receivership proceedings has been obtained by CG within 30 days after such appointment; or
  - g. CG or its successors has ceased ongoing business operations or the licensing, maintenance and support of the Software for a period of at least ninety (90) consecutive days.
- 5. The Escrow Agent may, but shall not be obligated to, investigate the facts and circumstances of any matter alleged by either party under this Software Source Code Escrow Agreement, and shall have a reasonable time to do so before being required to deliver the Code hereunder. In no event shall the Escrow Agent deliver the Code to BCBSM sooner than thirty (30) days from the date of receipt of any notice or certification hereunder, except by the written direction of CG. In the event of an unresolved dispute under this Software Source Code Escrow Agreement (e.g., if CG contests the notice and/or certification described in paragraph 4b. above), the Escrow Agent may deliver the Code to the registry of a court of competent jurisdiction for judicial resolution of the dispute and be relieved of all further obligations under this Software Source Code Escrow Agreement.
- 6. The Escrow Agent shall not be liable to either party hereunder for its actions as escrow agent except for gross negligence, and shall be entitled to charge reasonable fees for its services, and be reimbursed for all out-of-pocket expenses, which fees and expenses shall be borne equally by CG and BCBSM.

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- In the event the Escrow Agent delivers the Code to BCBSM under the terms of this Software Source Code Escrow Agreement, BCBSM expressly represents, warrants, and agrees as follows:
  - BCBSM will use the Code solely for the maintenance of the Software sold to it by CG.
  - b. BCBSM will not disclose, sell or transmit the Code to any third party, and will not permit its employees or agents to do so, without the express written consent of CG.
  - c. BCBSM will not assume or claim any proprietary rights in or to the Code or any products which it might derive from the Code.
  - d. BCBSM will be liable to CG for reasonable damages, but excluding special, indirect, incidental or consequently damages, arising out of the unauthorized use or exploitation of the Cod in the event BCBSM has acted with negligence or the equivalent level of disregard for the rights of CG in the Code.
- 8. This agreement constitutes the entire agreement between the parties with respect to the Code and there are no terms other than those contained herein. No variation hereof shall be deemed valid unless in writing and signed by the parties hereto.
- This agreement shall be governed by and construed in accordance with the laws of the State of Massachusetts.
- All notices hereunder shall be deemed given when delivered or sent by certified mail, return receipt requested, to the last known address of the other party.
- The waiver by either party of a breach of any provision of this Software Source Code Escrow Agreement shall not operate or be construed as a waiver of any subsequent breach.
- This Software Source Code Escrow Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective heirs, executors, legal representatives, and successors.

In witness whereof, the parties hereto have executed this Software Source Code Escrow Agreement as of the dates indicated.

The Codman Group, Inc.

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Date: BCBSM, Inc. Date: nevering + Buchung LLP Brooks McNally Whittington Platto & Vitt 17 042 1999 Date:

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#### Amendment Number One to the

Pandora Managed Care Information System Software License and Maintenance Agreement Between BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota and The Codman Group, Inc.

This amendment ("Amendment") is made, entered into and effective this July 13, 1999, between BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota, hereinafter referred to as "Licensee," and Codman Group, Inc., hereinafter referred to as "Codman" and hereby amends the Pandora Managed Care Information System Software and License Agreement between BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota and The Codman Group dated January 1, 1999 (hereinafter referred to as "Agreement").

NOW THEREFORE, for good and valuable considerations, the parties agree as follows:

 Attachment H to the Agreement is deleted in its entirety and replaced by revised Attachment H (attached).

No other changes to the Agreement are made by this Amendment and, in all other aspects, the Agreement as amended by this Amendment, remains the same.

IN WITNESS WHEREOF, the parties hereby execute this Amendment.

BCBSM, Inc.

By: Title: CHIEF MEDICAL OFFICEROVP

Date: 9-21-99

By: Title: PRESIDENT & LED

Date: 11/3/99

CODMAN GROUP, INC.

#### ATTACHMENT H

#### PREFERRED ESCROW AGREEMENT

## Account Number 0315418-00001-0203008

This Agreement is effective January 1, 1999 among DSI Technology Escrow Services, Inc. ("DSI"), The Codman Group, Inc ("Depositor") and BCBSM, Inc., dba Blue Cross and Blue Shield of Minnesota ("Preferred Beneficiary"), who collectively may be referred to in this Agreement as "the parties."

A. Depositor and Preferred Beneficiary have entered or will enter into a license agreement, development agreement, and/or other agreement regarding certain proprietary technology of Depositor (referred to in this Agreement as "the License Agreement").

 B. Depositor desires to avoid disclosure of its proprietary technology except under certain limited circumstances.

C. The availability of the proprietary technology of Depositor is critical to Preferred Beneficiary in the conduct of its business and, therefore, Preferred Beneficiary needs access to the proprietary technology under certain limited circumstances.

D. Depositor and Preferred Beneficiary desire to establish an escrow with DSI to provide for the retention, administration and controlled access of the proprietary technology materials of Depositor.

E. The parties desire this Agreement to be supplementary to the License Agreement pursuant to 11 United States [Bankruptcy] Code, Section 365(n).

#### ARTICLE 1 -- DEPOSITS

1.1 <u>Obligation to Make Deposit</u>. Upon the signing of this Agreement by the parties, Depositor shall deliver to DSI the proprietary technology and other materials ("Deposit Materials") required to be deposited by the License Agreement or, if the License Agreement does not identify the materials to be deposited with DSI, then such materials will be identified on an Exhibit A. If Exhibit A is applicable, it is to be prepared and signed by Depositor and Preferred Beneficiary. DSI shall have no obligation with respect to the preparation, signing or delivery of Exhibit A.

1.2 Identification of Tangible Media. Prior to the delivery of the Deposit Materials to DSI, Depositor shall conspicuously label for identification each document, magnetic tape, disk, or other tangible media upon which the Deposit Materials are written or stored. Additionally, Depositor shall complete Exhibit B to this Agreement by listing each such tangible media by the item label description, the type of media and the quantity. The Exhibit B must be signed by Depositor and delivered to DSI with the Deposit Materials. Unless and until Depositor makes the initial deposit with DSI, DSI shall have no obligation with respect to this Agreement, except the obligation to notify the parties regarding the status of the deposit account as required in Section 2.2 below. 1.3 <u>Deposit Inspection</u>. When DSI receives the Deposit Materials and the Exhibit B, DSI will conduct a deposit inspection by visually matching the labeling of the tangible media containing the Deposit Materials to the item descriptions and quantity listed on the Exhibit B. In addition to the deposit inspection, Preferred Beneficiary may elect to cause a verification of the Deposit Materials in accordance with Section 1.6 below.

1.4 Acceptance of Deposit. At completion of the deposit inspection, if DSI determines that the labeling of the tangible media matches the item descriptions and quantity on Exhibit B, DSI will date and sign the Exhibit B and mail a copy thereof to Depositor and Preferred Beneficiary. If DSI determines that the labeling does not match the item descriptions or quantity on the Exhibit B, DSI will (a) note the discrepancies in writing on the Exhibit B; (b) date and sign the Exhibit B with the exceptions noted; and (c) mail a copy of the Exhibit B to Depositor and Preferred Beneficiary. DSI's acceptance of the deposit occurs upon the signing of the Exhibit B by DSI. Delivery of the signed Exhibit B to Preferred Beneficiary is Preferred Beneficiary's notice that the Deposit Materials have been received and accepted by DSI.

- 1.5 Depositor's Representations. Depositor represents as follows:
  - a. Depositor lawfully possesses all of the Deposit Materials deposited with DSI;
  - b. With respect to all of the Deposit Materials, Depositor has the right and authority to grant to DSI and Preferred Beneficiary the rights as provided in this Agreement;
  - c. The Deposit Materials are not subject to any lien or other encumbrance;
  - d. The Deposit Materials consist of the proprietary technology and other materials identified either in the License Agreement or Exhibit A, as the case may be; and
  - e. The Deposit Materials are readable and useable in their current form or, if the Deposit Materials are encrypted, the decryption tools and decryption keys have also been deposited.

1.6 <u>Verification</u>. Preferred Beneficiary shall have the right, at Preferred Beneficiary's expense, to cause a verification of any Deposit Materials. A verification determines, in different levels of detail, the accuracy, completeness, sufficiency and quality of the Deposit Materials. If a verification is elected after the Deposit Materials have been delivered to DSI, then only DSI, or at DSI's election an independent person or company selected and supervised by DSI, may perform the verification.

1.7 Deposit Updates. Unless otherwise provided by the License Agreement, Depositor shall update the Deposit Materials within 60 days of each release of a new version of the product which is subject to the License Agreement. Such updates will be added to the existing deposit. All deposit updates shall be listed on a new Exhibit B and the new Exhibit B shall be signed by Depositor. Each Exhibit B will be held and maintained separately within the escrow account. An independent record will be created which will document the activity for each Exhibit B. The processing of all deposit updates shall be in accordance with Sections 1.2 through 1.6 above. All references in this Agreement to the Deposit Materials shall include the initial Deposit Materials and any updates.

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1.8 <u>Removal of Deposit Materials</u>. The Deposit Materials may be removed and/or exchanged only on written instructions signed by Depositor and Preferred Beneficiary, or as otherwise provided in this Agreement.

#### ARTICLE 2 -- CONFIDENTIALITY AND RECORD KEEPING

2.1 <u>Confidentiality</u>. DSI shall maintain the Deposit Materials in a secure, environmentally safe, locked facility which is accessible only to authorized representatives of DSI. DSI shall have the obligation to reasonably protect the confidentiality of the Deposit Materials. Except as provided in this Agreement, DSI shall not disclose, transfer, make available, or use the Deposit Materials. DSI shall not disclose the content of this Agreement to any third party. If DSI receives a subpoena or other order of a court or other judicial tribunal pertaining to the disclosure or release of the Deposit Materials, DSI will immediately notify the parties to this Agreement. It shall be the responsibility of Depositor and/or Preferred Beneficiary to challenge any such order; provided, however, that DSI does not waive its rights to present its position with respect to any such order. DSI will not be required to disobey any court or other judicial tribunal order. (See Section 7.5 below for notices of requested orders.)

2.2 <u>Status Reports</u>. DSI will issue to Depositor and Preferred Beneficiary a report profiling the account history at least semi-annually. DSI may provide copies of the account history pertaining to this Agreement upon the request of any party to this Agreement.

2.3 <u>Audit Rights</u>. During the term of this Agreement, Depositor and Preferred Beneficiary shall each have the right to inspect the written records of DSI pertaining to this Agreement. Any inspection shall be held during normal business hours and following reasonable prior notice.

#### ARTICLE 3 -- GRANT OF RIGHTS TO DSI

3.1 <u>Title to Media</u>. Depositor hereby transfers to DSI the title to the media upon which the proprietary technology and materials are written or stored. However, this transfer does not include the ownership of the proprietary technology and materials contained on the media such as any copyright, trade secret, patent or other intellectual property rights.

3.2 <u>Right to Make Copies</u>. DSI shall have the right to make copies of the Deposit Materials as reasonably necessary to perform this Agreement. DSI shall copy all copyright, nondisclosure, and other proprietary notices and titles contained on the Deposit Materials onto any copies made by DSI. With all Deposit Materials submitted to DSI, Depositor shall provide any and all instructions as may be necessary to duplicate the Deposit Materials including but not limited to the hardware and/or software needed.

3.3 <u>Right to Transfer Upon Release</u>. Depositor hereby grants to DSI the right to transfer the Deposit Materials to Preferred Beneficiary upon any release of the Deposit Materials for use by Preferred Beneficiary in accordance with Section 4.5. Except upon such a release or as otherwise provided in this Agreement, DSI shall not transfer the Deposit Materials.

ARTICLE 4 -- RELEASE OF DEPOSIT

4.1 <u>Release Conditions</u>. As used in this Agreement, "Release Condition" shall mean the following:

 Depositor's failure to carry out obligations imposed on it pursuant to the license agreement; or

Depositor's failure to continue to do business in the ordinary course.

4.2 <u>Filing For Release</u>. If Preferred Beneficiary believes in good faith that a Release Condition has occurred, Preferred Beneficiary may provide to DSI written notice of the occurrence of the Release Condition and a request for the release of the Deposit Materials. Upon receipt of such notice, DSI shall provide a copy of the notice to Depositor by commercial express mail.

4.3 <u>Contrary Instructions</u>. From the date DSI mails the notice requesting release of the Deposit Materials, Depositor shall have ten business days to deliver to DSI Contrary Instructions. "Contrary Instructions" shall mean the written representation by Depositor that a Release Condition has not occurred or has been cured. Upon receipt of Contrary Instructions, DSI shall send a copy to Preferred Beneficiary by commercial express mail. Additionally, DSI shall notify both Depositor and Preferred Beneficiary that there is a dispute to be resolved pursuant to the Dispute Resolution section (Section 7.3) of this Agreement. Subject to Section 5.2, DSI will continue to store the Deposit Materials without release pending (a) joint instructions from Depositor and Preferred Beneficiary; (b) resolution pursuant to the Dispute Resolution provisions; or (c) order of a court.

4.4 <u>Release of Deposit</u>. If DSI does not receive Contrary Instructions from the Depositor, DSI is authorized to release the Deposit Materials to the Preferred Beneficiary or, if more than one beneficiary is registered to the deposit, to release a copy of the Deposit Materials to the Preferred Beneficiary. However, DSI is entitled to receive any fees due DSI before making the release. Any copying expense in excess of \$300 will be chargeable to Preferred Beneficiary. This Agreement will terminate upon the release of the Deposit Materials held by DSI.

4.5 <u>Right to Use Following Release</u>. Unless otherwise provided in the License Agreement, upon release of the Deposit Materials in accordance with this Article 4, Preferred Beneficiary shall have the right to use the Deposit Materials for the sole purpose of continuing the benefits afforded to Preferred Beneficiary by the License Agreement. Preferred Beneficiary shall be obligated to maintain the confidentiality of the released Deposit Materials.

#### ARTICLE 5 - TERM AND TERMINATION

5.1 <u>Term of Agreement</u>. The initial term of this Agreement is for a period of one year. Thereafter, this Agreement shall automatically renew from year-to-year unless (a) Depositor and Preferred Beneficiary jointly instruct DSI in writing that the Agreement is terminated; or (b) the Agreement is terminated by DSI for nonpayment in accordance with Section 5.2. If the Deposit Materials are subject to another escrow agreement with DSI, DSI reserves the right, after the initial one year term, to adjust the anniversary date of this Agreement to match the then prevailing anniversary date of such other escrow agreements.

5.2 <u>Termination for Nonpayment</u>. In the event of the nonpayment of fees owed to DSI, DSI shall provide written notice of delinquency to all parties to this Agreement. Any party to this Page 4 P99v1 Agreement shall have the right to make the payment to DSI to cure the default. If the past due payment is not received in full by DSI within one month of the date of such notice, then DSI shall have the right to terminate this Agreement at any time thereafter by sending written notice of termination to all parties. DSI shall have no obligation to take any action under this Agreement so long as any payment due to DSI remains unpaid.

5.3 <u>Disposition of Deposit Materials Upon Termination</u>. Upon termination of this Agreement, DSI shall destroy, return, or otherwise deliver the Deposit Materials in accordance with Depositor's instructions. If there are no instructions, DSI may, at its sole discretion, destroy the Deposit Materials or return them to Depositor. DSI shall have no obligation to return or destroy the Deposit Materials if the Deposit Materials are subject to another escrow agreement with DSI.

5.4 <u>Survival of Terms Following Termination</u>. Upon termination of this Agreement, the following provisions of this Agreement shall survive:

- Depositor's Representations (Section 1.5);
- b. The obligations of confidentiality with respect to the Deposit Materials;
- c. The rights granted in the sections entitled Right to Transfer Upon Release (Section 3.3) and Right to Use Following Release (Section 4.5), if a release of the Deposit Materials has occurred prior to termination;
- d. The obligation to pay DSI any fees and expenses due;
- e. The provisions of Article 7; and
- f. Any provisions in this Agreement which specifically state they survive the termination or expiration of this Agreement.

#### ARTICLE 6 - DSI'S FEES

6.1 <u>Fee Schedule</u>. DSI is entitled to be paid its standard fees and expenses applicable to the services provided. DSI shall notify the party responsible for payment of DSI's fees at least 90 days prior to any increase in fees. For any service not listed on DSI's standard fee schedule, DSI will provide a quote prior to rendering the service, if requested.

6.2 <u>Payment Terms</u>. DSI shall not be required to perform any service unless the payment for such service and any outstanding balances owed to DSI are paid in full. Fees are due upon receipt of a signed contract or receipt of the Deposit Materials whichever is earliest. If invoiced fees are not paid, DSI may terminate this Agreement in accordance with Section 5.2. Late fees on past due amounts shall accrue interest at the rate of one and one-half percent per month (18% per annum) from the date of the invoice.

#### ARTICLE 7 - LIABILITY AND DISPUTES

7.1 <u>Right to Rely on Instructions</u>. DSI may act in reliance upon any instruction, instrument, or signature reasonably believed by DSI to be genuine. DSI may assume that any employee of a Page 5 P99v1

party to this Agreement who gives any written notice, request, or instruction has the authority to do so. DSI shall not be responsible for failure to act as a result of causes beyond the reasonable control of DSI.

7.2 Indemnification. DSI shall be responsible to perform its obligations under this Agreement and to act in a reasonable and prudent manner with regard to this escrow arrangement. Provided DSI has acted in the manner stated in the preceding sentence, (a) Depositor agrees to indemnify, defend and hold harmless DSI from any and all claims, actions, damages, arbitration fees and expenses, costs, attorney's fees and other liabilities incurred by DSI relating in any way to Depositor's obligations under this Escrow Agreement, and (b) Preferred Beneficiary agrees to indemnify, defend and hold harmless DSI from any and all claims, actions, damages, arbitration fees and expenses, costs, attorney's fees and other harmless DSI from any and all claims, actions, damages, arbitration fees and expenses, costs, attorney's fees and other harmless DSI from any and all claims, actions, damages, arbitration fees and expenses, costs, attorney's fees and other harmless DSI from any and all claims, actions, damages, arbitration fees and expenses, costs, attorney's fees and other harmless incurred by DSI relating in any way to Preferred Beneficiary's fees and other harmless incurred by DSI relating in any way to Preferred Beneficiary's obligations under this Escrow Agreement.

7.3 Dispute Resolution. Any dispute relating to or arising from this Agreement shall be resolved by arbitration under the Commercial Rules of the American Arbitration Association. Unless otherwise agreed by Depositor and Preferred Beneficiary, arbitration will take place in San Diego, California, U.S.A. Any court having jurisdiction over the matter may enter judgment on the award of the arbitrator(s). Service of a petition to confirm the arbitration award may be made by First Class mail or by commercial express mail, to the attorney for the party or, if unrepresented, to the party at the last known business address. Depositor or Preferred Beneficiary may invoke arbitration by serving written notice on the other party and DSI. The notice will include a list of arbitrator candidates. If Depositor and Preferred Beneficiary agree on one of the arbitrator candidates in the notice, then the arbitrator will serve as the sole arbitrator of the dispute. If the Depositor and Preferred Beneficiary do not agree on an arbitrator within fifteen (15) calendar days after the receipt of the notice, the recipient of the notice will select one arbitrator and the party providing notice will select one arbitrator within ten (10) calendar days thereafter and the two arbitrators so selected will select a third arbitrator within ten (10) calendar days thereafter. The third arbitrator so selected will be the sole arbitrator and will conduct the arbitration. Depositor and Preferred Beneficiary will each be responsible for payment of its own attorneys or other advisors and for its appointed arbitrator. The expenses and fees of the sole arbitrator and of the arbitration proceeding will be shared equally by Depositor and Preferred Beneficiary.

7.4 <u>Controlling Law</u>. This Agreement is to be governed and construed in accordance with the laws of the State of California, without regard to its conflict of law provisions.

7.5 <u>Notice of Requested Order</u>. If any party intends to obtain an order from the arbitrator or any court of competent jurisdiction which may direct DSI to take, or refrain from taking any action, that party shall:

- a. Give DSI at least two business days' prior notice of the hearing;
- b. Include in any such order that, as a precondition to DSI's obligation, DSI be paid in full for any past due fees and be paid for the reasonable value of the services to be rendered pursuant to such order; and
- c. Ensure that DSI not be required to deliver the original (as opposed to a copy) of the Deposit Materials if DSI may need to retain the original in its possession to fulfill any of its other duties.

#### ARTICLE 8 -- GENERAL PROVISIONS

8.1 Entire Agreement. This Agreement, which includes the Exhibits described herein, embodies the entire understanding among the parties with respect to its subject matter and supersedes all previous communications, representations or understandings, either oral or written. DSI is not a party to the License Agreement between Depositor and Preferred Beneficiary and has no knowledge of any of the terms or provisions of any such License Agreement. DSI's only obligations to Depositor or Preferred Beneficiary are as set forth in this Agreement. No amendment or modification of this Agreement shall be valid or binding unless signed by all the parties hereto, except that Exhibit A need not be signed by DSI, Exhibit B need not be signed by Preferred Beneficiary and Exhibit C need not be signed.

8.2 <u>Notices</u>. All notices, invoices, payments, deposits and other documents and communications shall be given to the parties at the addresses specified in the attached Exhibit C. It shall be the responsibility of the parties to notify each other as provided in this Section in the event of a change of address. The parties shall have the right to rely on the last known address of the other parties. Unless otherwise provided in this Agreement, all documents and communications may be delivered by First Class mail.

8.3 <u>Severability</u>. In the event any provision of this Agreement is found to be invalid, voidable or unenforceable, the parties agree that unless it materially affects the entire intent and purpose of this Agreement, such invalidity, voidability or unenforceability shall affect neither the validity of this Agreement nor the remaining provisions herein, and the provision in question shall be deemed to be replaced with a valid and enforceable provision most closely reflecting the intent and purpose of the original provision.

8.4 <u>Successors</u>. This Agreement shall be binding upon and shall inure to the benefit of the successors and assigns of the parties. However, DSI shall have no obligation in performing this Agreement to recognize any successor or assign of Depositor or Preferred Beneficiary unless DSI receives clear, authoritative and conclusive written evidence of the change of parties.

8.5 <u>Regulations</u>. Depositor and Preferred Beneficiary are responsible for and warrant their respective compliance with all applicable laws, rules and regulations, including but not limited to customs laws, import, export, and re-export laws and government regulations of any country from or to which the Deposit Materials may be delivered in accordance with the provisions of this Agreement.

THE	LODNAN	GROUP	INC.
Depositor			
By:	H. T.	Shin	
Name: <u>H</u>	CHAEL	J. GLY	NN
Title: A	ESIDENT O	E LEO	
Date:	11/3/99		

BCK	SM INC.
Preferre	d Beneficiary
By/C	pop
Name:	William K. Gold, M.D.
Title: C	hiel Medical Officer & VP
Date:	9/21/99

DSI Technology Escrow Services, Inc. HURN 110 By Christie Woodward Name: Senior Contract Administrator ÷ Title:

10-20-99 Date:

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#### MATERIALS TO BE DEPOSITED

# Account Number 0315418-00001-0203008

Depositor represents to Preferred Beneficiary that Deposit Materials delivered to DSI shall consist of the following:

Pandora MCIS Product Suite source code which includes the following: 1998 Case Type Library Pandora Profiling Engine version 7.1a Pandora Query Generator version 1.5a Data Evaluation Module version 1.1 Pandora MCIS Commercial Morbidity Levels Pandora Display version 2.0

THE CODMAN GROUP, INC	ISCHSM, INI.
Depositor	Preferred Beneficiary
By: H. Iff	Bf: foli f
Name: MICHAEL J. GLYNN	Namer William R. Gold. M.D.
Title: PRESIDENT & CED	Title: Chief Medical Officer & VP
Date: 11 / 3 / 9 9	Date: 9/21/99

#### DESIGNATED CONTACT

# Account Number ____0315418-00001-0203008

Notices, deposit material returns and communications to Depositor should be addressed to:

Company Name: The Codman Group, Inc. Address: 138 River Road Andover, MA 01810

Designated Contact: Michael Glynn Telephone: (978) 688-9300 Facsimile: (978) 688-9333

Notices and communications to Preferred Beneficiary should be addressed to:

Company Name:BCBSMN, Inc. dba Address: Blue Cross and Blue Shield of MN Mail Station R351 Box 64560 St. Paul, MN 55164 Designated Contact:Bruce Hutchinson Telephone: (651) 662 - 8436 Facsimile: (651) 662 - 6940 Invoices to Depositor should be addressed to:

The Codman Group, Inc. 138 River Road Andover, MA 01810

Contact: Sharon Hussey- McLaughlin

P.O.#, if required:

Invoices to Preferred Beneficiary should be addressed to:

BCBSMN, Inc. dba Blue Cross and Blue Shield of MN Mail Station R351 Box 64560 St. Paul, MN 55164 Contact: Bruce Hutchinson

P.O.#, if required:

Requests from Depositor or Preferred Beneficiary to change the designated contact should be given in writing by the designated contact or an authorized employee of Depositor or Preferred Beneficiary.

Contracts, Deposit Materials and notices to DSI should be addressed to:

DSI Technology Escrow Services Contract Administration 9265 Sky Park Court, Suite 202 San Diego, CA 92123

ph: 858.499.1600 fx: 858.694.1915

Invoice inquiries and fee remittances to DSI should be addressed to:

DSI Accounts

Accounts Receivable Suite 1450 425 California Street San Francisco, CA 94104

(415) 398-7900 (415) 398-7914

Date:

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#### FEE SCHEDULE AND SCHEDULE OF PAYMENTS

Year 1	
Due Upon Execution of the Agreement:	\$650
Year 2	
Due December 31, 1999	\$650
Year 3	
Due December 31, 2000	\$650

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## INTANGIBLE ASSET PURCHASE AGREEMENT

Effective as of July 1, 1998

By and Between

BCBSM, Inc.

Virgil Hammerstad

Creative Benefit Consultants, Inc.

and

People's Health Care, Incorporated

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## LIST OF EXHIBITS

## Name of Exhibit

Trade and Other Names to be Purchased Excluded Assets Consulting Agreement Disclosure Schedule

## Number of Exhibit

Exhibit 1.1 Exhibit 1.1(b) Exhibit 1.5.1 Exhibit 2

#### ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT, effective as of July 1, 1998 is by and among BCBSM, Inc. d/b/a Blue Cross and Blue Shield of Minnesota, a Minnesota nonprofit health service corporation ("Purchaser"), and Creative Benefit Consultants, Inc. ("CBC") and People's Health Care, Incorporated ("PHC"), both Minnesota corporations and Virgil Hammerstad, an individual resident of the State of Wisconsin, who is the sole shareholder of CBC and PHC ("Shareholder"), CBC, PHC and Shareholder are sometimes collectively referred to as "Sellers").

A. Shareholder is the sole shareholder of CBC and PHC.

B. CBC is engaged in the business of providing health benefits coverage administrative services and ancillary services to Minnesota Service Cooperatives ("MSCs") and PHC is engaged in establishing provider networks to provide health care services to the Minnesota Service Cooperatives (the businesses of CBC and PHC are collective referred to as the "Business").

C. The parties hereto wish to provide for the terms and conditions upon which the Purchaser will acquire substantially all of the intangible assets of the Sellers related to the Business.

D. The parties hereto wish to make certain representations, warranties, covenants and agreements in connection with the purchase of the Business and the assets of the Sellers and also to prescribe various conditions to such transaction.

Accordingly, and in consideration of the representations, warranties, covenants, agreements and conditions herein contained, the parties hereto agree as follows:

#### 1. PURCHASE OF ASSETS

#### 1.1. Assets to be Purchased

1.1.1. The Sellers hereby sell, transfer, convey, assign and deliver to the Purchaser and the Purchaser hereby purchases from the Sellers all the intangible assets and the rights used in or arising out of the operation of the Business of the Sellers, as a going concern, whether or not carried or reflected on the books and records of Sellers or any subsidiary or affiliate of the Sellers including: all right, title and interest in and to the use of the Sellers' corporate names, trade names and other names under which it conducts the Business or which have been reserved for use by the Sellers, including, without limitation, any names reserved in connection with the internet, and any derivatives or combinations thereof, including, without limitation, those listed in Exhibit 1.1(a) hereto; the goodwill of the Sellers;

customers and lists of customers; and all favorable business relationships (the foregoing are sometimes collectively called the "Assets").

- 1.1.2. Notwithstanding the foregoing, the Sellers will not sell, transfer, convey, assign or deliver to the Purchaser, and the Purchaser will not purchase from the Sellers, the following assets:
  - 1.1.2.1. the consideration delivered to Sellers pursuant to this Agreement for the Assets;
  - 1.1.2.2. the minute books, corporate seal and stock records of the Sellers; and

1.1.2.3. the assets specifically described on Exhibit 1.1(b) hereto.

#### 1.2. Liabilities Assumed.

The Purchaser assumes no liabilities of the Sellers. The Purchaser has not agreed to pay, will not be required to assume and will have no liability or obligation, direct or indirect, absolute or contingent, of the Sellers or any affiliates or associates or of any other person, including without limitation:

- 1.2.1. any debt, liability or obligation of the Sellers, or any of its affiliates or associates, direct or indirect, known or unknown, fixed, contingent or otherwise, that (i) is unrelated to the Assets; or (ii) relates to the Assets and is based upon or arises from any act, omission, transaction, circumstance, sale of services, state of facts or other condition occurring or existing on or before the date hereof, whether or not then known, due or payable;
- 1.2.2. any obligation for Taxes (as hereinafter defined) related to any of the Assets for any Tax period or portion thereof ending on or before the Closing Date and any obligation for other Taxes of the Sellers; and
- 1.2.3. any liability of Sellers to any independent contractors, whether pursuant to the agreements between such independent contractors and the Sellers or otherwise.

## 1.3. Purchase Price.

- 1.3.1. The total consideration to be paid by the Purchaser to the Sellers for the Assets will be One Million Four Hundred Thousand Dollars (\$1,400,000) (the "Purchase Price").
- 1.3.2. Payment of the Purchase Price shall be as follows:

- 1.3.2.1. Seven Hundred Forty Thousand Dollars (\$740,000) together with interest accrued from July 1, 1998 until the date of payment, calculated at the rate equal to the 90-day Treasury Bill rate on the date of payment.
- Six Hundred and Sixty Thousand Dollars (\$660,000) on January 1, 2001.
- 1.3.3. The Purchase Price will be allocated among the Assets in the manner required by Section 1060 of the Code. In allocating the Purchase Price, the Purchaser and the Sellers will negotiate in good faith the values of the Assets and the resulting allocation of the Purchase Price among the various assets; it being understood that such determination will be binding on the Purchaser and the Sellers only for the purposes of U.S. Federal, state and local taxation. The Sellers and the Purchaser will file all Tax Returns and tax reports (including IRS Form 8594) in accordance with and based upon such allocation and will take no position in any Tax Return, tax proceeding or tax audit which is inconsistent with such allocation.

#### 1.4. Instruments of Transfer to Purchaser.

The Sellers and the Shareholder agree to deliver to the Purchaser:

- 1.4.1. Such bills of sale, endorsements, assignments, and other good and sufficient instruments of conveyance and transfer, in form and substance reasonably satisfactory to the Purchaser and its counsel, as will be required to vest in the Purchaser title to the Assets, including without limitation:
  - 1.4.1.1. Such written consents, agreements and other instruments as the Purchaser will reasonably request to enable it to use the names "Creative Benefit Consultants" and "People's Health Care" and all other trade names of, or used by, the Sellers in the Business, and all other variations or combinations thereof except as excluded in Exhibit 1.1(b) herein; and
- 1.4.2. Simultaneously with such delivery, the Sellers agree to take all actions necessary to put the Purchaser in operating control of the Assets.
- 1.4.3. All Consents required to be obtained and delivered by the Sellers as set forth in Section 2.5 of the Disclosure Schedule.

#### 1.5. Other Agreements.

1.5.1. The Parties will execute consulting and noncompetition agreements with Virgil Hammerstad, individually, attached hereto as Exhibit 1.5.1.

#### 2. REPRESENTATIONS AND WARRANTIES OF THE SELLERS

The Sellers hereby represent and warrant to the Purchaser as of the date hereof as follows:

#### 2.1. Disclosure Schedule.

The disclosure schedule attached as Exhibit 2 hereto (the "Disclosure Schedule") is divided into sections which correspond to the subsections of this Section 2. The Disclosure Schedule is accurate and complete. Nothing in the Disclosure Schedule will be deemed adequate to disclose an exception to a representation or warranty made herein, unless the Disclosure Schedule identifies the exception with reasonable particularity and describes the relevant facts in reasonable detail. Without limiting the generality of the foregoing, the mere listing (or inclusion of a copy) of a document or other item will not be deemed adequate to disclose an exception to a representation or warranty made herein (unless the representation or warranty has to do with the existence of the document or other item itself). Disclosures in any subsection thereof will not constitute disclosure for purposes of any other subsection and any other section or subsection of this Agreement or any exhibit to or other writing which is designated herein as being part of this Agreement unless specifically referenced or cross referenced in any subsection hereof.

#### 2.2. Corporate Organization.

The Sellers are corporations duly organized, validly existing and in good standing under the laws of the State of Minnesota, have full corporate power and authority to carry on the Business as it is now being conducted and to own, lease and operate the properties and assets used in the conduct of its Business, and have heretofore delivered to the Purchaser complete and correct copies of its articles of incorporation, as presently in effect.

#### 2.3. Authorization.

The Sellers have full corporate power and authority to enter into this Agreement and to carry out the transactions contemplated herein. The Sellers, the boards of directors and Shareholder have taken all action required by law, the Sellers' articles of incorporation and otherwise to authorize the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated herein. This Agreement has been duly and validly executed and delivered by the Sellers and the Shareholder and no other corporate action is necessary. This Agreement is the valid and binding legal obligation of the Sellers and the Shareholder, enforceable against each in accordance with its terms.

#### 2.4. Non-Contravention.

Except as set forth in the Disclosure Schedule, neither the execution, delivery and performance of this Agreement, nor the consummation of the transactions contemplated herein or therein will: (i) violate or be in conflict with any provision of the articles of incorporation of the Sellers; or (ii) result in the creation or imposition of any mortgage,

pledge, lien, security interest, encumbrance, restriction, adverse claim or charge of any kind, upon the Assets under any debt, obligation, contract, agreement or commitment to which the Sellers are a party or by which the Sellers or any of the Assets is or may be bound; or (iii) violate any statute, treaty, law, judgment, writ, injunction, decision, decree, order, regulation, ordinance or other similar authoritative matters (sometimes hereinafter separately referred to as a "Law" and sometimes collectively as "Laws") of any foreign, federal, state or local governmental or quasi-governmental, administrative, regulatory or judicial court, department, commission, agency, board, bureau; instrumentality or other authority (hereinafter sometimes separately referred to as an "<u>Authority</u>" and sometimes collectively as "<u>Authorities</u>").

#### 2.5. Consents and Approvals.

- 2.5.1. Except as set forth in the Disclosure Schedule, with respect to the Sellers, no consent, approval, order or authorization of or from, or registration, notification, declaration or filing with (hereinafter sometimes separately referred to as a "Consent" and sometimes collectively as "Consents") any individual or entity, including without limitation any Authority, is required in connection with the execution, delivery or performance of this Agreement by the Sellers, the transfer of the Assets to the Purchaser, or the consummation by the Sellers of the transactions contemplated herein or therein.
- 2.5.2. Sellers represent that they have notified and obtained written approval from the MSCs regarding the terms of this agreement. Such written consents from the MSCs are attached hereto in the Disclosure Schedule.

#### 2.6. Termination of Agreements.

- 2.6.1. Except as set forth in the Disclosure Schedule, Sellers have terminated all contracts, other agreements or obligations with the MSCs to provide health service benefits coverage and administrative services. Documentation of such terminations is included in the Disclosure Schedule.
- 2.6.2. All other contracts, licenses, leases, obligations or other agreements related to the Business have been terminated by Sellers.

#### 2.7. Absence of Undisclosed Liabilities.

The Sellers do not have any liabilities, obligations or claims of any kind whatsoever whether secured or unsecured, accrued or unaccrued, fixed or contingent, matured or unmatured, direct or indirect, contingent or otherwise and whether due or to become due (referred to herein individually as a "Liability" and collectively as "Liabilities"), that could subject the Purchaser to any Liability.

#### 2.8. Intellectual Property Rights.

The Sellers owns or have the unrestricted right to use all intellectual property rights relating to the Business, including without limitation: trade names, other names under which it conducts business or which have been reserved for its use, including, without limitation, any names reserved in connection with the internet, ("Intellectual Property Rights") previously used in, or necessary or required for use in connection with the Assets and for the conduct of the Business of the Sellers as presently conducted, free and clear of all liens. All Intellectual Property Rights are listed or described on the Disclosure Schedule. Except as set forth on the Disclosure Schedule, the use of all Intellectual Property Rights necessary or required for the conduct of the Sellers as presently conducted and as proposed to be conducted does not and will not infringe or violate or allegedly infringe or violate the intellectual property rights of any person or entity. Except as described on the Disclosure Schedule, the Sellers (i) do not own or use any Intellectual Property Rights pursuant to any written license agreement; and (ii) have not granted any person or entity any rights, pursuant to written license agreement or otherwise, to use the Intellectual Property Rights.

#### 2.9. Litigation.

Except as set forth on the Disclosure Schedule, there is no action, suit, proceeding at law or in equity by any person or entity, or any arbitration or any administrative or other proceeding by or before (or any investigation by) any Authority, pending or, to the best of the knowledge of the Sellers and Shareholder, threatened, against the Sellers or any of the Assets, or which questions or challenges the validity of this Agreement or any action taken or to be taken by the parties hereto pursuant to this Agreement or in connection with the transactions contemplated herein, and there does not exist any valid basis for any such action, proceeding or investigation. The Sellers are not subject to any judgment, order or decree entered in any lawsuit or proceeding to which it is a party which may have a Material Adverse Effect.

#### 2.10. Tax Matters.

There are no facts or circumstances which could, directly or indirectly, subject the Purchaser or any of its affiliates to any Liability of any nature for Taxes relating to or arising out of the operation of the Business of the Sellers, or the failure on the part of the Sellers to file a correct Tax Return, or subject the Assets to any lien resulting from the failure to pay, withhold or otherwise satisfy outstanding Taxes of the Sellers. For all purposes of this Agreement, the term "Taxes" means all federal, state, local, foreign and other net income, gross income, gross receipts, sales, use, ad valorem, transfer, franchise, profits, license, lease, service, service use, withholding, payroll, employment, excise, severance, stamp, occupation, premium, real or personal property, windfall profits, customs, duties or other taxes, together with any interest and any penalties, additions to tax or additional amounts with respect thereto, and the term "Tax" means any one of the foregoing Taxes. In addition, the term "Tax Returns" means all returns, declarations,

reports, statements and other documents required to be filed with any Authority in respect of Taxes, and the term "Tax Return" means any one of the foregoing Tax Returns.

#### 2.11. Contracts and Commitments; No Default.

- 2.11.1. Except as set forth in the Disclosure Schedule, the Sellers:
  - 2.11.1.1. are not subject to any obligation or requirement to provide funds to or make any investment (in the form of a loan, capital contribution or otherwise) in any person or entity relating to the Business;
  - 2.11.1.2. are not subject to any outstanding sales or purchase contracts, commitments or proposals which are anticipated to result in any loss upon completion or performance thereof.
- 2.11.2. True and complete copies (or summaries, in the case of oral items) of all items disclosed pursuant to Section 2.11 have been made available to the Purchaser for review. Except as set forth in the Disclosure Schedule, all such items are valid and enforceable by and against the Sellers in accordance with their respective terms; the Sellers are not in breach, violation or default, however defined, in the performance of any of its obligations thereunder, and no facts and circumstances exist which, whether with the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default thereunder or thereof; and, to the best of the knowledge of the Sellers and Shareholder, no other parties thereto are in breach, violation or default, however defined, whether with the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default, however defined, thereunder or thereof, and no facts or circumstances exist which, whether with the giving of due notice, lapse of time, or both the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default, however defined, thereunder or thereof, and no facts or circumstances exist which, whether with the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default therewith the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default therewith the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default therewith the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default therewith the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default therewith the giving of due notice, lapse of time, or both, would constitute such a breach, violation or default therewith the giving of due notice.

#### 2.12. Labor Matters.

Seller has no employees.

#### 2.13. Permits and Other Operating Rights.

To the best of the knowledge of the Sellers and Shareholder, the Sellers do not require the Consent of any Authority to permit it to operate in the manner in which it presently is being operated, and possesses all permits and other authorizations from all Authorities presently required necessary to permit it to operate in the manner in which it presently is conducted.

#### 2.14. Compliance with Law.

Without limiting the scope of any other representations or warranties contained in this Agreement, but without intending to duplicate the scope of such other representations and warranties, to the best of the knowledge of the Sellers and Shareholder, the Assets, Business and operations of the Sellers are and have been in compliance with all Laws applicable to the ownership and conduct of its assets, properties, Business and operations. There are no outstanding and unsatisfied deficiency reports, plans of correction, notices of noncompliance or work orders relating to any such Authorities, and no such discussions with any such Authorities are scheduled or pending.

#### 2.15. Assets of Business.

The Assets constitute all of the intangible assets held for use or used primarily in connection with the Business of the Sellers and are used to conduct such Business as presently conducted.

#### 2.16. Brokers.

Neither the Sellers nor any of its directors, officers or employees have employed any broker, finder, or financial advisor or incurred any liability for any brokerage fee or commission, finder's fee or financial advisory fee, in connection with the transactions contemplated hereby, nor is there any basis known to the Sellers for any such fee or commission to be claimed by any person or entity.

#### 2.17. Customers.

Except as set forth on the Disclosure Schedule, there has not been in the 12-month period prior to the date hereof any dispute with any customer or customers of the Sellers nor any set of circumstances which is reasonably anticipated to have a Material Adverse Effect.

#### 2.18. Disclosure.

To the best of the knowledge of the Sellers and Shareholder, there is no material fact as of the date hereof which has not been disclosed in writing to the Purchaser related to the Sellers, the Assets or the operations, financial condition or prospects of the Sellers which has a Material Adverse Effect or, in the future may have a Material Adverse Effect on the Sellers or the Assets in the context of this transaction taken as a whole. The representations and warranties contained in this Section 2 or elsewhere in this Agreement or any document delivered pursuant hereto will not be affected or deemed waived by reason of the fact that the Purchaser or its respective representatives knew (other than as a result of the Disclosure Schedule) or should have known that any such representation or warranty is or might be inaccurate in any respect.

#### 3. REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

The Purchaser represents and warrants to the Sellers as of the date hereof as follows:

#### 3.1. Corporate Organization.

The Purchaser is a nonprofit corporation duly organized, validly existing and in good standing under the laws of the State of Minnesota.

#### 3.2. Authorization.

The Purchaser has full corporate power and authority to enter into this Agreement and to carry out the transactions contemplated herein. The board of directors of the Purchaser has taken all action required by law, its articles of incorporation and bylaws or otherwise to authorize the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated herein. This Agreement is the valid and binding legal obligation of the Purchaser enforceable against it in accordance with its terms.

#### 3.3. Non-Contravention.

Neither the execution, delivery and performance of this Agreement nor the consummation of the transactions contemplated herein will: (i) violate any provision of the articles of incorporation or bylaws of the Purchaser; or (ii) except for such violations, conflicts, defaults, accelerations, terminations, cancellations, impositions of fees or penalties, mortgages, pledges, liens, security interests, encumbrances, restrictions and charges which would not, individually or in the aggregate, have a Material Adverse Effect on the Purchaser, (A) violate, be in conflict with, or constitute a default, however defined (or an event which, with the giving of due notice or lapse of time, or both, would constitute such a default), under, or cause or permit the acceleration of the maturity of, or give rise to, any right of termination, cancellation, imposition of fees or penalties under, any debt, note, bond, lease, mortgage, indenture, license, obligation, contract, commitment, franchise, permit, instrument or other agreement or obligation to which the Purchaser is a party or by which it or any of its properties or assets is or may be bound or (B) result in the creation or imposition of any mortgage, pledge, lien, security interest, encumbrance, restriction, adverse claim or charge of any kind, upon any property or assets of the Purchaser under any debt, obligation, contract, agreement or commitment to which the Purchaser is a party or by which the Purchaser or any of its assets or properties is or may be bound; or (iii) violate any Law.

#### 3.4. Consents and Approvals.

No Consent is required by any person or entity, including without limitation any Authority, in connection with the execution, delivery and performance by the Purchaser of this Agreement, or the consummation of the transactions contemplated herein, other than any Consent which, if not made or obtained, will not, individually or in the aggregate, have a Material Adverse Effect on the business of the Purchaser.

#### 3.5. Brokers.

Neither the Purchaser nor any of its directors, officers or key employees have employed any broker, finder or financial advisor, or incurred any liability for any brokerage fee or commission, finder's fee or financial advisory fee, in connection with the transactions contemplated hereby, nor is there any basis known to the Purchaser for any such fee or commission to be claimed by any person or entity.

#### 4. COVENANTS

#### 4.1. Confidentiality.

Each of the parties hereto, their employees, agents, parent Sellers, subsidiaries and/or affiliates agrees that it will not use, or permit the use of, any of the information relating to any other party hereto furnished to it in connection with the transactions contemplated herein ("Information") in a manner or for a purpose detrimental to such other party or otherwise than in connection with the transaction, and that they will not disclose, divulge, provide or make accessible (collectively, "Disclose"), or permit the Disclosure of, any of the Information to any person or entity, other than their respective directors, officers, employees, investment advisors, accountants, counsel and other authorized representatives and agents, except as may be required by judicial or administrative process or, in the opinion of such party's counsel, by other requirements of Law, except the Disclosure of the terms of this Agreement to the MSCs as required in Section 2.5.2; provided, however, that prior to any Disclosure of any Information permitted hereunder, the disclosing party will first obtain the recipients' undertaking to comply with the provisions of this subsection with respect to such information. The term "Information" as used herein will not include any information relating to a party which the party disclosing such information can show: (i) to have been in its possession prior to its receipt from another party hereto; (ii) to be now or to later become generally available to the public through no fault of the disclosing party; (iii) to have been available to the public at the time of its receipt by the disclosing party; (iv) to have been received separately by the disclosing party in an unrestricted manner from a person entitled to disclose such information; or (v) to have been developed independently by the disclosing party without regard to any information received in connection with this transaction. A party hereto will be deemed to have satisfied its obligations to hold the Information confidential if it exercises the same care as it takes with respect to its own similar information.

#### 4.2. Further Assurances; Cooperation; Notification.

Each party hereto will, after the date hereof, execute and deliver such instruments and take such other actions as the other party or parties, as the case may be, may reasonably require in order to carry out the intent of this Agreement. Without limiting the generality of the foregoing, at any time after the date hereof, at the request of the Purchaser and without further consideration, the Sellers will execute and deliver such instruments of sale, transfer, conveyance, assignment and confirmation and take such action as the Purchaser may reasonably deem necessary or desirable in order to more effectively transfer, convey and assign to the Purchaser, and to confirm the Purchaser's title to, all of the Assets, to put the Purchaser in actual possession and operating control thereof and to assist the Purchaser in exercising all rights with respect thereto.

#### 4.3. Public Announcements.

None of the parties hereto will make any public announcement with respect to the transactions contemplated herein without the prior written consent of the other parties, which consent will not be unreasonably withheld or delayed; provided, however, that any of the parties hereto may at any time make any announcements which are required by applicable Law so long as the party so required to make an announcement promptly upon learning of such requirement notifies the other parties of such requirement and discusses with the other parties in good faith the exact proposed wording of any such announcement.

#### 4.4. Tax Matters.

- 4.4.1. Transactional Taxes. In addition to and without limiting those representations and warranties set forth in Section 2.15 of this Agreement, in the event that any sales or use Tax, or any Tax in the nature of a sales or use Tax, or any transactional Tax is payable or assessed relative to the transactions contemplated herein, the Sellers will pay all such Taxes and will not collect any part thereof from the Purchaser. The parties hereto will cooperate to make any necessary filings with state and local taxing Authorities and to furnish any required supplemental information with respect to any state and local Tax liabilities resulting from the consummation of the transactions contemplated herein.
- 4.4.2. Tax Liability; Post-Closing Tax Return Filings. In addition to and without limiting those representations and warranties set forth in Section 2.15 of this Agreement, the Sellers will pay all Taxes attributable to the Sellers arising from or relating to the transactions contemplated by this Agreement, including without limitation Tax on any income or gains arising from the sale of the Assets.
- 4.4.3. Cooperation and Records Retention. The Sellers and the Purchaser will each provide the other with such assistance as may reasonably be requested by any of them in connection with the preparation of any Tax Return, audit or other examination by any taxing Authority or judicial or administrative proceedings relating to liability for Taxes.

#### SURVIVAL AND INDEMNIFICATION.

#### 5.1. Survival.

The representations, warranties and covenants of each of the parties hereto shall survive the consummation of the transactions contemplated hereby for a period of five (5) years from the date hereof except: (i) the representations and warranties of the Sellers and Shareholder contained in Section 2.13 with respect to tax matters shall survive until the expiration of all applicable statutory limitation periods (including extensions thereof); and (ii) the representations and warranties of the Sellers and the Shareholder with respect to the Sellers' power and authority to transfer the Assets and the Sellers' title to the Assets shall survive forever. The right to indemnification or any other remedy based on representations, warranties, covenants and obligations in this Agreement will not be affected by any investigation conducted with respect to, or any knowledge acquired (or capable of being required) anytime, whether before or after the execution and delivery of this Agreement, with respect to the accuracy or inaccuracy of or compliance with, any such representation, warranty, covenant or obligation.

#### 5.2. Indemnification by the Purchaser.

5.

The Purchaser agrees to indemnify the Sellers and the Shareholder from and against any and all loss, liability or damage suffered or incurred by it by reason of (i) any untrue representation of, or breach of warranty by the Purchaser in any part of this Agreement; (ii) any nonfulfillment of any covenant, agreement or undertaking of the Purchaser in any part of this Agreement which by its terms is to remain in effect after the date hereof and has not been specifically waived in writing by the party or parties hereof entitled to the benefits thereof; and (iii) any and all actions, suits, proceedings, claims, demands, assessments, judgments, costs and expenses, including, without limitation, legal fees and expenses, incident to any of the foregoing or incurred in investigating or attempting to avoid the same or to oppose the imposition thereof, or in enforcing the indemnification rights of the Sellers pursuant to this Section 5.2.

#### 5.3. Indemnification by Sellers.

The Sellers and the Shareholder, jointly and severally, agree to indemnify the Purchaser and each of its shareholders, officers, directors, employees and subsidiaries from and against:

- 5.3.1. any and all loss, liability or damage suffered or incurred by the Purchaser by reason of any untrue representation of, or breach of warranty by the Sellers or the Shareholder in this Agreement;
- 5.3.2. any and all loss, liability or damage suffered or incurred by it by reason of any nonfulfillment of any covenant, agreement or undertaking of the Sellers or the Shareholder in this Agreement which by its terms is to

remain in effect after the date hereof and has not been specifically waived in writing by the party or parties hereto entitled to the benefits thereof;

- 5.3.3. any Liability of the Sellers that the Purchaser in good faith determines it must pay after the date hereof in order to maintain or preserve the Business, customers, prospects or goodwill relating to or with respect to the Assets;
- 5.3.4. any Liability relating to or arising out of the litigation disclosed in Section 2.12 of the Disclosure Schedule; and
- 5.3.5. any and all actions, suits, proceedings, claims, demands, assessments, judgments, costs and expenses, including, without limitation, legal fees and expenses, incident to any of the foregoing or incurred in investigating or attempting to avoid the same or to oppose the imposition thereof, or in enforcing the indemnification rights of the Purchaser pursuant to this Section 5.3.
- 5.4. Claims for Indemnification.
  - 5.4.1. <u>General</u>. The parties intend that all indemnification claims be made as promptly as practicable by the party seeking indemnification (the "<u>Indemnified Party</u>"). Whenever any claim shall rise for indemnification hereunder the Indemnified Party shall promptly notify the party from whom indemnification is sought (the "<u>Indemnifying Party</u>") of the claim and, when known, the facts constituting the basis for such claim. The failure so to notify the Indemnifying Party shall not relieve the Indemnifying Party of any liability that it may have to the Indemnified Party except to the extent the Indemnifying Party demonstrates that the defense of such action is prejudiced thereby.
  - 5.4.2. <u>Claims by Third Parties</u>. With respect to claims made by third parties, if the Indemnifying Party admits to the Indemnified Party and agrees in writing that it will be liable for the full amount of the claim, the Indemnifying Party shall be entitled to assume control of the defense of such action or claim, at is sole expense, with counsel reasonably satisfactory to the Indemnified Party; provided, however, that:
    - 5.4.2.1. the Indemnified Party shall be entitled to participate in the defense of such claim and to employ counsel at its own expense to assist in the handling of such claim;
    - 5.4.2.2. no Indemnifying Party shall consent to (a) the entry of any judgment or enter into any settlement that does not include as an unconditional term thereof the giving by each claimant or plaintiff to each Indemnified Party of a release from all liability in respect

of such claim or (b) if, pursuant to or as a result of such consent or settlement, injunctive or other equitable relief would be imposed against the Indemnified Party or such judgment or settlement could materially interfere with the business, operations or assets of the Indemnified Party; and

- 5.4.2.3. if the Indemnifying Party does not assume control of the defense of such claim in accordance with the foregoing provisions within three days (3) after receipt of notice of the claim, the Indemnified Party shall have the right to defend such claim in such manner as it may deem appropriate at the cost and expense of the Indemnifying Party, and the Indemnifying Party will promptly reimburse the Indemnified Party therefore in accordance with this Article 5, provided that the Indemnified Party shall not be entitled to consent to the entry of any judgment or enter into any settlement of such claim that does not include as an unconditional term thereof the giving by each claimant or plaintiff to each Indemnifying Party of a release from all liability in respect of such claim without the prior written consent of the Indemnifying Party if, pursuant to or as a result of such consent or settlement, injunctive or other equitable relief would be imposed against the Indemnifying Party or such judgment or settlement could materially interfere with the business, operations or assets of the Indemnifying Party.
- 5.4.3. <u>Remedies Cumulative</u>. The remedies provided herein shall be cumulative and shall not preclude assertion by any party of any rights or the seeking of any other remedies against any other party.

#### 5.5. Right of Set-Off.

Upon notice to the Sellers or the Shareholder, as the case may be, specifying in reasonable detail the basis therefor, the Purchaser may set off any amount to which it may be entitled under this Section 5 against amounts otherwise payable to the Sellers or the Shareholder under this Agreement or otherwise. Neither the exercise of, nor the failure to exercise, such right of set-off will constitute an election of remedies nor limit Purchaser in any manner in the enforcement of any other remedies that may be available to it.

#### 6. MISCELLANEOUS PROVISIONS.

#### 6.1. Binding Arbitration.

All disputes, controversies and claims arising out of or in connection with, or relating to this Agreement or any breach or alleged breach hereof shall, on the request of any party involved, be submitted to and settled by arbitration in the City of Minneapolis, State of Minnesota, pursuant to the commercial arbitration rules then in effect of the American Arbitration Association (or any other time or any other place or any other form of arbitration mutually acceptable to the parties so involved). Any award rendered shall be final and conclusive upon the parties and a judgment thereon may be entered in the highest court of the forum, state or federal, having jurisdiction.

#### 6.2. Expenses.

Except as otherwise provided herein, the Purchaser and the Sellers will each bear their own costs and expenses relating to the transactions contemplated hereby, including without limitation, fees and expenses of legal counsel, accountants, investment bankers, brokers or finders, printers, copiers, consultants or other representatives for the services used, hired or connected with the transactions contemplated hereby. To the extent that such expenses are incurred by the Sellers and are reasonable, the Purchaser agrees to assume all or a part of such expenses as an Assumed Liability. The Purchaser and the Sellers will each pay any commission or finder's fee or similar amount incurred by them by agreement or otherwise for retaining or consulting any broker, finder or investment banker in connection with the transactions contemplated by this Agreement.

#### 6.3. Amendment and Modification.

Subject to applicable Law, this Agreement may be amended or modified by the parties hereto with respect to any of the terms contained herein; provided, however, that all such amendments and modifications must be in writing duly executed by all of the parties hereto.

#### 6.4. Waiver of Compliance; Consents.

Any failure of a party to comply with any obligation, covenant, agreement or condition herein may be expressly waived in writing by the party entitled hereby to such compliance, but such waiver or failure to insist upon strict compliance with such obligation, covenant, agreement or condition will not operate as a waiver of, or estoppel with respect to, any subsequent or other failure. No single or partial exercise of a right or remedy will preclude any other or further exercise thereof or of any other right or remedy hereunder. Whenever this Agreement requires or permits the consent by or on behalf of a party, such consent will be given in writing in the same manner as for waivers of compliance.

#### 6.5. No Third Party Beneficiaries.

Nothing in this Agreement will entitle any person or entity (other than a party hereto and his, her or its respective successors and assigns permitted hereby) to any claim, cause of action, remedy or right of any kind.

#### 6.6. Notices.

All notices, requests, demands and other communications required or permitted hereunder will be made in writing and will be deemed to have been duly given and effective: (i) on the date of delivery, if delivered personally; (ii) on the earlier of the fourth (4th) day after mailing or the date of the return receipt acknowledgment, if mailed, postage prepaid, by certified or registered mail, return receipt requested; or (iii) on the date of transmission, if sent by facsimile, telecopy, telegraph, telex or other similar telegraphic communications equipment and such transmission is confirmed:

If to Sellers or the Shareholder:

 To: Creative Benefit Consultants, Inc. People's Health Care, Incorporated and Virgil Hammerstad
 333 Galahad Rd. N. Hudson, WI 54016-1021

or to such other person or address as the Sellers will furnish to the other parties hereto in writing in accordance with this subsection.

If to the Purchaser:

To: BCBSM, Inc. 3535 Blue Cross Road Eagan, MN 55122

With a copy to:

Robert J. Milis, Esq. General Counsel and Vice President BCBSM, Inc. 3535 Blue Cross Road Eagan, MN 55122

or to such other person or address as the Purchaser will furnish to the other parties hereto in writing in accordance with this subsection.

#### 6.7. Assignment.

This Agreement and all of the provisions hereof will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interests or obligations hereunder will be assigned (whether voluntarily, involuntarily, by operation of law or otherwise) by any of the parties hereto without the prior written consent of the other parties, provided, however, that the parties hereto may assign their rights (but not its obligations) under this Agreement, in whole or in any part, and from time to time, to a wholly-owned, direct or indirect, subsidiary.

#### 6.8. Governing Law.

This Agreement and the legal relations among the parties hereto will be governed by and construed in accordance with the internal substantive laws of the State of Minnesota (without regard to the laws of conflict that might otherwise apply) as to all matters, including without limitation matters of validity, construction, effect, performance and remedies, except to the extent that the provisions of the Minnesota Corporation Code may apply to the internal affairs of Sellers.

#### 6.9. Counterparts.

This Agreement may be executed simultaneously in one or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

#### 6.10. Headings.

The table of contents and the headings of the sections and subsections of this Agreement are inserted for convenience only and will not constitute a part hereof.

#### 6.11. Entire Agreement.

This Agreement, the Disclosure Schedule and the exhibits and other writings referred to in this Agreement or in the Disclosure Schedule or any such exhibit or other writing are part of this Agreement, together they embody the entire agreement and understanding of the parties hereto in respect of the transactions contemplated by this Agreement and together they are referred to as this "Agreement" or the "Agreement". There are no restrictions, promises, warranties, agreements, covenants or undertakings, other than those expressly set forth or referred to in this Agreement. This Agreement supersedes all prior agreements and understandings between the parties with respect to the transaction or transactions contemplated by this Agreement. Provisions of this Agreement will be interpreted to be valid and enforceable under applicable Law to the extent that such interpretation does not materially alter this Agreement; provided, however, that if any such provision will become invalid or unenforceable under applicable Law such provision will be stricken to the extent necessary and the remainder of such provisions and the remainder of this Agreement will continue in full force and effect.

#### 6.12. Certain Definitions.

For purposes of this Agreement, the term "<u>Material Adverse Effect</u>" means an event, change or occurrence which has a material negative impact on the condition (financial or otherwise), Business, results of operations or prospects of the Sellers or the Purchaser, taken as a whole, as the case may be (and going concern value, in the case of the Assets) other than any such event, change or occurrence resulting or arising from (i) general economic conditions or (ii) the loss of any customer as a result of the announcement or consummation of the transactions contemplated hereby.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

BCBSM, INC. ENION VP, GRIDATE AFFAIRS Its:

CREATIVE BENEFIT CONSULTANTS,

INC. By: Its: c ... len

PEOPLE'S HEALTH CARE, INCORPORATED By: Its: custik

VIRGIL HAMMERSTAD am

# EXHIBIT 1.1

## TRADE NAMES

1. Creative Benefit Consultants

2. People's Health Care

# EXHIBIT 1.1(b)

# EXCLUDED ASSETS

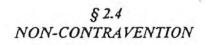
### THERE ARE NO EXCLUDED ASSETS.

## EXHIBIT 1.5.1

# CONSULTING AGREEMENT

### EXHIBIT 2

# DISCLOSURE SCHEDULE



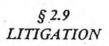
§ 2.5.1 CONSENTS

§ 2.5.2 MSC WRITTEN CONSENT

### **BCBSM 74841**

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§ 2.8 INTELLECTUAL PROPERTY RIGHTS



§ 2.11 CONTRACTS AND COMMITMENTS

§ 2.17 CUSTOMERS

# THERE ARE NO DISCLOSURES MADE PURSUANT TO THIS SECTION.

### ATTACHMENT B

### PARTICIPATING PROVIDER AGREEMENTS INCORPORATED UNDER THE MASTER AGREEMENT

# ATTACHMENT D

# CURRENT BCBSM AFFILIATES AND JOINT VENTURES

# ATTACHMENT E

BCBSM PEER REVIEW PROCESS (Includes Medical Necessity)

### NOT ATTACHED

#### BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") effective July 1, 1998 by and among BCBSM, Inc. ("Purchaser"), Creative Benefit Consultants, Inc., a Minnesota corporation, People's Health Care, Incorporated, a Minnesota corporation and Virgil Hammerstad, a resident of the State of Wisconsin (the "Shareholder") (Hammerstad, People's Health Care, Incorporated and Creative Benefit Consultants, Inc. are collectively referred to as the "Sellers"). Unless otherwise expressly defined herein, capitalized words and phrases used herein shall have the same meaning as they have in the Asset Purchase Agreement (as defined below).

The Sellers, the Shareholder and the Purchaser have entered into that certain Asset Purchase Agreement, dated as of the date hereof (the "Purchase Agreement"), providing for the sale by the Sellers and the acquisition by the Purchaser, as of the date hereof, of the Purchased Assets.

NOW, THEREFORE, in consideration of the premises and the other good and valuable consideration given by the Purchaser to the Sellers, the receipt and sufficiency of which are hereby acknowledged, subject to, and except as otherwise provided in, the Purchase Agreement, the Sellers do hereby sell, transfer, convey, assign and deliver to the Purchaser, its successors and assigns, forever, free and clear of all mortgages, pledges, liens, encumbrances and security interests of any kind or nature (except as otherwise expressly provided in the Purchase Agreement), as of the Closing, all right, title and interest of the Sellers in and to the Purchased Assets.

The Purchaser, the Sellers and the Shareholder hereby acknowledge and agree that neither the representations and warranties nor the rights, remedies and obligations of any party under the Purchase Agreement shall be deemed to be enlarged, modified or altered in any way by this Bill of Sale.

This Bill of Sale, and the rights and obligations of the parties hereunder, shall be construed in accordance with, and governed by the laws of the State of Minnesota with regard to choice of law principles or conflict of law rules.

This Bill of Sale may be executed in any number of separate counterparts, all of which when executed and delivered, shall be deemed to be one and the same instrument.

* * * *

IN WITNESS WHEREOF, the Purchaser, the Sellers and the Shareholder have caused this Bill of Sale to be executed by a duly authorized officer effective as of the date first above written.

Creative Benefit Consultants, Inc.

By JER C Its:

BCBSM, Inc. ILS: SENION VP, GRPONTE AFFAIRS

People's Health Care, Incorporated

By: Its: i where

Virgil/Hammerstad

#### CONSULTING AGREEMENT

This Agreement (the "Agreement"), effective as of July 1, 1998, is between BCBSM, Inc., d/b/a Blue Cross and Blue Shield of Minnesota, a Minnesota nonprofit health service corporation (the "Company"), with an address at 3535 Blue Cross Road, Eagan, MN 55122 and Creative Benefit Consultants, Inc. a Minnesota corporation ("CBC"), with an address at 4429 Wilderness Run Ct., Eagan, MN 55213-1835 and Virgil Hammerstad, an individual residing in Wisconsin, with an address at 333 Galahad Rd. N., Hudson, WI 54016-1021 (CBC and Virgil Hammerstad are collectively referred to as the "Consultant"). Company, CBC and Consultant are sometimes referred to herein, individually as a "Party" and collectively as the "Parties."

WHEREAS, The Parties wish to provide for the engagement of the Consultant by the Company.

WHEREAS, The Consultant wishes to receive compensation from the Company for the Consultant's services, and the Company desires reasonable protection of its confidential business and technical information that has been acquired and is being developed by the Company at substantial expense.

WHEREAS, The Company wishes to obtain reasonable protection against unfair competition from the Consultant following termination of engagement and to further protect against unfair use of its confidential business and technical information and the Consultant is willing to grant the Company the benefits of a covenant-not-to-compete for these purposes.

NOW, THEREFORE, The Parties, each intending to be legally bound, agree as follows:

1. Engagement. Subject to all of the terms and conditions of this Agreement, the Company agrees to engage the Consultant for the term of this Agreement, and the Consultant accepts such engagement.

2. Independent Contractor Status. It is expressly understood and agreed that the Consultant is and shall be an independent contractor and not an employee of the Company with respect to the services contemplated by this Agreement. As an independent contractor, the Consultant shall not be entitled to any pension, profit sharing, health or similar or other benefits, if any, that are or may be available to employees of the Company. Further, the Consultant shall pay any and all payroll or income taxes of any nature whatsoever, including, without limitation, FICA taxes and federal, state, provisional and local taxes, imposed upon the fees paid to the Consultant under this Agreement. Consultant shall have no authority to bind the Company to any contract, agreement or arrangement.

3. Duries. For the term specified in this Agreement, the Consultant will provide consulting, general advisory and other services to or on behalf of the Company as may be relevant to providing health benefits coverage administrative services to Minnesota Services Cooperatives, ("MSCs") as established by Minnesota Statutes section 123.582, subd. 1. Such services to MSCs

are hereinafter referred to as "the Business." The general nature of such services is more specifically set forth in Exhibit A attached hereto and incorporated into this Agreement. The Consultant shall provide the services by telephone, in writing and in person as the Company reasonably requests. The Consultant will employ his best efforts and endeavor in good faith to render the services which are the subject of this Agreement, and will perform such other reasonable duties and services as may be consistent with the responsibilities of the position, provided such services shall not be less than 267 hours per year.

4. Term. Subject to earlier termination in accordance with Section 5 below, this Agreement shall become effective on the date set forth above and will have a term of sixty (60) months.

5. *Termination*. Subject to the respective continuing obligations of the Company and the Consultant under Sections 7, 8, 9 and 10 below:

(a) Either Party may terminate this Agreement immediately on written notice to the other Party for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company;

(b) Either Party may terminate this Agreement upon thirty (30) days written notice to the other Party of a material breach of any provision of this Agreement, which remains uncured after such thirty (30) days; and

(c) This Agreement will terminate upon the Consultant's death or upon written notice from the Company in the event of the Consultant's disability that prevents the Consultant from performing his duties under this Agreement (as described in Section 3 above). In the event of Consultant's death during the term of this Agreement, in recognition of the continued benefit of services provided before his death, Consultant's estate, or other beneficiary as directed by Consultant, shall be paid an amount equal to \$150,000 less amounts received in previous years under this Agreement.

#### 6. Compensation.

(a) Cash Compensation. During the term of this Agreement, the Company shall pay the Consultant a fee One Hundred Fifty Thousand (\$150,000) during the 60 month period of this Agreement. Payment shall be made as follows:

(i) Sixty Thousand Dollars (\$60,000) due and payable, together with accrued interest from July 1, 1998 to the date of payment, calculated at the same rate as the 90-day Treasury Bill rate, as of the date of payment.

(ii) Thirty Thousand Dollars (\$30,000) due and payable on January 1, 2001.

(iii) Thirty Thousand Dollars (\$30,000) due and payable on January 1, 2002.

(iv) Thirty Thousand Dollars (\$30,000) due and payable on January 1, 2003.

#### 7. Inventions.

"Inventions," as used in this Section 7, means any inventions, discoveries, (a) improvements and ideas (whether or not they are in writing or reduced to practice) or works of authorship (whether or not they can be patented or copyrighted) that the Consultant makes, authors, or conceives (either alone or with others) and that both: (a) result from any work the Consultant performs for the Company; and (b) relate in any way to the Company's business, products or services, past, present, anticipated or under development. The Consultant agrees that all Inventions made by the Consultant during or within six months after the termination of this Agreement will be the Company's sole and exclusive property. The Consultant will assign (and the Consultant hereby assigns) to the Company all of the Consultant's rights to the Invention, any applications the Consultant makes for patents or copyrights in any country, and any patents or copyrights granted to the Consultant in any country. The Consultant represents that, except as previously disclosed to the Company in writing, as of the date of this Agreement, the Consultant does not have any rights under, and will not make any claim against the Company with respect to any inventions, discoveries, improvements, ideas or works of authorship which would be Inventions if made, conceived, authored or acquired by the Consultant during the term of this Agreement.

(b) To the extent that any Invention qualifies as "work made for hire" as defined in 17 U.S.C. § 101 (1976), as amended, such Invention shall constitute "work made for hire" and, as such, shall be the exclusive property of the Company.

#### 8. Confidential Information.

(a) "Confidential Information" means information or data of the Company concerning its business, customers, products, proposed products, plans, inventions, processes and techniques which is obtained by another designated person or entity, whether received during the term of this Agreement or previously during the term of the Distribution Agreement, but does not include information that: (a) is already lawfully in the possession of the obtaining person through independent means at the time of disclosure thereof; (b) is or later becomes part of the public domain through no fault of obtaining person; (c) is lawfully received by the obtaining person from a third party having no obligations of confidentiality to another person or entity which treats such information to be proprietary to it; (d) is required to be disclosed by order of a governmental agency or by a court of competent jurisdiction; or (e) is independently developed by the obtaining persons by agents or employees having no access to the information otherwise constituting Confidential Information.

(b) Except as expressly authorized in writing by this Agreement or otherwise, and, during the term of this Agreement and thereafter, (a) Consultant will not use for his own benefit or the benefit of any third party any Confidential Information of the Company or any Affiliate; and (b) Consultant will use all reasonable care, but in no event less care than he takes to protect his own Confidential Information of similar importance, to protect the Confidential Information of the Company or its Affiliates from unauthorized use, disclosure and publication. The Consultant further agrees that he (a) shall use the Confidential Information only for, and in the course of providing services for the Company pursuant to the terms of this Agreement, and (b) shall, immediately upon the earlier of the termination of this Agreement or the request of the Company, deliver to the Company any and all originals and all copies of the Confidential Information.

9. Competitive Activities. The Consultant agrees that, during the term of engagement with the Company, the Consultant will not alone, or in any capacity with another firm,

(a) directly or indirectly render services to any person, firm or corporation in connection with the development, marketing, sale or promotion of any products or services that are competitive with any products or services of the Company (whether commercially available or under development) on which the Consultant worked or with respect to which the Consultant received confidential or proprietary information during the Consultant's engagement with the Company; or

(b) in any way interfere or attempt to interfere with the Company's relationships with any of its current or potential customers or suppliers; or

(c) employ or attempt to employ (by soliciting or assisting anyone else in the solicitation of) any of the Company's then employees on behalf of any other entity competing with the Company.

This Section 9 shall cease to be applicable to any activity of the Consultant from and after such time as the Company (i) shall have ceased all business activities for a period of six (6) months or (ii) shall have made a decision through its Board of Directors not to continue, or shall have ceased for a period of six (6) months, the business activities with which such activity of the Consultant would be competitive.

Furthermore, if one of the MSCs decides, independently, to use another third party administrator for services similar to those services previously provided by the Company, Consultant will be free to pursue an opportunity to place the groups in the MSC with the Company directly or through another pooling arrangement, with the approval of the Company.

The provisions of this Section 9 shall survive the termination of this Agreement in the event the Agreement is terminated by BCBSM under Section 5 (i) for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company by Consultant; (ii) for a material breach by Consultant of any provision of this Agreement, which remains uncured after such thirty (30) days; or (iii) in the event of the Consultant's disability that prevents the Consultant from performing duties under this Agreement.

10. No Adequate Remedy. The Consultant understands that if the Consultant fails to fulfill the Consultant's obligations under Sections 7, 8 or 9 of this Agreement, the damages to the Company would be very difficult to determine. Therefore, in addition to any other rights or

remedies available to the Company at law, in equity, or by statute, the Consultant hereby consents to the specific enforcement of Sections 7, 8 and 9 of this Agreement by the Company through an injunction or restraining order issued by an appropriate court.

11. Consent to Use of Name. The Consultant consents to the use of the Consultant's name, without prior written approval, in appropriate Company materials.

#### 12. Miscellaneous.

(a) <u>No Conflicts</u>. The Consultant represents and warrants to the Company that neither the entering into of this Agreement nor the performance of any of the Consultant's obligations hereunder will conflict with or constitute a breach under any obligation of the Consultant under any agreement or contract to which the Consultant is a party or any other obligation by which the Consultant is bound. Without limiting the foregoing, the Consultant agrees that at no time will the Consultant utilize any trade secrets or other intellectual property of any third party while performing services hereunder.

(b) <u>Modification</u>. This Agreement may be modified or amended only by a writing signed by both the Company and the Consultant.

(c) <u>Governing Law</u>. The laws of Minnesota will govern the validity, construction, and performance of this Agreement.

(d) <u>Construction</u>. Wherever possible, each provision of this Agreement will be interpreted so that it is valid under the applicable law. If any provision of this Agreement is to any extent invalid under the applicable law, that provision will still be effective to the extent it remains valid. The remainder of this Agreement also will continue to be valid, and the entire Agreement will continue to be valid in other jurisdictions.

(e) <u>Waivers</u>. No failure or delay by either the Company or the Consultant in exercising any right or remedy under this Agreement will waive any provision of the Agreement.

(f) <u>Entire Agreement</u>. This Agreement supersedes all previous and contemporaneous oral negotiations, commitments, writings and understandings between the Parties concerning the matters in this Agreement, including without limitation any policy or personnel manuals of the Company.

(g) <u>Notices</u>. All notices and other communications required or permitted under this Agreement shall be in writing and shall be hand-delivered or sent by registered or certified first-class mail, postage prepaid, or commercial overnight delivery service and shall be effective upon delivery if hand-delivered, three (3) days after mailing if mailed or one (1) day after delivery to a commercial overnight delivery service, in each case to the addresses stated at the beginning of this Agreement. These addresses may be changed at any time by like notice.

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(h) <u>Assignments</u>. Except for permitted assignment as provided above, or otherwise expressly permitted hereunder, neither this Agreement nor any right or obligation arising hereunder may be assigned by any Party hereto, in whole or in part, without the prior written consent of each other Party hereto, which may be withheld in the absolute discretion of such other Party, and any attempted assignment in violation of the terms hereof will be null and void and of no force or effect. The Parties agree that either Party may assign its rights and delegate its duties hereunder to any entity which it controls, is controlled by or with which it is under common control. Subject to the foregoing sentence, this Agreement will be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

(i) <u>Disputes</u>. All disputes, controversies and claims arising out of or in connection with, or relating to this Agreement or any breach or alleged breach hereof shall, on the request of any party involved, be submitted to and settled by arbitration in the City of Minneapolis, State of Minnesota, pursuant to the commercial arbitration rules then in effect of the American Arbitration Association (or any other time or any other place or any other form of arbitration mutually acceptable to the parties so involved). Any award rendered shall be final and conclusive upon the parties and a judgment thereon may be entered in the highest court of the forum, state or federal, having jurisdiction.

IN WITNESS WHEREOF, the Company and the Consultant have executed this Agreement as of the date first above written.

DENIOR VP. CORPORTE AFFAIRS Tts -

Virgil Hammerstad

Creative Benefit Consultants, Inc. By: Und Its: OWNER

#### EXHIBIT A

#### DESCRIPTION OF DUTIES

In addition to the duties and responsibilities outlined elsewhere in this Agreement, Consultant agrees that he will render the following consulting, sales and marketing, general advisory, and other services to or on behalf of the Company throughout the Consulting Year.

- (1) <u>Marketing Efforts</u>. The Consultant shall devote reasonable commercial efforts to assist the Company with the continued market development, sales and marketing of the Business to MSCs, in a manner consistent with, but not limited to the Consultant's efforts prior to entering into this Consulting Agreement.
- (2) <u>Related Services</u>. The Consultant shall render consulting, general advisory, and other services to the Company relating to the Company's efforts to provide third party administrator and ancillary services to MSCs.
- (3) <u>Sales Information</u>. The Consultant shall provide consulting, general advisory, and other services to the Company relating to the Business. The Consultant shall, from time to time, discuss with the Company, any changes in market or other conditions in the Business which might materially affect current or potential sales of products to MSCs.

# ACKNOWLEDGMENT AND CONSENT

## Acknowledgment

The undersigned ______ Service Cooperative ("MSC") hereby acknowledges that the following has been disclosed to the MSC.

- Virgil Hammerstad, individually, and Creative Benefits Consultants ("CBC") entered into an agreement, effective July 1, 1998, with Blue Cross and Blue Shield of Minnesota ("BCBSM") wherein CBS would sell to BCBSM all the assets of CBC, which Mr. Hammerstad or CBC purchased or created to aid in the development of a MSC third party administrator and provider network prior to 1998 and which would have been used to provide services to MSCs. The assets were purchased from CBC by BCBSM for One Million Four Hundred Thousand Dollars (\$1,400,000).
- Mr. Hammerstad and BCBSM entered into a consulting agreement wherein Mr. Hammerstad will provide consulting, general advisory, and other services to BCBSM relating to joint development of a provider network to be used by the MSCs and BCBSM's services to MSCs. Mr. Hammerstad will receive compensation of Thirty Thousand Dollars (\$30,000) per year, not to exceed One Hundred Fifty Thousand Dollars (\$150,000) during the period July 1, 1998 to June 30, 2003.

## Consent

By this acknowledgment, the MSC consents to the termination of its contractual relationship, if any, with CBC and any of its affiliates and Mr. Hammerstad individually and any corporation wholly-owned by Mr. Hammerstad.

_____Service Cooperative

By

Its

#### **BCBSM 74858**

## CONSULTING AGREEMENT

This Agreement (the "Agreement"), effective as of January 1, 2002, is between BCBSM, Inc., d/b/a Blue Cross and Blue Shield of Minnesota, a Minnesota nonprofit health service corporation (the "Company" or "Blue Cross"), with an address at 3535 Blue Cross Road, Eagan, MN 55122 and Creative Benefit Consultants, Inc., a Minnesota corporation ("CBC"), with an address at 4429 Wilderness Run Court, Eagan, Minnesota 55213-1835 and Virgil Hammerstad, an individual residing in Wisconsin, with an address at 333 Galahad Road North, Hudson, Wisconsin 54016-1021 (CBC and Virgil Hammerstad are collectively referred to as the "Consultant"). Company, CBC and Consultant are sometimes referred to herein, individually as a "Party" and collectively as the "Parties."

WHEREAS, Blue Cross has developed products to be affordable insurance product alternatives for individuals and groups of 500 and under which consists of a health plan coupled with either a tax-qualified Medical Savings Account which meets the requirements of Internal Revenue Code section 220 ("MSA") or a Health Reimbursement Account, as that term is defined in IRS Notice 2002-45 (the "Products"). The Products do not include Flexible Spending Accounts, under Internal Revenue Code section 125, VEBA products and the Consumer Directed Health Plan. The Medical Savings Account or Health Reimbursement Account must be administered by MII.

WHEREAS, Blue Cross wishes to establish itself as the market leader for the Products and Consultant has the requisite marketing experience to assist Blue Cross in review, analysis and recommendations of its product design, market strategy, promotional and educational materials, reporting packages for purchasers and education strategy for agents and/or purchasers.

WHEREAS, The Parties wish to provide for the engagement of the Consultant by the Company to provide the services described above.

WHEREAS, Consultant wishes to receive compensation from the Company for the Consultant's services, and the Company desires reasonable protection of its confidential business and technical information that has been acquired and is being developed by the Company at substantial expense.

WHEREAS, The Company wishes to obtain reasonable protection against unfair competition from the Consultant following termination of engagement and to further protect against unfair use of its confidential business and technical information and the Consultant is willing to grant the Company the benefits of a covenant-not-to-compete for these purposes.

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NOW, THEREFORE, The Parties, each intending to be legally bound, agree as follows:

- 1. Engagement. Subject to all of the terms and conditions of this Agreement, the Company agrees to engage Consultant for the term of this Agreement, and Consultant accepts such engagement.
- Scope. This engagement applies to efforts and results of enrollment only for individuals and groups of 500 or fewer eligible employees.
- 3. Independent Consultant Status. Consultant is an independent consultant, and is not an employee, servant, agent, partner, or joint venturer of Blue Cross. Neither party to this Agreement will have any authority to bind or represent the other party. Blue Cross shall identify and request the Services to be performed, but Consultant shall determine the legal means by which all Services are to be accomplished. Blue Cross is not responsible for withholding, and shall not withhold, FICA or any other employment-related taxes of any kind from any payments made to Consultant. Neither Consultant nor its employees nor any subcontracted personnel shall be entitled to receive any benefits which employees of Blue Cross are entitled to receive, nor shall Consultant, its employees or subcontracted personnel be entitled to receive from or through Blue Cross, workers' compensation, unemployment compensation, medical insurance, paid vacations, paid holidays, pension, profit sharing or Social Security on account of Services performed under this Agreement.
- 4. Duties. For the term specified in this Agreement, Consultant will provide consulting, general advisory and other services to or on behalf of the Company as may be relevant to marketing and sales of the Products. The general nature of such services is more specifically set forth in Exhibit A attached hereto and incorporated into this Agreement. Consultant shall provide the services by telephone, in writing and in person as the Company reasonably requests. Consultant will employ his best efforts and endeavor in good faith to render the services which are the subject of this Agreement, and will perform such other reasonable duties and services as may be consistent with the responsibilities of the position. Consultant shall consult with Richard Neuner, Vice President Marketing, Commercial Sales and Service. Consultant shall provide written statements to Steven Youso, Vice President of Community Accounts every quarter itemizing the work he has performed in connection with this Agreement. Failure to submit such statements of work will constitute a material breach.

This work is to be performed by Virgil Hammerstad or other agents, contractors or employees of Creative Benefit Consultants who have been approved by the Company. Consultant shall be responsible for obtaining and managing all resources required to fulfill this Agreement, including labor, workspace, computers and other business expenses. In the event any agent, contractor or employee of Creative Benefits Consultants is an appointed agent of Blue Cross, no agent-of-record transfers to such appointed agent will be allowed with respect to any contacts made in the performance of services under this agreement.

- 5. Term.
  - (a) Subject to earlier termination in accordance with Section 6 below, this Agreement shall become effective on the date set forth above and will terminate on December 31, 2007.
- Termination. Subject to the respective continuing obligations of the Company and Consultant under Sections 8, 9, 10 and 11 below:
  - (a) Either Party may terminate this Agreement immediately on written notice to the other Party for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company.
  - (b) If because of the passage of some statute, the adoption of some rule or regulation, or the interpretation of any existing statute, rule or regulation, the sale of the Products would be illegal, then this Agreement shall be void and of no further effect.
  - (c) This Agreement will terminate upon Virgil Hammerstad's death or upon written notice from the Company in the event of his disability or inability that prevents Consultant from performing his duties under this Agreement (as described in Section 4 above).
- 7. Compensation.
  - (a) Cash Compensation. Subject to the terms and conditions of the Agreement, payments shall be made as follows:
    - (i) <u>Base Fee</u>. The Company shall pay Consultant a base fee in the amount of Fifty Thousand Dollars (\$50,000) to be paid at the commencement of the Agreement.
    - (ii) <u>Contract Fees</u>. For the period January 1, 2002 to December 31, 2007, the Company will pay, on an annual basis, a fee based on the increase of contracts enrolled in the Products payable two weeks after the end of each calendar year beginning January 2003 and ending January 2008. The fee paid will be Nineteen Dollars (\$19) for each new contract and Seven and 60/100 Dollars (\$7.60) for each existing contract that converts to the Products from an existing Blue Cross health plan during the year, until total contracts in the Products reaches Twenty-Six Thousand Three Hundred and Fifteen (26,315) contracts.
    - (iii) <u>Bonus Payment</u>. Blue Cross will calculate a final bonus payment on net contracts achieved as of December 31, 2007. Target performance would pay Fifty Thousand Dollars (\$50,000) for enrollment between Twenty-Six Thousand Three Hundred and Fifteen (26,315) and Thirty-Six Thousand Nine Hundred and Ninety-Nine (36,999) contracts. Superior performance would

pay One Hundred Thousand Dollars (\$100,000) for enrollment in excess of Thirty-Seven Thousand (37,000) contracts. Such bonus payments are not cumulative.

- (b) Termination of Payments. All payments terminate in the event of termination of this Agreement. Termination of the contract due to change in regulation or law will result in payment made pro rata to the date of the termination notice. Termination for material breach is pro rata to the date of the breach.
- 8. Ownership Rights in Work Products.
  - (a) All intellectual property and other work product created by Consultant or any person working for or under Consultant in connection with Services provided Blue Cross under this Agreement and Schedule(s) including, without limitation, all methods, processes, business adaptations, reports, products, notes, drafts, programs, software, memos, manuals, deliverables and other materials, whether in paper, electronic or other form and whether completed or in process (collectively "Work Product"), and all trademark and patent rights, copyrights, trade secrets and other property-based or ownership-based rights and interests therein or stemming therefrom, are hereby irrevocably and unconditionally assigned and transferred to, and shall immediately upon the creation of or the coming into existence thereof become, the exclusive property of Blue Cross and shall be deemed to constitute trade secrets and Confidential Information of Blue Cross and subject to the restrictions of Confidential Information contained in this Agreement. Consultant retains no rights or interest in connection with such assignment and transfer, and Consultant acknowledges that Consultant will not have the right to publish or use any such Work Product (in any form or state of revision or in any derivation whatsoever) without Blue Cross's prior written consent, even in the event it is deemed not to constitute Confidential Information. All such Work Product shall be left with Blue Cross upon completion of the Services to use or employ in any manner Blue Cross deems appropriate in its sole discretion. All Work Product which results from or relates to such Services shall be deemed to be "works made for hire" within the meaning of then current U.S. copyright law to the extent not expressly proscribed by federal law. If any Work Product does not qualify as "works made for hire" within the meaning of then current U.S. copyright law, then Consultant hereby irrevocably transfers, assigns and conveys the entire right, title and interest in the Work Product to Blue Cross. Consultant agrees that it will have and maintain written agreements between Consultant and any of Consultant's principals, employees and subConsultants, if any, who provide Services and/or Work Product hereunder which establish and assign to Blue Cross all such rights and interests in such Work Product and that copies of such agreements will be made available to Blue Cross upon request. Consultant agrees to execute and deliver to Blue Cross all documents reasonably requested by Blue Cross in connection with such assignment of rights, and upon request, Consultant will cooperate with Blue Cross to perfect, assert or defend Blue Cross's rights and interests in such Work Product. Consultant warrants that no other party shall have any rights whatsoever therein.

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- (b) It is understood that Consultant shall be free to use its general knowledge, skills and experience and any ideas, concepts, know-how, and techniques related to the Services provided by Consultant. Consultant shall retain all ownership rights in any preexisting proprietary tools, products and methodologies of Consultant which Consultant can adequately document as having been previously developed by Consultant and that Consultant may use in performing the Services; provided, however, that Consultant hereby grants to Blue Cross a non-exclusive, perpetual, royalty free license to use such preexisting proprietary tools, products and methodologies of Consultant to the extent the same are incorporated in or necessary to the use of the Services and/or Work Product provided to Blue Cross by Consultant.
- (c) Consultant may retain, subject to the terms of Sections 6 and 7, copies of its work papers relating to Services provided pursuant to this Agreement solely for internal use by Consultant in connection with compliance with its quality assurance requirements.
- (d) The parties acknowledge and agree that monetary damages will not fully compensate the other party in the event of a breach of the terms and conditions of this Section 8 and that upon any such violation, the non-breaching party shall be entitled as a matter of right to injunctive relief in addition to all other remedies at law.

#### 9. Confidential Information.

- (a) Consultant acknowledges and agrees that in the course of performance of Consultant's obligations under this Agreement, Consultant might be given or obtain access to Confidential Information of Blue Cross and/or any Affiliate (defined below). Consultant shall not disclose, nor shall Consultant permit it's employees and subConsultants to disclose, to any employee or subConsultant of Consultant who is not specifically assigned to perform Services in connection with this Agreement or to any other person, entity or organization not a party to this Agreement, any such Confidential Information of Blue Cross and/or any Consultants obligations set forth in this Section 9 shall survive Affiliate. expiration or earlier termination of this Agreement and completion of the Services in connection herewith. The term "Affiliate" for purposes of this Agreement shall mean (i) any entity that, directly or indirectly, through one or more intermediaries, controls or is controlled by or is under common control with Blue Cross, and/or (ii) any entity in which an entity described in "(i)" above holds not less than 30% of the membership interest or issued and outstanding voting securities thereof.
- (b) "Confidential Information" shall for purposes of this Agreement include, without limitation, all information in any form which relates to the business and operations of Blue Cross and/or any Affiliate, including, without limitation, information related to corporate strategic goals, plans, strategies, products and services, commercial and financial information, system functionality charts and descriptions, program code logic, trade secret information, information about

employees and customers, and any notes, analyses, cost data, compilations, studies, interpretations, or documents which contain or are based upon any Confidential Information, regardless of whether any such materials or information are specifically labeled as "confidential", and any other information in any form generally understood to be proprietary, trade secret or confidential, or which under the all the circumstances ought reasonably to be treated as proprietary, trade secret or confidential. Consultant shall not use such Confidential Information except in furtherance of the purposes of this Agreement. Consultant shall have no rights of ownership or otherwise in any Confidential Information of Blue Cross or an Affiliate hereunder and all such rights are expressly reserved.

- (c) Confidential Information shall not include any information which (i) is, as of the time of its disclosure, or thereafter becomes, part of the public domain through a source other than Consultant, its employees or subConsultants; (ii) was known to Consultant as of the time of its disclosure by Blue Cross to Consultant and not subject to any confidentiality obligation; (iii) is independently developed by Consultant without reference to the Confidential Information; or (iv) is learned or acquired from a third party not subject to an obligation of confidentiality with respect to the information disclosed.
- (d) Consultant shall not remove from the premises of Blue Cross any such Confidential Information of Blue Cross or any Affiliate without first having obtained the prior written consent of Blue Cross or such Affiliate. Blue Cross shall present its "Confidential Information Policy", substantially in the form of Exhibit "B" attached hereto and incorporated herein by this reference (and as such Confidential Information Policy may be revised by Blue Cross from time to time) to all of Consultant's employees and subConsultants who are assigned to perform Services hereunder and Blue Cross may require their individual signature thereon as a condition to Consultant's performance of Services.
- (e) In the event Consultant receives a subpoena or other validly issued administrative or judicial process demanding Confidential Information of Blue Cross or of an Affiliate, Consultant shall promptly notify Blue Cross and/or the Affiliate and tender to it the defense of such demand. Unless the demand shall have been timely limited, quashed or extended, Consultant shall thereafter be entitled to comply with such demand to the extent required by law.
- (f) Upon expiration or termination of this Agreement, Consultant shall return to Blue Cross all Confidential Information of Blue Cross or its Affiliates, within ten (10) days of written demand. The terms and provisions of this Section 6 shall survive termination of this Agreement.
- (g) Consultant acknowledges and agrees that monetary damages will not fully compensate Blue Cross or an Affiliate in the event of a breach of the terms and conditions of this Section 6 and that upon any such violation, Blue Cross and/or the Affiliate shall be entitled as a matter of right to injunctive relief in addition to all other remedies at law.

- 10. Competitive Activities. Consultant agrees that, during the term of engagement with the Company, Consultant will not alone, or in any capacity with another firm,
  - (a) directly or indirectly render services to any person, firm or corporation in connection with the development, marketing, sale or promotion of any products or services that are competitive with any products or services of the Company (whether commercially available or under development) on which Consultant worked or with respect to which Consultant received confidential or proprietary information during Consultant's engagement with the Company; or
  - (b) in any way interfere or attempt to interfere with the Company's relationships with any of its current or potential customers or suppliers: or
  - (c) employ or attempt to employ (by soliciting or assisting anyone else in the solicitation of) any of the Company's then employees on behalf of any other entity competing with the Company.

This Section 10 shall cease to be applicable to any activity of Consultant from and after such time as the Company (i) shall have ceased all business activities for a period of six (6) months or (ii) shall have made a decision through its Board of Trustees not to continue, or shall have ceased for a period of six (6) months, the business activities with which such activity of Consultant would be competitive.

This Section 10 applies only to persons, firms or corporations located within the Exclusive Service Area in which Blue Cross is eligible to market, sell or promote its products to under its license with the Blue Cross and Blue Shield Association.

The provisions of this Section 10 shall survive the termination of this Agreement in the event the Agreement is terminated by the Company under Section 6 (i) for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company by Consultant; (ii) for a material breach by Consultant of any provision of this Agreement, which remains uncured after such thirty (30) days; (iii) in the event of Consultant's disability that prevents Consultant from performing duties under this Agreement; or (iv) upon mutual agreement of the parties.

- 11. No Adequate Remedy. Consultant understands that if Consultant fails to fulfill Consultant's obligations under Sections 8,9, or 10 of this Agreement, the damages to the Company would be very difficult to determine. Therefore, in addition to any other rights or remedies available to the Company at law, in equity, or by statute, Consultant hereby consents to the specific enforcement of Sections 8, 9 and 10 of this Agreement by the Company through an injunction or restraining order issued by an appropriate court.
- Consent to Use of Name. Consultant consents to the use of Consultant's name, without prior written approval, in appropriate Company materials.

#### 13. Warranties.

- (a) Consultant warrants that (i) Consultant, its employees and subConsultants, if any, shall have the requisite skills, abilities, licenses and qualifications to provide the Services, (ii) Consultant shall comply with all applicable local, state and federal ordinances, laws and regulations in providing the Services, (iii) all Services to be performed hereunder will be performed in a good, professional, workmanlike and competent manner, in conformity with all applicable standards and the requirements of this Agreement, and (iv) Consultant's performance of Services does not and will not violate the terms and conditions of any other contract or obligation of Consultant.
- (b) Consultant warrants that all Work Product will function and perform in accordance with any specifications as outlined in the applicable Schedules. If any Work Product does not conform to the foregoing warranty, Blue Cross shall notify Consultant in writing of such nonconformance and Consultant shall as soon as reasonably practicable re-perform Services to modify such Work Product to make it conform to such warranty.
- (c) Consultant warrants that no Work Product will infringe upon or violate any rights of a third party or parties, including, without limitation, any patent, copyright, trade secret or other intellectual property right.
- (d) Except for the express warranties provided in this Agreement or as may be provided in a respective Schedule, Consultant does not make any express or implied warranties, including, without limitation, the implied warranties of merchantability and fitness for a particular purpose.

#### 14. Miscellaneous.

- (a) <u>No Conflicts</u>. Consultant represents and warrants to the Company that neither the entering into of this Agreement nor the performance of any of Consultant's obligations hereunder will conflict with or constitute a breach under any obligation of Consultant under any agreement or contract to which Consultant is a party or any other obligation by which Consultant is bound. Without limiting the foregoing, Consultant agrees that at no time will Consultant utilize any trade secrets or other intellectual property of any third party while performing services hereunder.
- (b) <u>Modification</u>. This Agreement may be modified or amended only by a writing signed by both the Company and Consultant.
- (c) <u>Governing Law</u>. The laws of Minnesota will govern the validity, construction, and performance of this Agreement.
- (d) <u>Construction</u>. Wherever possible, each provision of this Agreement will be interpreted so that it is valid under the applicable law. If any provision of this Agreement is to any extent invalid under the applicable law, that provision will

still be effective to the extent it remains valid. The remainder of this Agreement also will continue to be valid, and the entire Agreement will continue to be valid in other jurisdictions.

- (e) <u>Waivers</u>. No failure or delay by either the Company or Consultant in exercising any right or remedy under this Agreement will waive any provision of the Agreement.
- (f) <u>Entire Agreement</u>. This Agreement supersedes all previous and contemporaneous oral negotiations, commitments, writings, agreements, and understandings between the Parties concerning the matters in this Agreement.
- (g) Notices. All notices and other communications required or permitted under this Agreement shall be in writing and shall be hand-delivered or sent by registered or certified first-class mail, postage prepaid, or commercial overnight delivery service and shall be effective upon delivery if hand-delivered, three (3) days after mailing if mailed or one (1) day after delivery to a commercial overnight delivery service, in each case to the addresses stated at the beginning of this Agreement. These addresses may be changed at any time by like notice.
- (h) <u>Assignments</u>. Except for permitted assignment as provided above, or otherwise expressly permitted hereunder, neither this Agreement nor any right or obligation arising hereunder may be assigned by any Party hereto, in whole or in part, without the prior written consent of each other Party hereto, which may be withheld in the absolute discretion of such other Party, and any attempted assignment in violation of the terms hereof will be null and void and of no force or effect. The Parties agree that either Party may assign its rights and delegate its duties hereunder to any entity which it controls, is controlled by or with which it is under common control. Subject to the foregoing sentence, this Agreement will be binding upon and inure to the benefit of the Parties and their respective successors and assigns.
- (i) <u>Subcontractors</u>. Except as provided in Section 4, Consultant may subcontract for legal, tax and other expertise without the prior consent of the Company, provided that Consultant remains fully responsible to the Customer for the delivery of such services as agreed in this Agreement. Provided further that any such subcontractor arrangement shall not constitute any agreement, direct or indirect, between the Company and such subcontractor.
- (j) <u>Disputes</u>. All disputes, controversies and claims arising out of or in connection with, or relating to this Agreement or any breach or alleged breach hereof shall, on the request of any party involved, be submitted to and settled by arbitration in the City of Minneapolis, State of Minnesota, pursuant to the commercial arbitration rules then in effect of the American Arbitration Association (or any other time or any other place or any other form of arbitration mutually acceptable to the parties so involved). Any award rendered shall be final and conclusive

upon the parties and a judgement thereon may be entered in the highest form of court of the forum, state or federal, having jurisdiction.

IN WITNESS WHEREOF, the Company and Consultant have executed this Agreement as of the date first above written.

BCBSM, INC.

By: Richard Neuner

Its: Chief Marketing Officer

Date: Mounda 13 2002

Creative Benefit Consultants, Inc.

By: ( Wirgil Hammerstad

ILS: PRESIDENT

Date: 11-22-02

## EXHIBIT A

## DESCRIPTION OF DUTIES

In addition to the duties and responsibilities outlined elsewhere in this Agreement, Consultant agrees that he will render the following consulting, sales and marketing, general advisory, and other services to or on behalf of the Company throughout the term of the Agreement.

- <u>Product Design</u>. Consultant shall devote reasonable commercial efforts to assist the Company with competitive product and benefit design, for the Products, including providing expertise with tax, legal and other regulatory issues.
- (2) <u>Marketing Efforts</u>. Consultant shall devote reasonable commercial efforts to assist the Company in the analysis of the accuracy and market positioning of promotional and educational materials of the Products and shall assist with the development of educational forums for agents and/or groups related to the Products.

Consultant shall render consulting, general advisory, and other services to the Company relating to the Company's efforts to develop a market strategy for the Products. Consultant shall, from time to time, discuss with the Company, any changes in market or other conditions which might materially affect current or potential sales of the Products.

(3) <u>Sales Information</u>. Consultant shall provide consulting, general advisory, and other services to the Company relating to proactively identifying and developing a target customer for the Products.

11

Acknowledgment

The undersigned  $M_o \land T \not\vdash W \not\in S \not\vdash$  Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

Consent

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Northwest	Service Cooperative
By forge	Vester
Its:	
Dated: 7/30/02	

Acknowledgment

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Service Cooperative hereby

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Consent

By this acknowledgment, the Service Cooperative consents to contractual relationships between BCBSM and Hammerstad/CBC.

Nocheast Service Cooperative By: R-Michael Schok

Its:

Dated: 7/30/02

# Acknowledgment

Service Cooperative hereby The undersigned acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

## Consent

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Southeast Service Cooperative By: Aamie Rick Men Its: Dated:

edgment

dersigned Resource Training & Solutions Service Cooperative hereby edges the following disclosure and agreements.

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cknowledgment, the Service Cooperative consents to contractual relationships 3CBSM and Hammerstad/CBC.

Resource Training + Service Cooperative Solutions By: Its: Dated:

BSM 61543

## BCBSM 61542

## Acknowledgment

E Service Cooperative hereby The undersigned ( acknowledges the following disclosure and agreements.

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Consent

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ooperative R Da

Acknowledgment

The undersigned Jakes Country

Service Cooperative hereby

acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

#### Consent

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Lakes Country Service Cooperative By: Jaco Its: Dated: 7-29-02

## CONSULTING AGREEMENT

This Agreement (the "Agreement"), effective as of July 1, 2002, is between BCBSM, Inc., d/b/a Blue Cross and Blue Shield of Minnesota, a Minnesota nonprofit health service corporation (the "Company" or "Blue Cross"), with an address at 3535 Blue Cross Road, Eagan, MN 55122 and Creative Benefit Consultants, Inc., a Minnesota corporation ("CBC"), with an address at 4429 Wilderness Run Ct., Eagan, MN 55213-1835 and Virgil Hammerstad, an individual residing in Wisconsin, with an address at 333 Galahad Rd. N., Hudson, WI 54016-1021 (CBC and Virgil Hammerstad are collectively referred to as the "Consultant"). Company, CBC and Consultant are sometimes referred to herein, individually as a "Party" and collectively as the "Parties."

WHEREAS, The Parties wish to provide for the engagement of the Consultant by the Company.

WHEREAS, Consultant wishes to receive compensation from the Company for the Consultant's services, and the Company desires reasonable protection of its confidential business and technical information that has been acquired and is being developed by the Company at substantial expense.

WHEREAS, The Company wishes to obtain reasonable protection against unfair competition from the Consultant following termination of engagement and to further protect against unfair use of its confidential business and technical information and the Consultant is willing to grant the Company the benefits of a covenant-not-to-compete for these purposes.

NOW, THEREFORE, The Parties, each intending to be legally bound, agree as follows:

- 1. Engagement. Subject to all of the terms and conditions of this Agreement, the Company agrees to engage Consultant for the term of this Agreement, and Consultant accepts such engagement.
- 2. Independent Consultant Status. Consultant is an independent consultant, and is not an employee, servant, agent, partner, or joint venturer of Blue Cross. Neither party to this Agreement will have any authority to bind or represent the other party. Blue Cross shall identify and request the Services to be performed, but Consultant shall determine the legal means by which all Services are to be accomplished. Blue Cross is not responsible for withholding, and shall not withhold, FICA or any other employment-related taxes of any kind from any payments made to Consultant. Neither Consultant nor its employees nor any subcontracted personnel shall be entitled to receive any benefits which employees of Blue Cross are entitled to receive, nor shall Consultant, its employees or subcontracted personnel be entitled to receive from or through Blue Cross, workers' compensation, unemployment compensation, medical insurance, paid

vacations, paid holidays, pension, profit sharing or Social Security on account of Services performed under this Agreement.

3. Duties. For the term specified in this Agreement, Consultant will provide consulting, general advisory and other services to or on behalf of the Company as may be relevant to providing health benefits coverage administrative services to Minnesota Services Cooperatives, ("MSCs") as established by Minnesota Statutes section 123A.21. Such services to MSCs are hereinafter referred to as "the Business." The general nature of such services is more specifically set forth in Exhibit A attached hereto and incorporated into this Agreement. Consultant shall provide the services by telephone, in writing and in person as the Company reasonably requests. Consultant will employ his best efforts and endeavor in good faith to render the services which are the subject of this Agreement, and will perform such other reasonable duties and services as may be consistent with the responsibilities of the position, provided such services shall not be less than 800 hours for every 12-month period starting with the effective date of this Agreement. Consultant shall provide written statements to the Company every quarter itemizing the time and work he has performed in connection with this Agreement. Failure to comply with the required hours of Service or to submit itemized statements of time will constitute a material breach.

In event that BCBSM, or a Service Cooperative, advises Consultant that the services rendered or to be rendered by Consultant may conflict with the duties and responsibilities owed to BCBSM or a Service Cooperative, such matter shall become subject to the dispute resolution process set forth in this paragraph. In event of such dispute, the parties, along with the Service Cooperative if the Service Cooperative so agrees, shall meet in person and attempt to resolve such issues informally. If resolution does not take place, the parties, along with the Service Cooperative if Service Cooperative so agrees, shall undertake mandatory, non-binding mediation through a neutral mediator selected by the parties. If such resolution still does not take place, the parties, along with the Service Cooperative if the Service Cooperative so agrees, shall be submitted to arbitration as set forth in Paragraph 13(i) of this Agreement.

- 4. Term. Subject to earlier termination in accordance with Section 5 below, this Agreement shall become effective on the date set forth above and will have a term of seventy-two (72) months, provided that, this Agreement will become effective on such date only if the attached Acknowledgement and Consent Form is executed by each such MSC doing business with Company on or before August 1, 2002.
- 5. Termination. Subject to the respective continuing obligations of the Company and Consultant under Sections 7, 8, 9 and 10 below:

- (a) Either Party may terminate this Agreement immediately on written notice to the other Party for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company;
- (b) Either Party may terminate this Agreement upon thirty (30) days written notice to the other Party of a material breach of any provision of this Agreement, which remains uncured after such thirty (30) days; and
- (c) This Agreement will terminate upon Virgil Hammerstad's death or upon written notice from the Company in the event of his disability or inability that prevents Consultant from performing his duties under this Agreement (as described in Section 3 above). In the event of Hammerstad's death prior to January 1, 2003, in recognition of the continued benefit of services provided before his death, Hammerstad's estate, or other beneficiary as directed by Hammerstad, shall be paid the sum of \$150,000.
- (d) The Company may terminate this Agreement if the Company ceases to do business with MSC's or if the Company's volume of business with the MSC's declines by 50% or more from the volume of business in effect on July 1, 2002. In the event of termination pursuant to this clause (d), and if BCBSM determines it to be in its best business interests, BCBSM agrees to renegotiate a comparable agreement employing a compensation schedule reduced in the same proportion as the MSC volume of business has declined.

## 6. Compensation.

- (a) Cash Compensation. During the term of this Agreement, the Company shall pay Consultant a fee in the amount of \$1,280,000 during the 72 month period of this Agreement, subject to the terms and conditions of the Agreement. Payment shall be made as follows:
  - (i) Thirty Thousand Dollars (\$30,000) due and payable on July 1, 2002.
  - (ii) Two Hundred Fifty Thousand Dollars (\$250,000) due and payable on January 1, 2003.
  - (iii) Two Hundred Fifty Thousand Dollars (\$250,000) due and payable on January 1, 2004.
  - (iv) Two Hundred Fifty Thousand Dollars (\$250,000) due and payable on January 1, 2005.
  - (v) Two Hundred Fifty Thousand Dollars (\$250,000) due and payable on January 1, 2006.

- (vi) One Hundred Twenty-Five Thousand Dollars (\$125,000) due and payable on January 1, 2007.
- (vii) One Hundred Twenty-Five Thousand Dollars (\$125,000) due and payable on January 1, 2008.
- (b) Consultant waives and releases any and all rights (including compensation rights) he may have under the Consulting Agreement between the Parties effective July 1, 1998, which agreement is hereby terminated.

## 7. Ownership Rights in Work Products.

(a) All intellectual property and other work product created by Consultant or any person working for or under Consultant in connection with Services provided Blue Cross under this Agreement and Schedule(s) including, without limitation, all methods, processes, business adaptations, reports, products, notes, drafts, programs, software, memos, manuals, deliverables and other materials, whether in paper, electronic or other form and whether completed or in process (collectively "Work Product"), and all trademark and patent rights, copyrights, trade secrets and other propertybased or ownership-based rights and interests therein or stemming therefrom, are hereby irrevocably and unconditionally assigned and transferred to, and shall immediately upon the creation of or the coming into existence thereof become, the exclusive property of Blue Cross and shall be deemed to constitute trade secrets and Confidential Information of Blue Cross and subject to the restrictions of Confidential Information contained in this Agreement. Consultant retains no rights or interest in connection with such assignment and transfer, and Consultant acknowledges that Consultant will not have the right to publish or use any such Work Product (in any form or state of revision or in any derivation whatsoever) without Blue Cross's prior written consent, even in the event it is deemed not to constitute Confidential Information. All such Work Product shall be left with Blue Cross upon completion of the Services to use or employ in any manner Blue Cross deems appropriate in its sole discretion. All Work Product which results from or relates to such Services shall be deemed to be "works made for hire" within the meaning of then current U.S. copyright law to the extent not expressly proscribed by federal law. If any Work Product does not qualify as "works made for hire" within the meaning of then current U.S. copyright law, then Consultant hereby irrevocably transfers, assigns and conveys the entire right, title and interest in the Work Product to Blue Cross. Consultant agrees that it will have and maintain written agreements between Consultant and any of Consultant's principals, employees and subConsultants, if any, who provide Services and/or Work Product hereunder which establish and assign to Blue Cross all such rights and interests in such Work Product and that copies of such agreements will be

made available to Blue Cross upon request. Consultant agrees to execute and deliver to Blue Cross all documents reasonably requested by Blue Cross in connection with such assignment of rights, and upon request, Consultant will cooperate with Blue Cross to perfect, assert or defend Blue Cross's rights and interests in such Work Product. Consultant warrants that no other party shall have any rights whatsoever therein.

(b) It is understood that Consultant shall be free to use its general knowledge, skills and experience and any ideas, concepts, know-how, and techniques related to the Services provided by Consultant. Consultant shall retain all ownership rights in any preexisting proprietary tools, products and methodologies of Consultant which Consultant can adequately document as having been previously developed by Consultant and that Consultant may use in performing the Services; provided, however, that Consultant hereby grants to Blue Cross a non-exclusive, perpetual, royalty free license to use such preexisting proprietary tools, products and methodologies of Consultant to the extent the same are incorporated in or necessary to the use of the Services and/or Work Product provided to Blue Cross by Consultant.

(c) Consultant may retain, subject to the terms of Sections 5 and 6, copies of its work papers relating to Services provided pursuant to this Agreement solely for internal use by Consultant in connection with compliance with its quality assurance requirements.

(d) The parties acknowledge and agree that monetary damages will not fully compensate the other party in the event of a breach of the terms and conditions of this Section 7 and that upon any such violation, the nonbreaching party shall be entitled as a matter of right to injunctive relief in addition to all other remedies at law.

### 8. Confidential Information.

(a) Consultant acknowledges and agrees that in the course of performance of Consultant's obligations under this Agreement, Consultant might be given or obtain access to Confidential Information of Blue Cross and/or any Affiliate (defined below). Consultant shall not disclose, nor shall Consultant permit it's employees and subConsultants to disclose, to any employee or subConsultant of Consultant who is not specifically assigned to perform Services in connection with this Agreement or to any other person, entity or organization not a party to this Agreement, any such Confidential Information of Blue Cross and/or any Affiliate. Consultants obligations set forth in this Section 8 shall survive expiration or earlier termination of this Agreement and completion of the Services in connection herewith. The term "Affiliate" for purposes of this Agreement shall mean (i) any entity that, directly or indirectly, through one or more intermediaries, controls or is controlled by or is under common control with Blue Cross, and/or (ii) any entity in which an entity described in "(i)" above holds not less than 30% of the membership interest or issued and outstanding voting securities thereof.

"Confidential Information" shall for purposes of this Agreement include, (b) without limitation, all information in any form which relates to the business and operations of Blue Cross and/or any Affiliate, including, without limitation, information related to corporate strategic goals, plans, strategies, products and services, commercial and financial information, system functionality charts and descriptions, program code logic, trade secret information, information about employees and customers, and any notes, analyses, cost data, compilations, studies, interpretations, or documents which contain or are based upon any Confidential Information, regardless of whether any such materials or information are specifically labeled as "confidential", and any other information in any form generally understood to be proprietary, trade secret or confidential, or which under the all the circumstances ought reasonably to be treated as proprietary, trade secret or confidential. Consultant shall not use such Confidential Information except in furtherance of the purposes of this Agreement: Consultant shall have no rights of ownership or otherwise in any Confidential Information of Blue Cross or an Affiliate hereunder and all such rights are expressly reserved.

(c) Confidential Information shall not include any information which (i) is, as of the time of its disclosure, or thereafter becomes, part of the public domain through a source other than Consultant, its employees or subConsultants; (ii) was known to Consultant as of the time of its disclosure by Blue Cross to Consultant and not subject to any confidentiality obligation; (iii) is independently developed by Consultant without reference to the Confidential Information; or (iv) is learned or acquired from a third party not subject to an obligation of confidentiality with respect to the information disclosed.

(d) Consultant shall not remove from the premises of Blue Cross any such Confidential Information of Blue Cross or any Affiliate without first having obtained the prior written consent of Blue Cross or such Affiliate. Blue Cross shall present its "Confidential Information Policy", substantially in the form of Exhibit "B" attached hereto and incorporated herein by this reference (and as such Confidential Information Policy may be revised by Blue Cross from time to time) to all of Consultant's employees and subConsultants who are assigned to perform Services hereunder and Blue Cross may require their individual signature thereon as a condition to Consultant's performance of Services.

6

- (e) In the event Consultant receives a subpoena or other validly issued administrative or judicial process demanding Confidential Information of Blue Cross or of an Affiliate, Consultant shall promptly notify Blue Cross and/or the Affiliate and tender to it the defense of such demand. Unless the demand shall have been timely limited, quashed or extended, Consultant shall thereafter be entitled to comply with such demand to the extent required by law.
- (f) Upon expiration or termination of this Agreement, Consultant shall return to Blue Cross all Confidential Information of Blue Cross or its Affiliates, within ten (10) days of written demand. The terms and provisions of this Section 5 shall survive termination of this Agreement.
- (g) Consultant acknowledges and agrees that monetary damages will not fully compensate Blue Cross or an Affiliate in the event of a breach of the terms and conditions of this Section 5 and that upon any such violation, Blue Cross and/or the Affiliate shall be entitled as a matter of right to injunctive relief in addition to all other remedies at law.
- Competitive Activities. Consultant agrees that, during the term of engagement with the Company, Consultant will not alone, or in any capacity with another firm,
  - (a) directly or indirectly render services to any person, firm or corporation in connection with the development, marketing, sale or promotion of any products or services that are competitive with any products or services of the Company (whether commercially available or under development) on which Consultant worked or with respect to which Consultant received confidential or proprietary information during Consultant's engagement with the Company; or
  - (b) in any way interfere or attempt to interfere with the Company's relationships with any of its current or potential customers or suppliers: or
  - (c) employ or attempt to employ (by soliciting or assisting anyone else in the solicitation of) any of the Company's then employees on behalf of any other entity competing with the Company.

This Section 9 shall cease to be applicable to any activity of Consultant from and after such time as the Company (i) shall have ceased all business activities for a period of six (6) months or (ii) shall have made a decision through its Board of Trustees not to continue, or shall have ceased for a period of six (6) months, the business activities with which such activity of Consultant would be competitive.

Furthermore, if one of the MSCs decides, independently, to use another third party administrator for services similar to those services previously provided by the Company, Consultant will be free to pursue an opportunity to place the groups in the MSC with the Company directly or through another pooling arrangement, with the approval of the Company.

The provisions of this Section 9 shall survive the termination of this Agreement in the event the Agreement is terminated by the Company under Section 5 (i) for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company by Consultant; (ii) for a material breach by Consultant of any provision of this Agreement, which remains uncured after such thirty (30) days; (iii) in the event of Consultant's disability that prevents Consultant from performing duties under this Agreement; or (iv) upon mutual agreement of the parties.

- 10. No Adequate Remedy. Consultant understands that if Consultant fails to fulfill Consultant's obligations under Sections 7,8, or 9 of this Agreement, the damages to the Company would be very difficult to determine. Therefore, in addition to any other rights or remedies available to the Company at law, in equity, or by statute, Consultant hereby consents to the specific enforcement of Sections 7, 8 and 9 of this Agreement by the Company through an injunction or restraining order issued by an appropriate court.
- 11. Consent to Use of Name. Consultant consents to the use of Consultant's name, without prior written approval, in appropriate Company materials.
- 12. Warranties.
  - (a) Consultant warrants that (i) Consultant, its employees and subConsultants, if any, shall have the requisite skills, abilities, licenses and qualifications to provide the Services, (ii) Consultant shall comply with all applicable local, state and federal ordinances, laws and regulations in providing the Services, (iii) all Services to be performed hereunder will be performed in a good, professional, workmanlike and competent manner, in conformity with all applicable standards and the requirements of this Agreement, and (iv) Consultant's performance of Services does not and will not violate the terms and conditions of any other contract or obligation of Consultant.
  - (b) Consultant warrants that all Work Product will function and perform in accordance with any specifications as outlined in the applicable Schedules. If any Work Product does not conform to the foregoing warranty, Blue Cross shall notify Consultant in writing of such nonconformance and Consultant shall as soon as reasonably practicable re-perform Services to modify such Work Product to make it conform to such warranty.
  - (c) Consultant warrants that no Work Product will infringe upon or violate any rights of a third party or parties, including, without limitation, any patent, copyright, trade secret or other intellectual property right.

(d) Except for the express warranties provided in this Agreement or as may be provided in a respective Schedule, Consultant does not make any express or implied warranties, including, without limitation, the implied warranties of merchantability and fitness for a particular purpose.

## 13. Miscellaneous.

- (a) <u>No Conflicts</u>. Consultant represents and warrants to the Company that neither the entering into of this Agreement nor the performance of any of Consultant's obligations hereunder will conflict with or constitute a breach under any obligation of Consultant under any agreement or contract to which Consultant is a party or any other obligation by which Consultant is bound. Without limiting the foregoing, Consultant agrees that at no time will Consultant utilize any trade secrets or other intellectual property of any third party while performing services hereunder.
- (b) <u>Modification</u>. This Agreement may be modified or amended only by a writing signed by both the Company and Consultant.
- (c) <u>Governing Law</u>. The laws of Minnesota will govern the validity, construction, and performance of this Agreement.
- (d) <u>Construction</u>. Wherever possible, each provision of this Agreement will be interpreted so that it is valid under the applicable law. If any provision of this Agreement is to any extent invalid under the applicable law, that provision will still be effective to the extent it remains valid. The remainder of this Agreement also will continue to be valid, and the entire Agreement will continue to be valid in other jurisdictions.
- (e) <u>Waivers</u>. No failure or delay by either the Company or Consultant in exercising any right or remedy under this Agreement will waive any provision of the Agreement.
- (f) <u>Entire Agreement</u>. This Agreement supersedes all previous and contemporaneous oral negotiations, commitments, writings, agreements, and understandings between the Parties concerning the matters in this Agreement, including without limitation the Consulting Agreement between the Parties effective July 1, 1998.
- (g) <u>Notices</u>. All notices and other communications required or permitted under this Agreement shall be in writing and shall be hand-delivered or sent by registered or certified first-class mail, postage prepaid, or commercial overnight delivery service and shall be effective upon delivery if hand-delivered, three (3) days after mailing if mailed or one (1) day after delivery to a commercial overnight delivery service, in each case to

the addresses stated at the beginning of this Agreement. These addresses may be changed at any time by like notice.

- (h) Assignments. Except for permitted assignment as provided above, or otherwise expressly permitted hereunder, neither this Agreement nor any right or obligation arising hereunder may be assigned by any Party hereto, in whole or in part, without the prior written consent of each other Party hereto, which may be withheld in the absolute discretion of such other Party, and any attempted assignment in violation of the terms hereof will be null and void and of no force or effect. The Parties agree that either Party may assign its rights and delegate its duties hereunder to any entity which it controls, is controlled by or with which it is under common control. Subject to the foregoing sentence, this Agreement will be binding upon and inure to the benefit of the Parties and their respective successors and assigns.
- (i) Disputes. All disputes, controversies and claims arising out of or in connection with, or relating to this Agreement or any breach or alleged breach hereof shall, on the request of any party involved, be submitted to and settled by arbitration in the City of Minneapolis, State of Minnesota, pursuant to the commercial arbitration rules then in effect of the American Arbitration Association (or any other time or any other place or any other form of arbitration mutually acceptable to the parties so involved). Any award rendered shall be final and conclusive upon the parties and a judgement thereon may be entered in the highest form of court of the forum, state or federal, having jurisdiction.

IN WITNESS WHEREOF, the Company and Consultant have executed this Agreement as of the date first above written.

ItS: SENIOR VP GARONTE AFFARS

Virge Hammerstad

Creative Benefit Consultants, Inc. By: Ungel Ham Its: PRESIDENT

#### EXHIBIT A

#### DESCRIPTION OF DUTIES

In addition to the duties and responsibilities outlined elsewhere in this Agreement, Consultant agrees that he will render the following consulting, sales and marketing, general advisory, and other services to or on behalf of the Company throughout the Consulting Year.

- (1) <u>Marketing Efforts</u>. Consultant shall devote reasonable commercial efforts to assist the Company with the continued market development, sales and marketing of the Business to MSCs, in a manner consistent with, but not limited to Consultant's efforts prior to entering into this Consulting Agreement.
- (2) <u>Related Services</u>. Consultant shall render consulting, general advisory, and other services to the Company relating to the Company's efforts to provide third party administrator and ancillary services to MSCs.
- (3) <u>Sales Information</u>. Consultant shall provide consulting, general advisory, and other services to the Company relating to the Business. Consultant shall, from time to time, discuss with the Company, any changes in market or other conditions in the Business which might materially affect current or potential sales of products to MSCs.

Acknowledgment

The undersigned  $M_{o} \land T H \\ W \\ \varepsilon \\ s \\ r$  Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

#### Consent

Service Cooperative Vorth Its Dated:

Acknowledgment

The undersigned NORTHEAST acknowledges the following disclosure and agreements.

Service Cooperative hereby

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Consent

By this acknowledgment, the Service Cooperative consents to contractual relationships between BCBSM and Hammerstad/CBC.

Northeast Service C By: R. Multurel State Service Cooperative

Its:

Dated: 7/30/02

# Acknowledgment

The undersigned Aumer K. Granger Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

#### Consent

South, ast Service Cooperative By: isk Phois Its: Dated:

# Acknowledgment

The undersigned Resource Training & Solutions Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

#### Consent

Resource Training & Service Cooperative )irector/CEO Its: Dated:

## Acknowledgment

The undersigned South CENTRAL Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

#### Consent

<u>South (entrul</u> Service Cooperative By: <u>Southand</u> Its: Executive Director Dated: 7/30/02

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The undersigned <u>Appletuse</u> Service Cooperative hereby acknowledges the following disclosure and agreements.

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#### Consent

vice Cooperative Date

Acknowledgment

The undersigned Lakes Country Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, Inc. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a six-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to the Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Such agreement provides for a dispute resolution process in the event any such service might conflict with Hammerstad's/CBC's duties and responsibilities to the Service Cooperative.

#### Consent

Takes Country Service Cooperative 17 By: Its: 7-29-02 Dated:

# SERVICE COOPERATIVE CONSULTING AGREEMENT

This Agreement (the "Agreement"), effective as of July 1, 2003, is between BCBSM, Inc., d/b/a Blue Cross and Blue Shield of Minnesota, a Minnesota nonprofit health service corporation (the "Company" or "Blue Cross"), with an address at 3535 Blue Cross Road, Eagan, MN 55122 and Creative Benefit Consultants, LLC., a Minnesota limited liability company ("CBC"), with an address at 201 North Broad Street, Mankato, MN 56001 and Virgil Hammerstad, an individual residing in Wisconsin, with an address at 333 Galahad Rd. N., Hudson, WI 54016-1021 (CBC and Virgil Hammerstad are collectively referred to as the "Consultant"). Company, CBC and Consultant are sometimes referred to herein, individually as a "Party" and collectively as the "Parties."

WHEREAS, The Parties wish to provide for the engagement of the Consultant by the Company.

WHEREAS, Consultant wishes to receive compensation from the Company for the Consultant's services, and the Company desires reasonable protection of its confidential business and technical information that has been acquired and is being developed by the Company at substantial expense.

WHEREAS, The Company wishes to obtain reasonable protection against unfair competition from the Consultant following termination of engagement and to further protect against unfair use of its confidential business and technical information and the Consultant is willing to grant the Company the benefits of a covenant-not-to-compete for these purposes.

NOW, THEREFORE, The Parties, each intending to be legally bound, agree as follows:

- Engagement. Subject to all of the terms and conditions of this Agreement, the Company agrees to engage Consultant for the term of this Agreement, and Consultant accepts such engagement.
- 2. Independent Consultant Status. Consultant is an independent consultant, and is not an employee, servant, agent, partner, or joint venturer of Blue Cross. Neither party to this Agreement will have any authority to bind or represent the other party. Blue Cross shall identify and request the Services to be performed, but Consultant shall determine the legal means by which all Services are to be accomplished. Blue Cross is not responsible for withholding, and shall not withhold, FICA or any other employment-related taxes of any kind from any payments made to Consultant. Neither Consultant nor its employees nor any subcontracted personnel shall be entitled to receive any benefits which employees of Blue Cross are entitled to receive, nor shall Consultant, its employees or subcontracted personnel be entitled to receive from or through Blue Cross, workers' compensation, unemployment compensation, medical insurance, paid

vacations, paid holidays, pension, profit sharing or Social Security on account of Services performed under this Agreement.

For the term specified in this Agreement, Consultant will provide Duties. consulting, general advisory and other services to or on behalf of the Company as may be relevant to providing health benefits coverage administrative services to Minnesota Services Cooperatives, ("MSCs") as established by Minnesota Statutes section 123A.21. Such services to MSCs are hereinafter referred to as "the Business." The general nature of such services is more specifically set forth in Exhibit A attached hereto and incorporated into this Agreement. Consultant shall provide the services by telephone, in writing and in person as the Company reasonably requests. Consultant will employ best efforts and endeavor in good faith to render the services which are the subject of this Agreement, and will perform such other reasonable duties and services as may be consistent with the responsibilities of the position, provided such services shall not be less than 800 hours for every 12-month period starting with the effective date of this. Agreement. Consultant shall provide written statements to the Company in a form satisfactory to Company every quarter itemizing the time and work he has performed in connection with this Agreement. Failure to comply with the required hours of Service or to submit itemized statements of time will constitute a material breach.

In event that BCBSM, or a Service Cooperative, advises Consultant that the services rendered or to be rendered by Consultant may conflict with the duties and responsibilities owed to BCBSM or a Service Cooperative, such matter shall become subject to the dispute resolution process set forth in this paragraph. In event of such dispute, the parties, along with the Service Cooperative if the Service Cooperative so agrees, shall meet in person and attempt to resolve such issues informally. If resolution does not take place, the parties, along with the Service Cooperative if Service Cooperative is a neutral mediator selected by the parties. If such resolution still does not take place, the parties, along with the Service Cooperative if the Service Cooperative so agrees, shall be submitted to arbitration as set forth in Paragraph 13(i) of this Agreement.

Term. Subject to earlier termination in accordance with Section 5 below, this Agreement shall become effective on the date set forth above and will have a term of sixty (60) months, provided that, this Agreement will become null and void if the attached Acknowledgement and Consent Form is not executed on or before March 1, 2004 by each such MSC doing business with Company.

Termination. Subject to the respective continuing obligations of the Company and Consultant under Sections 7, 8, 9 and 10 below:

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- (a) Either Party may terminate this Agreement immediately on written notice to the other Party for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company;
- (b) Either Party may terminate this Agreement upon thirty (30) days written notice to the other Party of a material breach of any provision of this Agreement, which remains uncured after such thirty (30) days; and
- (c) This Agreement will terminate upon Virgil Hammerstad's death or upon written notice from the Company in the event of his disability or inability that prevents Consultant from performing his duties under this Agreement (as described in Section 3 above).
- (d) The Company may terminate this Agreement if the Company ceases to do business with MSC's or if the Company's volume of business with the MSC's declines by 50% or more from the volume of business in effect on July 1, 2003. In the event of termination pursuant to this clause (d), and if BCBSM determines it to be in its best business interests, BCBSM agrees to renegotiate a comparable agreement employing a compensation schedule reduced in the same proportion as the MSC volume of business has declined.

## 6. Compensation

(a) During the term of this Agreement, the Company shall pay Consultant a predetermined amount for his work on behalf of the Company in connection with each of the seven following Service Cooperatives during the sixty month period of this Agreement, subject to the terms and conditions of the Agreement:

> Lake Country Service Cooperative Northeast Service Cooperative Northwest Service Cooperative Resource Training and Solutions Service Cooperative South Central Service Cooperative Southeast Service Cooperative Southwest West Central Service Cooperative

Payment shall be made as follows:

(i) The sum of \$8,928 on a quarterly basis, beginning on July 1, 2003, and thereafter on the 1st of October, the 1st of January and the 1st of April, for each such Service Cooperative for which Consultant renders services on behalf of the Company, with the final such

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payment due and payable on April 1, 2006. Provided that the aggregate such of such payments due July 1, 2003 shall be reduced by \$30,000. And further provided that any such amount payable under this Agreement shall also be reduced by any amount paid by the Company on or after July 1, 2003 under the Consulting Agreement bearing an effective date of July 1, 2002 and executed by and between BCBSM, Inc., Creative Benefit Consultants, Inc. (by Virgil Hammerstad) and Virgil Hammerstad.

(ii)

The sum of \$4,465 on a quarterly basis, beginning on July 1, 2006 and thereafter on the 1st of October, the 1st of January and the 1st of April, for each such Service Cooperative for which Consultant renders services on behalf of the Company, with the final such payment due and payable on April 1, 2008.

Provided, that, Consultant's right to such compensation shall be subject to his continuing authority and ability to deal with a Service Cooperative, including but not limited to Consultant's transition role under the terms set forth in Section 7. If for any reason, a Service Cooperative advises Company that such Service Cooperative no longer wishes to deal with Consultant in connection with its Service Cooperative business with the Company, or if a Service Cooperative ceases to offer Company products, then Company shall have no obligation to pay Consultant for services for such Service Cooperative. The number of Service Cooperatives Consultant is servicing as of the first day of each quarter shall determine Consultant's fee payment for such quarter.

Provided, further, that Consultant's right to such compensation shall not change in event of consolidation or merger of one or more of the Service Cooperatives named above into a single Service Cooperative but such compensation rights shall survive any such merger or consolidation, subject to the other terms and conditions of this Agreement. As a result, if two of the above named Service Cooperatives merge into a single entity, Consultant shall receive compensation equal to the combined sum of compensation Consultant otherwise would receive with respect to providing services to the two merging Service Cooperatives. By way of example, for payments due on and before April 1, 2006, Consultant would receive a combined quarterly payment of \$17,856 with respect to the combined entity, and for payments from July 1, 2006 through April 1, 2008, Consultant would receive a combined quarterly payment of \$8,930 with respect to the combined entity, on and after any such merger or consolidation.

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- (b) Consultant waives and releases any and all rights (including compensation rights) Consultant may have under (1) the Consulting Agreement bearing an effective date of July 1, 2002 and executed by and between BCBSM, Inc., Creative Benefit Consultants, Inc, (by Virgil Hammerstad) and Virgil Hammerstad, and (2) the Consulting Agreement bearing an effective date of January 1, 2002 and executed by and between BCBSM, Inc., Creative Benefit Consultants, Inc. (by Virgil Hammerstad) and Virgil Hammerstad, which Consultants, Inc. (by Virgil Hammerstad) and Virgil Hammerstad, which Consulting Agreements are hereby terminated and of no further force and effect as of the effective date of this Agreement.
- (c) Consultant shall not be entitled to reimbursement for any out-of-pocket expenses incurred in connection with services rendered under this Agreement.
- (d) Consultant shall not be entitled to any additional reimbursement in the event Consultant is asked to provide services with respect to any additional Service Cooperatives but he shall otherwise be obligated to the terms and conditions of this Agreement with respect to such additional Service Cooperative(s).

# 7. Transition Plan

Consultant shall work with Company to assure that Company and its staff at the end of the term of this Agreement will be in a position to fully service Service Cooperatives without the need to rely upon Consultant or a comparable outside vendor. Such transition work shall include but not be limited to:

- (a) Developing a written Transition Plan in conjunction with the Company no later than January 1, 2005 that describes the strategy and action for transitioning such services to Company staff.
- (b) Training selected Company staff starting January 1, 2005 to work directly with Service Cooperatives and to undertake the duties performed by Consultant in accord with Transition Plan.
- (c) Preparing written protocol by January 1, 2005 that will assist in the education of Company staff in servicing Service Cooperatives
- (d) Advising Service Cooperatives of such Transition Plan by July 1, 2005 and securing their cooperation in assisting with the transition.
- (e) Introducing to Service Cooperative executives select Company staff as identified by Company and working jointly with such staff in accord with Transition Plan.
- (f) Delivering to Company all records, documents and work product Consultant has compiled to assist Company personnel in servicing Service Cooperative in accord with Transition Plan.
- (g) Issuing annual progress reports by January 1st of every year starting January 1, 2005 on training progress and recommendations.

(h) On and after July 1, 2006 Company may terminate Consultant's role with any specific Service Cooperative in accord with the Transition Plan if Company determines that Consultant's services are no longer needed for such Service Cooperative, and Company shall not be obligated to make any payments otherwise due Consultant on and after such termination date with respect to any such Service Cooperative. In the event Company determines that Consultant's services are no longer needed for all such Service Cooperatives, Company may terminate this Agreement.

## 8. Ownership Rights in Work Products.

(a) All intellectual property and other work product created by Consultant or any person working for or under Consultant in connection with Services provided Blue Cross under this Agreement and Schedule(s) including, without limitation, all methods, processes, business adaptations, reports, products, notes, drafts, programs, software, memos, manuals, deliverables and other materials, whether in paper, electronic or other form and whether completed or in process (collectively "Work Product"), and all trademark and patent rights, copyrights, trade secrets and other propertybased or ownership-based rights and interests therein or stemming therefrom, are hereby irrevocably and unconditionally assigned and transferred to, and shall immediately upon the creation of or the coming into existence thereof become, the exclusive property of Blue Cross and shall be deemed to constitute trade secrets and Confidential Information of Blue Cross and subject to the restrictions of Confidential Information contained in this Agreement. Consultant retains no rights or interest in connection with such assignment and transfer, and Consultant acknowledges that Consultant will not have the right to publish or use any such Work Product (in any form or state of revision or in any derivation whatsoever) without Blue Cross's prior written consent, even in the event it is deemed not to constitute Confidential Information. All such Work Product shall be left with Blue Cross upon completion of the Services to use or employ in any manner Blue Cross deems appropriate in its sole discretion. All Work Product which results from or relates to such Services shall be deemed to be "works made for hire" within the meaning of then current U.S. copyright law to the extent not expressly proscribed by federal law. If any Work Product does not qualify as "works made for hire" within the meaning of then current U.S. copyright law, then Consultant hereby irrevocably transfers, assigns and conveys the entire right, title and interest in the Work Product to Blue Cross. Consultant agrees that it will have and maintain written agreements between Consultant and any of Consultant's principals, employees and subConsultants, if any, who provide Services and/or Work Product hereunder which establish and assign to Blue Cross all such rights and interests in such Work Product and that copies of such agreements will be made available to Blue Cross upon request. Consultant agrees to execute

and deliver to Blue Cross all documents reasonably requested by Blue Cross in connection with such assignment of rights, and upon request, Consultant will cooperate with Blue Cross to perfect, assert or defend Blue Cross's rights and interests in such Work Product. Consultant warrants that no other party shall have any rights whatsoever therein.

(b) It is understood that Consultant shall be free to use its general knowledge, skills and experience and any ideas, concepts, know-how, and techniques related to the Services provided by Consultant. Consultant shall retain all ownership rights in any preexisting proprietary tools, products and methodologies of Consultant which Consultant can adequately document as having been previously developed by Consultant and that Consultant may use in performing the Services; provided, however, that Consultant hereby grants to Blue Cross a non-exclusive, perpetual, royalty free license to use such preexisting proprietary tools, products and methodologies of Consultant to the extent the same are incorporated in or necessary to the use of the Services and/or Work Product provided to Blue Cross by Consultant.

- (c) Consultant may retain, subject to the terms of Sections 5 and 6, copies of its work papers relating to Services provided pursuant to this Agreement solely for internal use by Consultant in connection with compliance with its quality assurance requirements.
- (d) The parties acknowledge and agree that monetary damages will not fully compensate the other party in the event of a breach of the terms and conditions of this Section 8-+ and that upon any such violation, the nonbreaching party shall be entitled as a matter of right to injunctive relief in addition to all other remedies at law.

# 9. Confidential Information.

Consultant acknowledges and agrees that in the course of performance of (a) Consultant's obligations under this Agreement, Consultant might be given or obtain access to Confidential Information of Blue Cross and/or any Affiliate (defined below). Consultant shall not disclose, nor shall Consultant permit it's employees and subConsultants to disclose, to any employee or subConsultant of Consultant who is not specifically assigned to perform Services in connection with this Agreement or to any other person, entity or organization not a party to this Agreement, any such Confidential Information of Blue Cross and/or any Affiliate. Consultants obligations set forth in this Section 9 shall survive expiration or earlier termination of this Agreement and completion of the Services in connection herewith. The term "Affiliate" for purposes of this Agreement shall mean (i) any entity that, directly or indirectly, through one or more intermediaries, controls or is controlled by or is under common control

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with Blue Cross, and/or (ii) any entity in which an entity described in "(i)" above holds not less than 30% of the membership interest or issued and outstanding voting securities thereof.

"Confidential Information" shall for purposes of this Agreement include, (b) without limitation, all information in any form which relates to the business and operations of Blue Cross and/or any Affiliate, including, without limitation, information related to corporate strategic goals, plans, strategies, products and services, commercial and financial information, system functionality charts and descriptions, program code logic, trade secret information, information about employees and customers, and any notes, analyses, cost data, compilations, studies, interpretations, or documents which contain or are based upon any Confidential Information, regardless of whether any such materials or information are specifically labeled as "confidential", and any other information in any form generally understood to be proprietary, trade secret or confidential, or which under the all the circumstances ought reasonably to be treated as proprietary, trade secret or confidential. Consultant shall not use such Confidential Information except in furtherance of the purposes of this Agreement. Consultant shall have no rights of ownership or otherwise in any Confidential Information of Blue Cross or an Affiliate hereunder and all such rights are expressly reserved.

(c) Confidential Information shall not include any information which (i) is, as of the time of its disclosure, or thereafter becomes, part of the public domain through a source other than Consultant, its employees or subConsultants; (ii) was known to Consultant as of the time of its disclosure by Blue Cross to Consultant and not subject to any confidentiality obligation; (iii) is independently developed by Consultant without reference to the Confidential Information; or (iv) is learned or acquired from a third party not subject to an obligation of confidentiality with respect to the information disclosed.

(d) Consultant shall not remove from the premises of Blue Cross any such Confidential Information of Blue Cross or any Affiliate without first having obtained the prior written consent of Blue Cross or such Affiliate. Blue Cross shall present its "Confidential Information Policy", substantially in the form of Exhibit "B" attached hereto and incorporated herein by this reference (and as such Confidential Information Policy may be revised by Blue Cross from time to time) to all of Consultant's employees and subConsultants who are assigned to perform Services hereunder and Blue Cross may require their individual signature thereon as a condition to Consultant's performance of Services.

(e) In the event Consultant receives a subpoena or other validly issued administrative or judicial process demanding Confidential Information of

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, Blue Cross or of an Affiliate, Consultant shall promptly notify Blue Cross and/or the Affiliate and tender to it the defense of such demand. Unless the demand shall have been timely limited, quashed or extended, Consultant shall thereafter be entitled to comply with such demand to the extent required by law.

- (f) Upon expiration or termination of this Agreement, Consultant shall return to Blue Cross all Confidential Information of Blue Cross or its Affiliates, within ten (10) days of written demand. The terms and provisions of this Section 9 shall survive termination of this Agreement.
- (g) Consultant acknowledges and agrees that monetary damages will not fully compensate Blue Cross or an Affiliate in the event of a breach of the terms and conditions of this Section 9 and that upon any such violation, Blue Cross and/or the Affiliate shall be entitled as a matter of right to injunctive relief in addition to all other remedies at law.
- Competitive Activities. Consultant agrees that, during the term of engagement with the Company, Consultant will not alone, or in any capacity with another firm,
  - (a) directly or indirectly render services to any person, firm or corporation in connection with the development, marketing, sale or promotion of any products or services that are competitive with any products or services of the Company (whether commercially available or under development) on which Consultant worked or with respect to which Consultant received confidential or proprietary information during Consultant's engagement with the Company; or
  - (b) in any way interfere or attempt to interfere with the Company's relationships with any of its current or potential customers or suppliers: or
  - (c) employ or attempt to employ (by soliciting or assisting anyone else in the solicitation of) any of the Company's then employees on behalf of any other entity competing with the Company.

This Section 10 shall cease to be applicable to any activity of Consultant from and after such time as the Company (i) shall have ceased all business activities for a period of six (6) months or (ii) shall have made a decision through its Board of Trustees not to continue, or shall have ceased for a period of six (6) months, the business activities with which such activity of Consultant would be competitive.

Furthermore, if one of the MSCs decides, independently, to use another third party administrator for services similar to those services previously provided by the Company, Consultant will be free to pursue an opportunity to place the groups in the MSC with the

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Company directly or through another pooling arrangement, with the approval of the Company.

The provisions of this Section 10 shall survive the termination of this Agreement for one year in the event the Agreement is terminated by the Company (i) under Section 5 for cause, including (without limitation) fraud, misrepresentation, theft, embezzlement of assets of the Company by Consultant; (ii) under Section 5 for a material breach by Consultant of any provision of this Agreement, which remains uncured after such thirty (30) days; (iii) under Section 5 in the event of Consultant's disability that prevents Consultant from performing duties under this Agreement; (iv) under the terms provided in Section 7(h); or (v) upon mutual agreement of the parties.

- 11. No Adequate Remedy. Consultant understands that if Consultant fails to fulfill Consultant's obligations under Sections 8, 9 or 10 of this Agreement, the damages to the Company would be very difficult to determine. Therefore, in addition to any other rights or remedies available to the Company at law, in equity, or by statute, Consultant hereby consents to the specific enforcement of Sections 8, 9 and 10 of this Agreement by the Company through an injunction or restraining order issued by an appropriate court.
- 12. Consent to Use of Name. Consultant consents to the use of Consultant's name, without prior written approval, in appropriate Company materials.
- 13. Warranties.
  - (a) Consultant warrants that (i) Consultant, its employees and subConsultants, if any, shall have the requisite skills, abilities, licenses and qualifications to provide the Services, (ii) Consultant shall comply with all applicable local, state and federal ordinances, laws and regulations in providing the Services, (iii) all Services to be performed hereunder will be performed in a good, professional, workmanlike and competent manner, in conformity with all applicable standards and the requirements of this Agreement, and (iv) Consultant's performance of Services does not and will not violate the terms and conditions of any other contract or obligation of Consultant.
  - (b) Consultant warrants that all Work Product will function and perform in accordance with any specifications as outlined in the applicable Schedules. If any Work Product does not conform to the foregoing warranty, Blue Cross shall notify Consultant in writing of such nonconformance and Consultant shall as soon as reasonably practicable re-perform Services to modify such Work Product to make it conform to such warranty.
  - (c) Consultant warrants that no Work Product will infringe upon or violate any rights of a third party or parties, including, without limitation, any patent, copyright, trade secret or other intellectual property right.

(d) Except for the express warranties provided in this Agreement or as may be provided in a respective Schedule, Consultant does not make any express or implied warranties, including, without limitation, the implied warranties of merchantability and fitness for a particular purpose.

## 14. Miscellaneous.

- (a) <u>No Conflicts</u>. Consultant represents and warrants to the Company that neither the entering into of this Agreement nor the performance of any of Consultant's obligations hereunder will conflict with or constitute a breach under any obligation of Consultant under any agreement or contract to which Consultant is a party or any other obligation by which Consultant is bound. Without limiting the foregoing, Consultant agrees that at no time will Consultant utilize any trade secrets or other intellectual property of any third party while performing services hereunder.
- (b) <u>Modification</u>. This Agreement may be modified or amended only by a writing signed by both the Company and Consultant.
- (c) <u>Governing Law</u>. The laws of Minnesota will govern the validity, construction, and performance of this Agreement.
- (d) <u>Construction</u>. Wherever possible, each provision of this Agreement will be interpreted so that it is valid under the applicable law. If any provision of this Agreement is to any extent invalid under the applicable law, that provision will still be effective to the extent it remains valid. The remainder of this Agreement also will continue to be valid, and the entire Agreement will continue to be valid in other jurisdictions.
- (e) <u>Waivers</u>. No failure or delay by either the Company or Consultant in exercising any right or remedy under this Agreement will waive any provision of the Agreement.
- (f) Entire Agreement. This Agreement, including any Exhibits referenced herein and attached hereto, represents the entire agreement between the parties concerning the services described herein and the specific subject matter hereof. The terms and conditions of this Agreement (a) supercede any prior verbal or written communications concerning the services described herein and any other services set forth in the two agreements referenced below, to the extent that such terms are not specifically incorporated by reference into this Agreement, (b) specifically supercede that certain Consulting Agreement bearing an effective date of July 1, 2002 and executed by and between BCBSM, INC., Creative Benefit Consultants, Inc. (by Virgil Hammerstad), and Virgil Hammerstad, which Consulting Agreement is hereby terminated and of no further force and effect as of the effective date of this Agreement and (c) specifically

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supercede that certain Consulting Agreement bearing an effective date of January 1, 2002 and executed by and between BCBSM, INC., Creative Benefit Consultants, Inc. (by Virgil Hammerstad) and Virgil Hammerstad, which Consulting Agreement is hereby terminated and of no further force and effect as of the effective date of this Agreement.

(g) <u>Notices</u>. All notices and other communications required or permitted under this Agreement shall be in writing and shall be hand-delivered or sent by registered or certified first-class mail, postage prepaid, or commercial overnight delivery service and shall be effective upon delivery if hand-delivered, three (3) days after mailing if mailed or one (1) day after delivery to a commercial overnight delivery service, in each case to the addresses stated at the beginning of this Agreement. These addresses may be changed at any time by like notice.

- (h) <u>Assignments</u>. Except for permitted assignment as provided above, or otherwise expressly permitted hereunder, neither this Agreement nor any right or obligation arising hereunder may be assigned by any Party hereto, in whole or in part, without the prior written consent of each other Party hereto, which may be withheld in the absolute discretion of such other Party, and any attempted assignment in violation of the terms hereof will be null and void and of no force or effect. The Parties agree that either Party may assign its rights and delegate its duties hereunder to any entity which it controls, is controlled by or with which it is under common control. Subject to the foregoing sentence, this Agreement will be binding upon and inure to the benefit of the Parties and their respective successors and assigns.
- (i) <u>Disputes</u>. All disputes, controversies and claims arising out of or in connection with, or relating to this Agreement or any breach or alleged breach hereof shall, on the request of any party involved, be submitted to and settled by arbitration in the City of Minneapolis, State of Minnesota, pursuant to the commercial arbitration rules then in effect of the American Arbitration Association (or any other time or any other place or any other form of arbitration mutually acceptable to the parties so involved). Any award rendered shall be final and conclusive upon the parties and a judgement thereon may be entered in the highest form of court of the forum, state or federal, having jurisdiction.

IN WITNESS WHEREOF, the Company and Consultant have executed this Agreement as of the date first above written.

BCBSM, INC.

<u>, & 117 . .</u> Its: S. W- CONPOLATE AFFAINS 4-26-04

Ungl Hammerstad

Creative Benefit Consultants, LLC By: Ungel Hammund Its: PRESIDENT

# EXHIBIT A

# DESCRIPTION OF DUTIES

In addition to the duties and responsibilities outlined elsewhere in this Agreement, Consultant agrees that he will render the following consulting, sales and marketing, general advisory, and other services to or on behalf of the Company throughout the Consulting Year.

- (1) <u>Marketing Efforts</u>. Consultant shall devote reasonable commercial efforts to assist the Company with the continued market development, sales and marketing of the Business to MSCs, in a manner consistent with, but not limited to Consultant's efforts prior to entering into this Consulting Agreement.
- (2) <u>Related Services</u>. Consultant shall render consulting, general advisory, and other services to the Company relating to the Company's efforts to provide third party administrator and ancillary services to MSCs.
- (3) <u>Sales Information</u>. Consultant shall provide consulting, general advisory, and other services to the Company relating to the Business. Consultant shall, from time to time, discuss with the Company, any changes in market or other conditions in the Business which might materially affect current or potential sales of products to MSCs.

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**BCBSM 61559** 

# Acknowledgement and Consent

# Acknowledgment

The undersigned ______ Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

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Its:	 	
Dated:		

## Acknowledgement and Consent

## Acknowledgment

The undersigned <u>Southeast</u> Service Cooperative hereby acknowledges the following disclosure and agreements.

Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

Southeast Service Cooperative By: Superne file. Its: Executive Director Dated: 4-30-64

**BCBSM 61561** 

# ACKNOWLEDGEMENT AND CONSENT

### Acknowledgement

The undersigned <u>Northeast</u> acknowledges that the following has been disclosed to MSC.

Service Cooperative ("MSC") hereby

 Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Mr. Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

#### Consent

Vortheast Service Cooperative Jul Executive Director Its: 4-20-04 Dated:

ACKNOWLEDGEMENT -AND CONSENT

Acknowledgement

LAKES Country Star Service Cooperative ("MSC") hereby The undersigned acknowledges that the following has been disclosed to MSC.

 Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Mr. Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

#### Consent

LAKes CountryService Cooperative By: Duragne Balleen Its: Executive Derector 4-20-04 Dated:

ACKNOWLEDGEMENT AND CONSENT

Acknowledgement

entRAI Service Cooperative ("MSC") hereby The undersigned acknowledges that the following has been disclosed to MSC.

 Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Mr. Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

#### Consent

South Center Service Cooperative By: Its: 21-04 Dated:

ACKNOWLEDGEMENT -AND CONSENT

Acknowledgement

thai The undersigned

Service Cooperative ("MSC") hereby

acknowledges that the following has been disclosed to MSC.

 Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Mr. Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

#### Consent

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ACKNOWLEDGEMENT AND CONSENT

# Acknowledgement

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acknowledges that the following has been disclosed to MSC.

 Virgil Hammerstad, Creative Benefit Consultants, LLC. (CBC) and Blue Cross and Blue Shield of Minnesota ("BCBSM") have entered into a five-year consulting agreement wherein Mr. Hammerstad and CBC provide consulting, general advisory, and other services to BCBSM relating to Minnesota Service Cooperatives, subject to the terms and conditions of the agreement. Hammerstad and CBC have provided similar services to BCBSM in past years.

#### Consent

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Requestor Phone#: 2804 Requestor Mail Route: 1106

Manager Phone#:

Approver Phone#.

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Phone #:

Project CC (Controller Capital or will complete) Expense

28042

28550

28550

G/L Account

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	Request for Non-Employee Con-hourly services, cost is ba	
		Sector of the se
Form# J2274274	Status: Open	Created 04/28/2004

Click here to go directly to the
Approver Section

State State

ection L. Business Justification & Approva

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Prepaid/Accrued	Liabilities	(Z)	1.3
G/L Account	I		

Income Statement Account (T)

G/L Account

Profit Center to be Charged

s this request in budget?

Yes O No

If 'no', explain how the request will be funded. Note that this contract was approved by the Board of Directors at the April 2004 meeting and can be validated by the minutes of the meeting

# Scope of Work Description

What is the scope of work to be performed?	Consultant will provide consulting, general advisory and other services on behalf of the company as may be relevent to providing health benefits coverage administrative services to the Minnesota Services Cooperatives as established by MN Statutes section 123A.21
Required Experience of vendor?	Knowledge of MN statutes section 123A.21 and established business relationship with the Minnesota Service Cooperatives
Add'l Qualifications of vendor?	NA .

# **Business Justification**

Background : (provide information leading to this request)	approval by the Board of Directors of BCBSM as noted in the minutes of the April 2004 meeting. (Include any supporting documents as attachments)
Other Alternatives:	NA (Include any supporting documents as attachments)
Alternative Vendors:	NA (Include any supporting documents as attachments)
Issues/Risks: (identify any issues or potential risks, and state what will happen if this request is not approved)	NA (Include any supporting documents as attachments)
Identify Milestones: (Deadlines)	see contract (Include any supporting documents as attachments)
Future Costs.	NA (Include any supporting documents as attachments)

# Vendor Due Diligence

Complete for all requisitions - contract or written	Any * Yes * responses require additional documentation and approval before a agreement can be initiated.
O Yes ● No	Is vendor/consultant an independent contractor or sole proprietorship? If yes, you must obtain approval to use this vendor/consultant from Human Resources. A copy of the approval must be submitted to purchasing with the contract/written agreement.
O Yes  No	Is vendor/consultant a former employee of BCBSM or it's affiliates? If yes, the date of termination of employment must be at least 90 days previous. Term Date:
• Yes () No	Will the assignment extend beyond six months? If yes, submit written justification to purchasing with the contract/written agreement.
O Yes ● No	Is vendor/consultant a relative or spouse of a BCBSM employee? If yes, document the name of the employee : You must verify that the vendor/consultant does not report to a relative or spouse. If the vendor/consultant is a relative or spouse of a BCBSM officer. HR employee or Payroll employee, you may not use this vendor/consultant.

Is this request for services at least \$50,000? Ves U No

If Yes, you must complete the four sections below.

If No, go to the "Estimated Cost" section below.

Submit documentation to purchasing of the following for projects or services that will be at least \$ 50,000.

Written Justification must be submitted if the information was not obtained . Contact your division controller If you need assistance with this section .

Documentation of bids from other vendors (price comparison) and vendor references. O To be submitted

O A corporate contract is in place

Not obtained

	because: contract approved by the Board 4/21/04
0	References To be submitted A corporate contract is in place
•	Not obtained because: contract approved by the Board 4/21/04
<ul> <li>Sub:</li> <li>Ven</li> <li>Ven</li> </ul>	of Vendor Financial Viability - required if any of the following conditions are present stitute vendor could not complete project at reasonable cost. dor is integral part of a project that extends more than one month and will receive progress payments in excess of \$150,000. dor will provide ongoing services that cannot be provided by an alternative vendor dor will provide a service that results in the production of an asset or intellectual property for BCBSM O Vendor Financial Viability Review is required and will be submitted to purchasing.
	Vendor Financial Viability Review is not required.

Request for Proposal - required if payments to the vendor will exceed \$1,000,000 over the life of any project, or if payments to vendor for ongoing services will exceed \$1,000,000 over five years or less. Purchasing will coordinate the RFP process. O Request for Poposal is required and will be submitted to pruchasing.

Request for Proposal is not required.

# **Estimated** Cost

Amount to be paid to consultant for this agreement	\$969992.00
Will travel expenses be reimbursed to the vendor?	O Yes O No
If yes, indicate reason:	
Are travel expenses on a per diem (per corporate policy) or other basis? (if not per diem, Sr Staff approval is required)	
Amount of travel expenses to be allowed:	\$0.00
Amount of other expenses to be allowed:	\$0.00
Indicate the value of previous purchase orders related to this agreement	\$0.00
Total Cost (Standard fees + travel expenses + other expenses + prev. value) =	\$969992.00

# Preliminary Approval Authorizations

Do not enter into a contract or written agreement prior to obtaining preliminary approval

Total Value	Approvals needed	rovals needed Please enter required names below	
All Requisitions	Controller	Alice M Perry Griffin	
\$0 - \$1,000	Funding or CC Immediate Super	visor Richard M Niemiec/BCBSMN	
\$1,001 - \$5,000	Director	Richard M Niemiec	
\$5,001 - \$49,999	VP	VP:Richard M Niemiec	
\$50,000 - \$149,999	Two VP'S		
\$150,000 and above	MP & CFO	CFO: Timothy M Peterson	

Once Section I is complete click on the Submit Request button at the top of this page.

Funding Manager Approval

If you are listed in more than one approver role you must approve under each role (i.e. manager & director)

Manager Name: Richard M Niemiec	Approve	Denied

**Director Approval** 

If you are listed in more than one approver role you must approve under each role (i.e. manager & director) Director's Name: Richard M Niemiec Approve Denied

Controller Approval

If you need to change the controller name click on the box in the above table. Select the name of the controller you would like to send this to.

Then click on the button at right to send this to the newly selected controller. Click only if controller changed

Controller Name: Alice M Peny Griffin

Approve Denied

## Senior Staff Manager Approvals

VP

If you are listed in more than one approver role you must approve under each role (i.e. manager & director) VP name: Richard M Niemiec please approve here > Approve Denied

# **CFO** Approval

CFO name: Timothy M Peterson please approve here > Approve Denied

# Section II: Consultant Information for Requisition

This section is completed by the Requester . Contact purchasing for the vendor number (x2-6877, x2-7067 or x2-2232). The requester/manager must obtain confidentiality statements for all vendor personnel per the HIPAA Confidentiality guidelines The requester/manager should request an A)# if needed for system access and submit for a building access card if needed. The controller will forward the form to the appropriate requisitioner for creation of the online SAP requisition. If vendor personnel should appear in the Blue Net phone directory, please contact purchasing.

Name of Vendor: Creatvice Benefit Consultants LLC	Vendor #
Name(s) of on-site vendor personnel (if known)	Virgil Hammerstad

\$969992.00				
\$0.00				
\$0.00				
\$0.00				
\$969992.00				
-				

Once Section II is complete click on the Final Submit button at the top of this page.

Additional Approvals

If you need to assign additional approvers please fill in their name(s) first, then click on Send. Once they approve you will receive an email requesting your approval Assign Additional Approvers

#### **Controller Final Approval**

Controller Namer. Alice M Perry Griffin Approve Denied

Section III. For Controller & Purchasing Use On

SAP Purchase Order #	
Contract signed	
Confidentiality form on file	D
System Access Complete	D D
Building Access Approved	- p
Vendor file check	
Insurance req. check	

Comments:

**BCBSM 74128** 

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vpe of	Account Assignment (cir	rcle one):/	K (for co	st center	) A (for F	ixed Asse	t) P (for	Project)	
SAP Material Number	Short Text (Description)		ety. Requested	Unit of Measure	Delivery Date	GL Account Number	Cost Center	Unit Price \$	Total Cost \$
	Creative Benefit Consultants, I Virgil Hammerstad	nc. :	1	Each	12/20/02	66400	78900	50000.00	50000.00
	Frees are une performance. Initial regius						Received		
FO	Initial require initial \$50,00	o aduc	ance pl	rym	SIGN HERE		EC 1 9 20	Urder	50000.00
Authorize	en -see pase	3 90	the as	2 /		× .	Ext. 2-6706	Date:	19/02
	d Signature:	a diserge	Print Signat	ure Name	2.1		Ext.	Date:	

BCBSM 74550

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EXMIDIT 121 A-2

# OUTCOMES INCUBATOR PROJECT EXPENSES

Funding	Invoice	for 2003	

March 2003	
April 2003	
May 2003	
June 2003	
July 2003	
August 2003	
September 2003	
October 2003	
November 2003	
December 2003	
Refund from Excess Billing	
Total 2003	

Invoice Amount	Refund Amount	Total Amount
\$ 	 10000000	\$ 22,319.41
\$ 20,651.59		\$ 20,651.59
\$ 27,313.05		\$ 27,313.05
\$ 33,997.94		\$ 33,997.94
\$ 28,946.59		\$ 28,946.59
\$ 34,936.66		\$ 34,936.66
\$ 31,786.66		\$ 31,786.66
\$ 30,286.66		\$ 30,286.66
\$ 29,786.66		\$ 29,786.66
\$ 59,446.99		\$ 59,446.99
	\$ (47,500.00)	\$ (47,500.00)
\$ 319,472.21	\$ (47,500.00)	\$ 271,972.21

	Invoice		Refund		Total
	Amount		Amount		Amount
\$	51,041.99			\$	51,041.99
\$	53,041.99			\$	53,041.99
\$	99,842.49			\$	99,842.49
		\$	(30,000.00)	\$	(30,000.00)
\$	109,194.04			\$	109,194.04
\$	91,029.04			\$	91,029.04
\$	169,363.97			\$	169,363.97
		\$	(95,000.00)	\$	(95,000.00
\$	173,324.17			\$	173,324.17
\$	155,399.86			\$	155,399.86
\$	364,144.48			\$	364,144.48
		\$	(62,500.00)	\$	(62,500.00
\$	336,677.26		and the second	\$	336,677.26
\$	337,951.26			\$	337,951.26
\$	48,334.75			\$	48,334.75
		\$(	1,243,000.00)	\$(	1,243,000.00
\$ 1	,989,345.30	\$(	1,430,500.00)	\$	558,845.30
	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Amount         \$51,041.99         \$53,041.99         \$99,842.49         \$109,194.04         \$91,029.04         \$169,363.97         \$173,324.17         \$155,399.86         \$364,144.48         \$336,677.26         \$337,951.26	Amount          Amount         \$ 51,041.99         \$ 53,041.99         \$ 99,842.49         \$ 109,194.04         \$ 91,029.04         \$ 169,363.97         \$ 173,324.17         \$ 155,399.86         \$ 364,144.48         \$ 336,677.26         \$ 337,951.26         \$ 48,334.75	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	AmountAmount\$ 51,041.99\$\$ 53,041.99\$\$ 99,842.49\$\$ 99,842.49\$\$ 109,194.04\$\$ 109,194.04\$\$ 169,363.97\$\$ 169,363.97\$\$ 155,399.86\$\$ 364,144.48\$\$ 336,677.26\$\$ 337,951.26\$\$ 48,334.75\$\$ (1,243,000.00)\$

		Invoice		Refund	Total
Funding Invoice for 2005		Amount	_	Amount	Amount
January 2005	\$	48,227.50		10 million 10	\$ 48,227.50
February 2005	\$	78,477.50			\$ 78,477.50
March 2005	\$	25,210.25			\$ 25,210.25
Refund from Excess Billing		100 C	\$	(67,000.00)	\$ (67,000.00)
April 2005	\$	25,209.75			\$ 25,209.75
May 2005	\$	15,412.44			\$ 15,412.44
June 2005	\$	5,770.75			\$ 5,770.75
Refund from Excess Billing			\$	31,000.00	\$ 31,000.00
July 2005	\$	5,770.75			\$ 5,770.75
August 2005	\$	5,365.75			\$ 5,365.75
Total 2005	\$	209,444.69	\$	(36,000.00)	\$ 173,444.69
Total All Years	\$:	2,518,262.20	\$(	1,514,000.00)	\$ 1,004,262.20

# CONSUMER DIRECT AGREEMENT

This Consumer Direct Agreement ("<u>Agreement</u>") is made as of this 1st day of November, 1999 ("<u>Effective Date</u>") by and between Consumer Health Interactive ("<u>CHI</u>"), a division of BabyCenter Inc., a Delaware corporation (<u>"BabyCenter</u>"), and Blue Cross and Blue Shield of Minnesota, a nonprofit health service plan corporation (collectively with those affiliates controlling, controlled by or under common control with Blue Cross and Blue Shield of Minnesota, "<u>Customer</u>").

# RECITALS

CHI has developed Consumer Direct, an on-line, World Wide Web and e-mail based health care information service ("<u>Consumer Direct</u>"). CHI owns or licenses certain content and technology which comprise Consumer Direct and which Customer wishes to license and make available in its own licensed Consumer Direct web site ("<u>Customer CD Site</u>") and via outbound Internet e-mail ("<u>Customer CD E-Mail</u>"). Customer also wishes to purchase editorial and technical support services from CHI.

## AGREEMENT

In consideration of the foregoing and of the mutual promises contained below, the parties agree as follows:

<u>Definitions</u>. As used in this Agreement, the following terms shall have the following defined meanings:

 (a) "<u>Additional Content</u>" shall mean, collectively, all additional materials, data and similar information created by CHI under this Agreement which are not part of the standard CHI Content included in the Annual Fee (as defined in <u>Exhibit C</u>).

(b) "<u>Additional Technology</u>" shall mean, collectively, all additions and enhancements to the standard CHI Technology provided under this Agreement beyond that included in the Annual Fee.

(c) "<u>CD Content</u>" shall mean the CHI Content, Additional Content and Third Party Content collectively.

(d) "<u>Change of Control</u>" shall mean any merger, consolidation or sale of all or substantially all of a party's assets, stock or business to which this Agreement relates (including, in the case of BabyCenter, all or substantially all of CHI's assets, stock or business to which this Agreement relates), or any other transaction in which more than fifty percent (50%) of a party's voting securities are transferred.

(e) "<u>CHI Brand Features</u>" shall mean the trademarks, service marks, logos and other distinctive brand features of CHI and BabyCenter that are used in or relate to the CHI Content, Additional Content and the Customer CD Site, including without limitation: Consumer ನ್ನ

Direct, Consumer Health Interactive; BabyCenter, Inc.; the BabyCenter, Inc. and CHI logos; the Baby Store; Consumerhi.com, BabyCenter.com, and any and all other CHI and BabyCenter URLs.

(f) "<u>CHI Content</u>" shall mean, collectively, all materials, data, and similar information collected or owned by CHI and/or BabyCenter and licensed to Customer hereunder, which is a collection of HTML files and certain related scripts, as further described in <u>Exhibit A</u> to this Agreement (including, without limitation, any and all Enhancements and the content included in the Customer CD Site upon Site Launch).

(g) "<u>CHI Technology</u>" shall mean the underlying CHI technology (and all Intellectual Property Rights relating thereto) used to construct the Customer CD Site (including, without limitation, items such as content presentation technology, authoring tools, custom e-mail and authorization scripts, etc. and the technology included in the Customer CD Site upon Site Launch).

(h) "<u>Content Pages</u>" shall mean those pages in the Customer CD Site that contain CHI Content, Additional Content or Third Party Content.

(i) "<u>Customer Content</u>" shall mean, collectively, all materials, data and similar information developed solely by Customer or by Customer with parties other than CHI prior to or during the term of the Agreement and used on the Customer CD Site.

(j) "<u>Deliverable</u>" shall mean CHI Content, Additional Content, Third Party Content, CHI Technology, Additional Technology, and Enhancements supplied by CHI to Customer pursuant to the terms of the Agreement.

. (k) "<u>Editorial Support</u>" shall mean ongoing creation of new content and materials, including reviews and the Customer CD Site features and the ongoing management and updating of content and decisions on which content shall appear and where that content will appear on the Customer CD Site, by CHI after the date of the initial launch of the Customer CD Site.

(1) "<u>Enhancements</u>" shall mean any updates, improvements or modifications made to the CHI Content or CHI Technology by CHI during the term of this Agreement and paid for as part of the Annual Fee set forth in <u>Exhibit C</u>.

(m) "<u>Intellectual Property Rights</u>" shall mean any and all rights in and to trade secrets, patents, patent rights, copyrights, works of authorship, trademarks, service marks, trade names, trade dresses, know-how, and similar rights of any type under the laws of any governmental authority, domestic or foreign, and all applications and registrations relating to any of the foregoing.

(n) "Links" shall mean the links from one web site or page to another.

(o) "<u>Site Launch</u>" shall mean the date on which the Customer CD Site is first made available on the Internet to any customers, partners or members of Customer or any of its 5.4

affiliated entities or health organizations. The target Site Launch as of the Effective Date is November 1, 1999.

(p) "<u>Technological Support</u>" shall mean ongoing technological support for the underlying the Customer CD Site technology, including, where applicable, site hosting fees and system administration.

(q) "<u>Third Party Content</u>" shall mean, collectively all third party materials, data, content and similar information licensed or purchased by CHI and provided to Customer under this Agreement.

(r) "<u>User Data</u>" shall mean all Customer CD Site usage information, registration information, user information and profiles, and commerce data and other data generated by the Customer CD Site and the Customer CD E-Mail and the users thereof and traffic thereupon.

# 2. Site Creation; Grant of Licenses; Payments.

(a) <u>Production Services and Site Creation</u>. CHI shall create, maintain and host the Customer CD Site during the term of this Agreement (including all CD Content production for the Customer CD Site) and create and send the Customer CD E-mail, as described on and in accordance with the CHI responsibilities and Deliverables set forth in <u>Exhibit A</u>. The specific content of the Customer CD Site and Customer CD E-mail shall be at the sole discretion of CHI in consultation with Customer, subject to the CHI responsibilities and Deliverables set forth in <u>Exhibit A</u>. CHI shall not include any of the following in the Customer CD Site: text, graphics, sound, or animations that might reasonably be viewed as offensive, obscene, or related in any way to illicit sex or any illegal activities; links to other sites that might reasonably be viewed as offensive, obscene, or related in any way to illicit sex or any illegal activities; or destructive elements or destructive programming of any type. CHI agrees to delete from the Customer CD Site, upon Customer's reasonable request, any information which Customer believes, in its sole reasonable discretion, is detrimental or harmful to Customer's corporate nonprofit status or image or is in conflict with Customer's mission and purposes.

The Customer CD Site shall include an on-line store and discount center (the "<u>CD</u> <u>Store</u>") featuring appropriate products selected by CHI in consultation with Customer and discounts on such products for the members of Customer where appropriate and offered by vendors. CHI shall retain all revenues associated with and all rights and obligations in the CD Store, if any, after discounts. CHI and Customer shall equally share all net revenues and receipts 50%/50% for advertising and additional lines of businesses beyond the CD Store, transacted through the Customer CD Site, all of which advertising and additional lines of business shall be entered into only upon mutual consent of the parties.

(b) <u>Grant of Licenses by CHI and BabyCenter</u>. Subject to the terms and conditions of this Agreement and the payment of the fees described in <u>Exhibit C</u>, including the timely payment of the Annual Fee, CHI and BabyCenter hereby grant to Customer, under CHI's and BabyCenter's Intellectual Property Rights:

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(i) A non-exclusive, worldwide license (with no right to sublicense) for the term of the Agreement to use, reproduce, cache, distribute, display and transmit the CD Content in electronic form on the Customer CD Site and in Customer CD E-mail via the World Wide Web and via Internet-based e-mail only, and

(ii) A non-exclusive, worldwide license (with no right to sublicense) for the term of the Agreement to use, reproduce and display the CHI Brand Features: (i) in connection with the presentation of the CHI Content and Additional Content on the Content Pages in the Customer CD Site; and (ii) in connection with the marketing and promotion of the Customer CD Site; <u>provided</u>, <u>however</u>, all such use, reproduction and/or display of CHI Brand Features are approved by CHI prior to any such use, reproduction and/or display.

(c) <u>Payments</u>. For the term of this Agreement, and in consideration of the services provided in Section 2(a) above and the licenses and rights granted in Section 2(b) above, Customer shall pay to CHI the amounts described on <u>Exhibit C</u> attached hereto according to the schedule therein. In addition, Customer agrees to pay, at CHI's standard rates set forth on <u>Exhibit D</u>, all fees incurred by CHI in connection with the creation and production of any Additional Content and with any Additional Technology requested by Customer and for Technological Support and Editorial Support beyond that set forth in <u>Exhibit A</u>. CHI shall send Customer periodic invoices setting forth the amounts due pursuant to the previous sentence. Payments due pursuant to any such invoice shall be paid by Customer within thirty (30) days following the date of such invoice.

(d) <u>Grant of Licenses to CHI and BabyCenter</u>. Subject to the terms and conditions of this Agreement, Customer hereby grants to CHI and BabyCenter, under Customer's Intellectual Property Rights, a non-exclusive, worldwide license (with no right to sublicense) for the term of the Agreement to reproduce, cache, distribute, transmit, display, modify and otherwise use the Customer Content provided to CHI hereunder solely for the purposes of performing its obligations and services under this Agreement and as otherwise authorized under this Agreement.

Responsibilities; Links.

(a) <u>Customer's Responsibilities</u>. In addition to any responsibilities that may be set forth in <u>Exhibit B</u>, Customer will provide on-going assistance to CHI with regard to technical, administrative and service-oriented issues relating to the utilization, transmission, maintenance and update of the Content and the Customer CD Site, as CHI may reasonably request.

(b) <u>CHI's Responsibilities</u>. In addition to any responsibilities set forth in <u>Exhibit A</u>, CHI will be responsible for providing equipment and software necessary to run the Customer CD Site, so long as the Annual Fee is paid currently.

(c) <u>Notices</u>. After the parties agree to the appearance and placement of any acknowledgment of copyright or other Intellectual Property Rights of the other party that may appear in the Content and the CHI Brand Features, including all copyright, trademark and similar

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notices that CHI or Customer may reasonably request, neither party will alter, remove or impair any such acknowledgment without the prior written approval of the other party.

(d) <u>Links; Branding</u>. Customer and the Customer CD Site will place Links on the Customer CD Site on all appropriate Content Pages, as agreed to by both parties. The Customer CD Site will, in addition, provide prominently on pages containing CHI Content and on the home page and start page for the Customer CD Site that the page contains "Information Created by Consumer Health Interactive, a division of BabyCenter, Inc." or a similar tagline acceptable to all the parties. Customer will (x) provide prominently on the Customer CD Site, on all appropriate pages, Links to the CD Store, and (y) promote the CD Store and discounts therein in its marketing efforts, where both parties deem appropriate, as a feature of Customer's health plans and of the Customer CD Site. The parties agree to consult with each other in good faith on appropriate Links and branding as new Content Pages are added.

4. <u>Content and Technology Updates</u>. During the term of this Agreement, CHI shall at its sole discretion in consultation with Customer deliver standard Enhancements to the CD Content and CD Technology as it deems appropriate, but in any event the CD Content shall be no less comprehensive than it is at the Site Launch unless otherwise agreed to by Customer.

# 5. Representations and Warranties.

(a) <u>By Each Party</u>. Each party to this Agreement represents and warrants to the other party that: (i) such party has the full corporate right, power and authority to enter into this Agreement and to perform the acts required of it hereunder; (ii) the execution of this Agreement by such party, and the performance by such party of its obligations and duties hereunder, do not and will not violate any agreement to which such party is a party or by which it is otherwise bound; (iii) when executed and delivered by such party, this Agreement will constitute the legal, valid and binding obligation of such party, enforceable against such party in accordance with its terms; and (iv) such party acknowledges that the other party makes no representations, warranties or agreements related to the subject matter hereof that are not expressly provided for in this Agreement.

(b) <u>By CHI</u>. CHI makes the following representations and warranties for the benefit of Customer: (i) to the best of CHI's knowledge, Customer's use, reproduction and dissemination of the CHI Content in the Customer CD Site only in the form provided by CHI and as contemplated under this Agreement will not materially infringe any Intellectual Property Right of any third party; (ii) the CHI Content as provided by CHI on the Customer CD Site will not contain any material or information that is obscene, defamatory, libelous or slanderous; (iii) all Deliverables shall be prepared with professional diligence and skill; (iv) CHI will perform all work called for by this Agreement in material compliance with applicable U.S. laws; and (v) all Deliverables will materially conform to the specifications and functions set forth in this Agreement and shall be free from significant programming errors (any programming error which causes any Deliverable to become inoperable or otherwise causes a significant interruption in Users' access to or use of the Customer CD Site). CHI will use commercially reasonable efforts to repair any Deliverable that does not meet this warranty, and if the defect renders the Customer CD Site inaccessible or unusable, CHI will immediately address the problem as soon as it receives notice

thereof, and use reasonable commercial efforts to repair the defect within 8 hours or less thereafter. This warranty shall extend for the life of this Agreement.

# 6. Limitation of Liability; Disclaimer.

Limitation of Liability. EXCEPT AS EXPRESSLY PROVIDED IN (a) SECTION 6(b) BELOW, IN NO EVENT SHALL EITHER PARTY HAVE ANY LIABILITY TO THE OTHER PARTY OR ANY OTHER PERSON OR ENTITY FOR ANY LOST OPPORTUNITY OR PROFITS, COSTS OF PROCUREMENT OF SUBSTITUTE TECHNOLOGY, GOODS OR SERVICES, OR FOR ANY INDIRECT, INCIDENTAL, CONSEQUENTIAL OR SPECIAL DAMAGES ARISING OUT OF THIS AGREEMENT. UNDER ANY CAUSE OF ACTION OR LEGAL OR EQUITABLE THEORY OF LIABILITY (INCLUDING, WITHOUT LIMITATION, NEGLIGENCE, CONTRACT AND STRICT LIABILITY), EVEN IF EITHER PARTY HAS BEEN ADVISED OF THE POSSIBILITY OR PROBABILITY OF SUCH DAMAGES AND EVEN IF THE REMEDIES PROVIDED FOR IN THIS AGREEMENT FAIL OF THEIR ESSENTIAL PURPOSE. IN ANY EVENT, NEITHER PARTY SHALL BE LIABLE TO THE OTHER PARTY UNDER THIS AGREEMENT. INCLUDING THE INDEMNIFICATION PROVISIONS AND THE REPRESENTATIONS AND WARRANTIES, FOR AMOUNTS IN EXCESS OF THOSE PAYABLE UNDER THIS AGREEMENT.

(b) <u>EXCLUSIONS</u>. THE FOREGOING LIMITATIONS OF LIABILITY DO NOT APPLY TO ANY BREACH OF SECTIONS 9 OR 10 OF THIS AGREEMENT.

(c) <u>NO ADDITIONAL WARRANTIES</u>. EXCEPT AS SET FORTH IN SECTION 5 OF THIS AGREEMENT, ALL TECHNOLOGY, GOODS, SERVICES, DELIVERABLES AND OTHER MATERIALS PROVIDED UNDER THIS AGREEMENT ARE PROVIDED "AS IS" WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND, INCLUDING, WITHOUT LIMITATION, ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE AND IMPLIED WARRANTIES ARISING FROM COURSE OF DEALING OR COURSE OF PERFORMANCE.

7. Indemnification.

(a) <u>By CHI.</u> CHI will indemnify, defend and hold harmless Customer, its affiliates and subsidiaries, and its and their respective directors, officers, employees and agents (collectively, "Customer Persons") from any and all costs, expenses (including reasonable attorney's fees), losses, damages or liabilities incurred insofar as such costs, expenses, losses, damages or liabilities are based on a claim that the CHI Content, Additional Content, CHI Technology or Additional Technology infringe any Intellectual Property Rights of a third party. Customer shall promptly notify CHI in writing of any claim for which it seeks indemnification, provided the failure or delay in doing so shall not relieve CHI from any obligation to indemnify any Customer Person except to the extent such delay or failure materially prejudices the defense of any such claim. CHI will have control of the defense of any action and all negotiations for settlement and compromise, but shall not make any settlement binding on any Customer Person

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without Customer's consent except if such settlement provides a complete and absolute release of such person. Customer shall provide CHI with reasonable assistance and information necessary to perform the above, with CHI to be responsible for any out-of-pocket expenses of any Customer Person in providing such assistance. If any Customer Person desires to have separate legal representation in any such action, such Customer Person shall be responsible for the costs and fees of its separate counsel.

In the event any Deliverable becomes the subject of an infringement claim, CHI shall at its sole expense either (i) procure for Customer the right to continue to use the Deliverable as contemplated hereunder; (ii) modify the Deliverable to eliminate any infringement claim which might result from its use hereunder, provided that the Deliverable's performance must remain the same as provided herein, or (iii) replace the Deliverable with an equally suitable, compatible, and functionally equivalent noninfringing Deliverable at no additional charge to Customer. If none of these options is reasonably available to CHI after exercising its reasonable best efforts to implement one of the options set forth above, then upon Customer's request CHI shall refund to Customer a pro-rated amount of the portion of the licensee fees paid by Customer equal to the value to the Deliverable.

By Customer. Customer will indemnify, defend and hold harmless CHI, (b) BabyCenter, eToys Inc., their respective affiliates and subsidiaries, and CHI's, BabyCenter's, eToys, Inc.'s and their respective affiliates and subsidiaries' respective directors, officers, employees and agents (collectively, "CHI Persons") from any and all costs, expenses (including reasonable attorney's fees), losses, damages or liabilities incurred insofar as such costs, expenses, losses, damages or liabilities are based on a claim that the Customer Content or the Customer Brand Features infringe any Intellectual Property Rights of a third party. CHI or BabyCenter shall promptly notify Customer in writing of any claim for which it seeks indemnification, provided the failure or delay in doing so shall not relieve Customer from any obligation to indemnify any CHI Person except to the extent such delay or failure materially prejudices the defense of any such claim. Customer will have control of the defense of any action and all negotiations for settlement and compromise, but shall not make any settlement binding on any CHI Person without CHI's consent except if such settlement provides a complete and absolute release of such person. CHI and BabyCenter shall provide Customer with reasonable assistance and information necessary to perform the above, with Customer to be responsible for any out-ofpocket expenses of any CHI Person in providing such assistance. If any CHI Person desires to have separate legal representation in any such action, such CHI Person shall be responsible for the costs and fees of its separate counsel.

(c) <u>Mutual</u>. Each party further agrees to indemnify each other and hold the other harmless from loss, damage, or costs including reasonable attorney's fees, arising from the actual or alleged wrongful acts or omissions of the other. The party requesting indemnification (the "Indemnified Party") shall promptly notify the other (the "Indemnifying Party") in writing of any claim for which it seeks indemnification, provided the failure or delay in doing so shall not relieve the Indemnifying Party from any obligation to indemnify the Indemnified Party except to the extent such delay or failure materially prejudices the defense of any such claim. The Indemnifying Party will have control of the defense of any action and all negotiations for settlement and compromise, but shall not make any settlement binding on any the Indemnified

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Party without the Indemnified Party's consent except if such settlement provides a complete and absolute release of such person. The Indemnified Party shall provide the Indemnifying Party with reasonable assistance and information necessary to perform the above, with the Indemnifying Party to be responsible for any out-of-pocket expenses of the Indemnified Party in providing such assistance. If the Indemnified Party desires to have separate legal representation in any such action, the Indemnified Party shall be responsible for the costs and fees of its separate counsel.

## 8. Term and Termination.

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(a) <u>Term</u>. This Agreement shall be effective as of the Effective Date and shall remain in effect for a period of twenty six (26) months (from November 1, 1999 through December 31, 2001) ("Initial Term"), unless terminated earlier pursuant to this Section 8. At the end of the Initial Term, this Agreement shall automatically renew for successive one (1) year terms without notice, unless prior to the renewal date for any such term the Agreement is terminated by at least one hundred twenty (120) days advance written notice of either party.

(b) Termination for Convenience or Upon Change of Control. This Agreement may be canceled by either party for any reason or no reason, whether or not extended beyond the Initial Term, by giving the other party written notice one hundred twenty (120) days in advance. In addition, Customer shall have the right to terminate this Agreement upon a Change of Control of CHI. In the event this Agreement is terminated upon a Change of Control of CHI, CHI will provide, and cause its successor (if any) to provide, Customer with commercially reasonable transition services (including, if necessary, hosting, technical and editorial support, continuation of third party licenses, etc.) for up to one hundred twenty (120) days after the date of termination at CHI's (or, if applicable, its successor's) standard commercial rates. In the event (x) of a Change of Control of CHI principally with a Direct Competitor of Customer during the first fourteen (14) months of the Initial Term and (y) Customer terminates this Agreement pursuant to the second sentence of this Section 8(b), CHI shall provide Customer with a limited, non-exclusive, non-transferable license (without the right to sublicense), until the end of such fourteen (14) month period, to the CHI Technology necessary to maintain Customer CD Site, including HTML source code, all resource files (images, files, common gateway interfaces, other scripts, etc.) and all database information relating to the Customer CD Site. Such license shall not include any tools, code or other materials that CHI has licensed or is licensing from a third party, including, without limitation, Dynamo. "Direct Competitor" shall mean Aetna/US Healthcare, United Healthcare, or Cigna.

(c) <u>Termination for Cause</u>. Except as set forth in the last sentence of this Section 8(c), if either party materially defaults in the performance of any provision of this Agreement, and such default is not cured within thirty (30) days after the other party gives notice of such default, then such other party shall be entitled to terminate this Agreement immediately upon giving written notice of termination to the defaulting party. Notwithstanding the foregoing, if either party breaches any provision of Sections 9 or 10 hereof, then the non-breaching party shall be entitled to terminate this Agreement effective immediately upon delivery of written notice to the breaching party.

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(d) Effect of Termination. Any termination pursuant to this Section 8 shall be without any liability or obligation of the terminating party, other than as described in this Section 8 and with respect to any breach of this Agreement prior to termination. The provisions of Sections 6, 8(e), 9, 10, 12 and 13, and this Section 8(d) shall survive any termination or expiration of this Agreement. Upon termination, Customer agrees to cease making the CHI Content, the Additional Content or the Third Party Content available in the Customer CD Site or otherwise, and upon request of CHI, to promptly destroy or return to CHI all copies (electronic or written) of the CHI Content, Additional Content and Third Party Content and any other confidential or proprietary information of CHI in Customer's possession or control. Upon termination, CHI shall likewise promptly destroy or return to Customer all copies (electronic or written) of the Customer Content and any other confidential or proprietary information of Customer in CHI's possession or control.

(e) <u>Limitation of Liability</u>. In the event of termination by either party in accordance with any of the provisions of this Agreement, neither party shall be liable to the other, because of such termination, for compensation, reimbursement or damages on account of the loss of prospective profits or anticipated sales or on account of expenditures, inventory, investments, leases or commitments in connection with the business or goodwill of Customer or CHI. Termination shall not, however, relieve either party of any obligations incurred prior to the termination.

9. Confidentiality. Customer and CHI hereby acknowledge that each of them may have access to the other party's confidential and proprietary information, including, without limitation, business, product, research, development, technical and financial information and technology, ideas, concepts, inventions, know-how and other intellectual property (collectively, the "Confidential Information"). Each party agrees (a) to preserve and protect the confidentiality of the Confidential Information, (b) to use the Confidential Information only as necessary to perform its obligations under this Agreement, and (c) not to disclose any Confidential Information without the prior written consent of the other party, provided, however, that any party hereto may use or disclose to any other party any information which is: (i) already publicly known, (ii) discovered or created independently of any involvement with such party, or (iii) otherwise learned through legitimate means other than from such party and without violating any confidentiality obligations. Moreover, any party hereto may disclose any Confidential Information hereunder to (x) such party's agents, attorneys and other representatives, and (y) any court of competent jurisdiction or any other party empowered hereunder as reasonably required to resolve any dispute between the parties hereto, provided, however, that the disclosing party uses reasonable efforts to secure confidential treatment of the other party's Confidential Information prior to its disclosure.

# 10. Ownership; Covenants.

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(a) <u>By CHI</u>. Customer acknowledges and agrees that, as between Customer and CHI/BabyCenter: (i) CHI and/or BabyCenter own all right, title and interest in the CHI Content, the Additional Content, the Third Party Content, the CHI Technology, the Additional Technology and the CHI Brand Features, and (ii) nothing in this Agreement shall confer in Customer any right of ownership in the CHI Content, the Additional Content, the CHI Technology, the Additional Technology, the Third Party Content or the CHI Brand Features,

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other than the limited licenses set forth in Section 2(b) above. No licenses are granted by either party except for those expressly set forth in this Agreement. CHI and BabyCenter and their successors and assigns shall have the right to obtain and hold in their own name all copyright registrations and other evidence of rights that may be available for CHI Content, Additional Content, the CHI Technology, the Additional Technology and the CHI Brand Features, and any portion(s) thereof.

(b) <u>By Customer</u>. CHI acknowledges and agrees that, as between CHI and Customer: (i) Customer owns all right, title and interest in the Customer Content, and the Customer CD Site domain name, URL, and other distinctive Customer Brand Features not otherwise a part of the CHI Content, the Additional Content, the Third Party Content, the CHI Technology, the Additional Technology and the CHI Brand Features, and (ii) nothing in this Agreement shall confer in CHI any right of ownership in the Customer Content or such Customer Brand Features. No licenses are granted by either party except for those expressly set forth in this Agreement. Customer and its successors and assigns shall have the right to obtain and hold in its own name all copyright registrations and other evidence of rights that may be available for Customer Content and such Customer Brand Features and any portion(s) thereof.

(c) <u>Joint</u>. Customer and CHI acknowledge and agree that both shall co-own all right, title and interest in the User Data. Each of Customer and CHI covenant and agree (x) to use such User Data only in compliance with the privacy policies set forth on the Customer CD Site on the date such User Data is generated and (y) to share User Data, including insights and trends learned from the User Data, with ConsumerDirect customers (and no additional third parties) in aggregate form only without disclosing the identities of specific users of the Customer CD Site. and (z) not to otherwise sell or share any User Data in any form whatsoever to any third party without the advance written approval of the other party.

11. <u>Limited Exclusivity</u>. During the first twelve (12) months from the Effective Date, subject to applicable laws, CHI agrees not to provide ConsumerDirect to any Restricted Party. "Restricted Party" means a Minnesota-based and focused health plan or a Minnesota-based and focused employer/purchaser group with one hundred (100) or more employees on the date an agreement with such health plan or group is entered into. Notwithstanding the foregoing, "Restricted Party" shall not include any nationally-based (i.e., not primarily Minnesota-based) health insurers, health plans or employer/purchaser groups. Further, notwithstanding anything in this Agreement, CHI or BabyCenter may offer, sell and/or license its other products including its BabyDirect product and any derivatives thereof to any party.

12. <u>Public Announcements</u>. The parties will cooperate to create any and all appropriate public, promotional announcements or press releases relating to the relationship set forth in this Agreement. Neither party shall make any public announcement regarding the existence or content of this Agreement without the other party's prior written approval and consent, other than announcements solely of the fact that CHI and Customer have partnered to provide the Customer CD Site.

13. Miscellaneous Provisions.

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(a) <u>Arbitration</u>. Any dispute or claim arising out of or in connection with this Agreement, except for the provisions of Section 9 or Section 10, will be finally settled by binding arbitration in accordance with the then-current Commercial Arbitration Rules of the American Arbitration Association by one arbitrator appointed in accordance with said rules. Judgment on the award rendered by the arbitrator may be entered in any court having jurisdiction thereof. Notwithstanding the foregoing, the parties may apply to any court of competent jurisdiction for preliminary or interim equitable relief, or to compel arbitration in accordance with this paragraph, without breach of this arbitration provision.

(b) <u>Assignment</u>. This Agreement will bind, inure to the benefit of, and be enforceable by each party's permitted successors and assigns. Neither party may assign this Agreement, in whole or in part, without the other party's written consent; <u>provided</u>, <u>however</u>, that either party may assign this Agreement without such consent (x) to any third party acquiring an interest in the other party or its assets (or, in the case of BabyCenter, CHI or CHI's assets) pursuant to a Change of Control and any transferee or assignee thereof or thereafter, or (y) to a parent company or wholly-owned subsidiary of the other party. Any attempt to assign this Agreement other than in accordance with this provision shall be null and void.

(c) <u>Governing Law: Jurisdiction</u>. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of California, without giving effect to principles of conflicts of law. Each of the parties to this Agreement consents to the exclusive jurisdiction and venue of the courts of the state and federal courts of San Francisco County, California.

(d) <u>Attorney's Fees</u>. If any action at law or in equity (including arbitration) is necessary to enforce or interpret the terms of this Agreement, the prevailing party shall be entitled to reasonable attorney's fees, costs and necessary disbursements in addition to any other relief to which such party may be entitled.

(e) <u>Counterparts</u>. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

(f) <u>Titles and Subtitles</u>. The titles and subtitles used in this Agreement are used for convenience only and are not to be considered in construing or interpreting this Agreement.

(g) <u>Notices</u>. Any notice required or permitted by this Agreement shall be in writing and shall be deemed sufficient (i) upon receipt, when delivered personally, by confirmed facsimile, or by a courier or overnight delivery service with tracking capabilities, costs prepaid, or (ii) after five (5) days after being deposited in the U.S. Mail as certified or registered mail (airmail if sent internationally) with postage prepaid; if such notice is addressed to the party to be notified at such party's address or facsimile number as set forth on the signature page below, or such other address as may be given from time to time under the terms of this notice provision.

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(h) <u>Severability</u>. If one or more provisions of this Agreement are held to be unenforceable under applicable law, the parties agree to renegotiate such provision in good faith, in order to maintain the economic position enjoyed by each party as close as possible to that under the provision rendered unenforceable. In the event that the parties cannot reach a mutually agreeable and enforceable replacement for such provision, then (i) such provision shall be excluded from this Agreement, (ii) the balance of the Agreement shall be interpreted as if such provision were so excluded, and (iii) the balance of the Agreement shall be enforceable in accordance with its terms.

(i) <u>Entire Agreement</u>. This Agreement is the product of both of the parties hereto, and constitutes the entire agreement between such parties pertaining to the subject matter hereof, and merges all prior negotiations and drafts of the parties with regard to the transactions contemplated herein. Any and all other written or oral agreements existing between the parties hereto regarding such transactions are expressly canceled.

(j) <u>Independent Contractor</u>. Neither party shall, for any purpose, be deemed to be an agent of the other party and the relationship between the parties shall only be that of independent contractors. Neither party shall have any right or authority to assume or create any obligations or to make any representations or warranties on behalf of any other party, whether express or implied, or to bind the other party in any respect whatsoever.

(k) Force Majeure. In the event that either party is prevented from performing or is unable to perform any of its obligations under this Agreement (other than a payment obligation) due to any Act of God, fire, casualty, flood, earthquake, war, strike, lockout, epidemic, destruction of production facilities, riot, insurrection, or any other cause beyond the reasonable control of the party invoking this section and if such party shall have used its best efforts to mitigate its effects, such party shall give prompt written notice to the other party, its performance shall be excused, and the time for the performance shall be extended for the period of delay or inability to perform due to such occurrences.

(I) <u>Advice of Legal Counsel</u>. Each party acknowledges and represents that, in executing this Agreement, it has had the opportunity to seek advice as to its legal rights from legal counsel and that the person signing on its behalf has read and understood all of the terms and provisions of this Agreement. This Agreement shall not be construed against any party by reason of the drafting or preparation thereof.

(m) <u>Amendment and Waiver</u>. Except as otherwise expressly provided herein, any provision of this Agreement may be amended and the observance of any provision of this Agreement may be waived (either generally or in any particular instance and either retroactively or prospectively) only with the written consent of the parties. However, it is the intention of the parties that this Agreement and all Exhibits attached hereto be controlling over additional or different terms of any purchase order, confirmation, invoice or similar document, even if accepted in writing by both parties, and that waivers and amendments of any provision of this Agreement shall be effective only if made by non-preprinted agreements signed by both parties and clearly understood by both parties to be an amendment or waiver. The failure of either party to enforce

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its rights under this Agreement at any time for any period shall not be construed as a waiver of such rights.

(n) <u>Remedies</u>. Except as otherwise expressly stated in this Agreement, the rights and remedies of a party set forth herein with respect to failure of the other to comply with the terms of this Agreement (including, without limitation, rights of termination of this Agreement) are not exclusive, the exercise thereof shall not constitute an election of remedies and the aggrieved party shall in all events be entitled to seek whatever additional remedies may be available in law or in equity.

[signature page attached]

The parties have caused this Agreement to be executed by their duly authorized representatives as of the date first written above:

BLUE CROSS AND BLUE SHIELD OF CONSUMER HEALTH INTERACTIVE, A DIVISION OF BABYCENTER, INC. MINNESOTA By: Ben Wilson By: Title: Title: General Manager Address: R 3-18 Address: 539 Bryant Street, Suite 200 3400 VANKER 03. San Francisco CA 94107 EAJEN, MN 55121-1627 Fax: (415) 537-0730 Fax: 651-662-2313 E-mail: benn) @consumerhi.com E-mail: Jerry- Friktelp blue clussmin.com Bill to: Contact (Name, Title); MicHACL O'NEILL, Profect Minny Address: 3400 YALARE CR. 63-18 EAGAN, MN 55121-1627 Phone: 651-662-6692 Fax: 651-662-7313 E-mail: MicHACL_r_Oneirie blue crossmi com

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## EXHIBIT A

## CHI RESPONSIBILITIES AND DELIVERABLES

Technological and Editorial support

Standard technical outsourcing and support, and site hosting

Standard basic reporting of registrants, visitors, page views, visitor source (where determinable), and most popular pages per month

Online consumer customer service via e-mail

Standard Consumer Direct customization and implementation services for Site Launch Selection and presentation of CHI and Third Party Content

## Web Site Customization

Choice of color scheme at Customer's direction Logo/branding preferences at Customer's direction Links to Customer corporate web site Name of site Choice of available URL "About Us" section (text provided by Customer)

### Web Site Features

Personalized e-mail newsletter

Personalized home page for users

Appointments reminders

Ask the Experts, using CHI experts (deliverable in first half of CY 2000)

Link to existing alternative and traditional health care provider directories and Customer's other online services and information. This offer does not include development of any special network directory for Customer's location.

Database of relevant full-text journals and magazine articles

Thousands of health page topics

Updated, daily health news (5 days a week)

Internet health site reviews

Search tools

Online discount shopping - CHI will use reasonable commercial efforts to structure appropriate e-commerce relationships to provide discounts to Customers' members

## Web Site Content Areas

Women's Health Men's Health Alternative Health Baby and Pregnancy Fitness and Nutrition Children's Health

BCBSM 86577

2-1

Ills and Conditions Health Topics, A-Z

### Support Services

Assignment of a dedicated CHI staff account manager Complete Web site creation Complete publishing and editorial support Full technical outsourcing and support, and site hosting Basic reporting package On-line consumer customer service Customization and implementation services Marketing/promotion consultation

Site reporting and new feature development will not substantially differ from the document presented to Customer at time of product launch ((Launch services for BluePrint for Health, October 27, 1999).

## EXHIBIT B

#### CUSTOMER RESPONSIBILITIES AND DELIVERABLES

Customer agrees that one of its primary responsibility under this Agreement is to promote the Consumer Direct site to its constituents, including, without limitation, current and prospective members, brokers, providers and employers. In addition, Customer will cooperate with CHI and develop and/or provide the following to CHI in a timely manner in accordance with a schedule mutually agreed upon by the parties:

Goals and mission statements Launch team Logos, colors, URL Health plan-specific copy Health plan-specific services Legal review Design review

Marketing the Customer CD Site, including coordinating all marketing activities regarding the Customer CD Site with CHI to assure maximum effectiveness

Provide a dedicated Customer CD Site project manager (initially ______) and a designated Customer senior management contact (initially ______) for the term of the Agreement

*...* 

## EXHIBIT C

### FEES

## 1. Annual Rate:

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\$490,000 (the "Annual Fee") (equaling \$571,666 through December 31, 2000), with an option to mutually renegotiate the annual rate up or down following the initial 14 months.

2. Ten percent (10%) of the initial Annual Fee, or \$49,000, plus and additional prepayment of \$17,000 per the LOI shall be paid upon execution of the Agreement. The balance of the fees due for the period from November 1, 1999 to December 31, 2000 shall be paid in three (3) installments of \$157,222, \$174,222 and \$174,222, with each such payment due of January 1] July 1, and December 31, 2000. Thereafter, each Annual Fee shall be paid in equal quarterly installments within thirty (30) days of the end of each quarter (i.e., within 30 days of March 31, June 30, September 30, and December 31 of each year after December 31, 2000).

3. Any additional services or work by CHI for services or features in addition to those set forth on Exhibit A (e.g., for Additional Content or Additional Technology) are not included in the Annual Fee and will be performed only in exchange for the payment of additional fees at the rates set forth on Exhibit D and mutually agreed upon by the parties.

4. In the event (x) CHI enters into an agreement with Blue Cross Blue Shield Association ("BCBSA") during the term of this Agreement for the same products and services provided to Customer under this Agreement on terms more favorable to BCBSA than the terms of this Agreement are to Customer, CHI agrees that (y) Customer has the right to amend the terms of this Agreement such that this Agreement, as amended, shall provide for the remainder of the then current term after the date of such amendment <u>only</u>, the identical terms to Customer as are provided to BCBSA under such agreement between BCBSA and CHI.

5. <u>Third Party Evaluation and Implementation</u>. With, Customer's reasonable assistance, CHI shall evaluate and integrate Consumer Direct with other mutual-agreed third party products and services, such as HealthWise and Mayo Clinic, and serve as Customer's strategic partner in integrating such products and services (collectively, "Integration Services"). The fees for such Integration Services shall be at CHI's standard rates for such services; <u>however</u>, included in each \$490,000 Annual Fee is \$50,000 of non-refundable Integration Services, to be provided ratably throughout the course of the term for which the Annual Fee applies.

# EXHIBIT D

# **RATES FOR ADDITIONAL CONTENT, TECHNOLOGY & SERVICES**

Variable fees will be charged on the following schedule:*

\$150/hr
\$200/hr
\$125/hr
\$125/hr
\$175/hr

* RATES THROUGH CALENDAR YEAR 2000. SUBJECT TO CHANGE FOR SUBSEQUENT PERIODS.

Identify all net revenues and receipts for advertising and additional lines of business received by the company pursuant to its agreement with Baby Center, Inc. and describe the types of products or services generating these net revenues or receipts. (BCBSM 86565).

### **RESPONSE:**

Blue Cross is attempting to locate this information, and will produce it if and when it becomes available.

# **REQUEST NO. 124**

Identify and describe the purpose of your company's payments to Digineer Inc.

### **RESPONSE:**

Digineer, Inc. is a Minnesota technology and management consulting company founded in 1998. (Digineer was formerly known as Igenix, but changed its name to avoid confusion with United Health Group's Ingenix, Inc.) Digineer is one of 13 preferred vendors Blue Cross uses to provide information technology (IT) staff augmentation, to provide IT developers or IT project managers as needed for Blue Cross IT initiatives.

# **REQUEST NO. 125**

The following requests pertain to the "Proposed Reporting Changes" identified on pages 30 and 31 of the Aware Integrated, Inc. Corporate Plan 2004:

- a. With respect to "Standard 'Blue Card fees' received previously credited to Admin, should be credited to Cost Containment":
  - (1) Was this change approved and implemented? If so, at what date?
  - (2) Are all Blue Card fees received credited to Cost Containment?
  - (3) Describe the rationale for offsetting cost containment expenditures rather than administrative expenses with the Blue Card fees received.

Identify all net revenues and receipts for advertising and additional lines of business received by the company pursuant to its agreement with Baby Center, Inc. and describe the types of products or services generating these net revenues or receipts. (BCBSM 86565).

### **RESPONSE:**

Blue Cross is attempting to locate this information, and will produce it if and when it becomes available.

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#### **RESPONSE:**

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  - (3) Describe the rationale for offsetting cost containment expenditures rather than administrative expenses with the Blue Card fees received.