

DELTA DENTAL OF COLORADO
Memorandum of Understanding
Denver City Clerk's Filing No. 09-130-B
Filed 02.03.2011

CITY CLERK
OFFICIAL COPY

MEMORANDUM OF UNDERSTANDING (MOU)
BETWEEN
DELTA DENTAL OF COLORADO AND
CITY AND COUNTY OF DENVER, COLORADO
CONCERNING THE THIRD PARTY ADMINISTRATOR AGREEMENT
FOR THE CITY'S SELF-INSURED DENTAL BENEFITS

09-130-B

This Memorandum of Understanding ("MOU"), effective January 1, 2011, reflects the mutual understandings of Delta Dental of Colorado ("DELTA DENTAL") and the City and County of Denver, Colorado ("Denver" or the "City") concerning the Third Party Administrator Agreement between Denver and DELTA DENTAL wherein DELTA DENTAL agrees to provide administrative services for Denver's self-insured dental plan covering eligible employees of Denver ("Eligible Employees" or "Employees") and other eligible persons, as set forth in the words and figures contained in the Preferred Option Administrative Agreement – Delta Dental Group #6793 ("**Group No. 6793**"), as found at clerk filing number 2007-1146; in the Exclusive Panel Option Administrative Agreement – Delta Dental Group #6791 ("**Group No. 6791**"), as found at clerk filing number 2007-1146; and in the Preferred Option Administrative Agreement – Delta Dental Group #6026 ("**Group No. 6026**"), as found at clerk filing number 2007-1146 (collectively, the "Agreement"). In particular, the parties agree as follows:

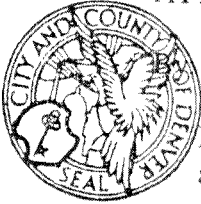
1. APPROPRIATION REQUIRED.

Notwithstanding any other term, condition or covenant hereof, it is understood and agreed that any payment obligation of City, whether direct or contingent, shall extend only to funds appropriated by the Denver City Council for the purpose of the Agreement, encumbered for the purpose of the Agreement and paid into the Denver Treasury. The parties acknowledge that (i) the City does not by this Agreement irrevocably pledge present cash reserves for payments in future fiscal years, and (ii) this Agreement is not intended to create a multiple-fiscal year direct or indirect debt or financial obligation of City. The maximum contract amount for City's obligation for administrative services under the Agreements for Group No. 6793, No. 6791, and No. 6026, collectively (collectively, the "Group Agreements") shall not exceed Four Hundred and Ninety-Five Thousand Dollars (\$495,000) for 2011. During the Term of January 1, 2011 through and including December 31, 2011 the total paid for claims under the Group Agreements shall not exceed Nine Million Four Hundred Thousand Dollars (\$9,384,010.85), without amendment of the Group Agreements and additional appropriation.

(BALANCE OF PAGE INTENTIONALLY LEFT BLANK)

Signed and agreed by the parties, by and through their duly authorized representatives, on the later of the dates indicated with their signatures below.

ATTEST:



Stephanie Y. O'Malley
STEPHANIE Y. O'MALLEY, Clerk and Recorder, Ex-Officio Clerk of the City and County of Denver

CITY AND COUNTY OF DENVER

By: [Signature]
MAYOR

RECOMMENDED AND APPROVED:

By: [Signature]
Director of Personnel

APPROVED AS TO FORM:
DAVID R. FINE, Attorney
for the City and County of Denver

By: [Signature]
Assistant City Attorney

REGISTERED AND COUNTERSIGNED:

By: [Signature]
Manager of Finance

Contract Control No. CE91070-2

By: [Signature]
Auditor

"CITY"

DELTA DENTAL OF COLORADO

By: [Signature]
Printed Title: VP, Sales & Marketing
TIN: 84-1389431

"DELTA DENTAL"