

**AMENDMENT #2 TO
PROFESSIONAL SERVICES AGREEMENT
BETWEEN
DELTA DENTAL OF DELAWARE, INC. t/d/b/a DELTA DENTAL OF DELAWARE
AND
THE STATE OF DELAWARE, OFFICE OF MANAGEMENT AND BUDGET**

This document (hereinafter referred to as "Amendment #1) shall serve to amend the original Professional Services Agreement for dental program administration effective July 1, 2011 (hereinafter referred to as "Agreement") between the State of Delaware, Office of Management and Budget ("State") having its principal place of business at 500 W. Loockerman Street, Suite 320, Dover, Delaware 19904 and Delta Dental of Delaware, Inc., a Delaware corporation with offices at One Delta Drive, Mechanicsburg, PA 17055 ("Contractor" or "Delta"),

WHEREAS, State and Delta hereby desire to amend the Agreement to extend the term of the contract for one additional year and provide revised pricing as specified herein;

NOW THEREFORE, in consideration of the representations and mutual covenants herein undertaken, effective, July 1, 2015 unless otherwise stated herein, the parties agree as follows:

1. The term of the contract as set forth in Section 2.1, shall be extended for a term of one year commencing on July 1, 2015 (the "Effective Date") and expiring June 30, 2016 (the "Extended Term").
2. Section 2.9 of the Agreement is hereby deleted and replaced with the following:

2.9 For this employee-pay-all benefit, the State shall produce its own monthly invoice for payroll groups and retirees. Reconciliation inquires shall be submitted to:

State of Delaware
Office of Management and Budget
Statewide Benefits Office
Attention: Dental Program Lead
500 W. Loockerman Street, Suite 320
Dover, DE 19904

For non-payroll groups that are invoiced by the Contractor, invoices shall be submitted to:

State of Delaware
Office of Management and Budget
Financial Operations
122 Martin Luther King Jr. Blvd. South, Suite 101
Dover, DE 19901

3. The fees as set forth in Appendix B, Schedule I, Part 2, Item 3 are hereby deleted and replaced with the following chart:

	July 1, 2015 – June 30, 2016
Employee	\$35.34
Employee & Spouse	\$72.14
Employee & Children	\$70.82
Employee & Family	\$118.18

Except as modified by this Amendment, all other terms and conditions of the above referenced Agreement will remain unchanged and in full force and effect.

STATE OF DELAWARE
OFFICE OF MANAGEMENT AND BUDGET

DELTA DENTAL OF DELAWARE, INC.
t/d/b/a DELTA DENTAL OF DELAWARE

By: [Signature]
Authorized Signature

By: _____
Authorized Signature

Title: Director, HRM - Benefits

Title: President

Date: 7-6-15

Date: May 19, 2015

**AMENDMENT #2 TO
PROFESSIONAL SERVICES AGREEMENT
BETWEEN
DOMINION DENTAL SERVICES, INC., A VIRGINIA CORPORATION
AND
THE STATE OF DELAWARE, OFFICE OF MANAGEMENT AND BUDGET**

This document (hereinafter referred to as "Amendment #2") shall serve to amend the original Professional Services Agreement for dental program administration effective July 1, 2011 (hereinafter referred to as "Agreement") between the State of Delaware, Office of Management and Budget ("State") having its principal place of business at 500 W. Loockerman Street, Suite 320, Dover, Delaware 19904 and Dominion Dental Services, Inc., a Virginia corporation with offices at 115 S. Union Street, Suite 300, Alexandria, VA 22314 ("Contractor" or "Dominion"),

WHEREAS, State and Dominion hereby desire to amend the Agreement to extend the term of the contract for one additional year and provide revised pricing as specified herein;

NOW THEREFORE, in consideration of the representations and mutual covenants herein undertaken, effective, July 1, 2015 unless otherwise stated herein, the parties agree as follows:

1. The fees as set forth in Section 1.3 are hereby deleted and replaced with the following chart:

	July 1, 2015 – June 30, 2016
Employee	\$24.74
Employee & Spouse	\$46.00
Employee & Children	\$49.58
Employee & Family	\$67.32

2. The term of the contract as set forth in Section 2.1, shall be extended for a term of one year commencing on July 1, 2015 (the "Effective Date") and expiring June 30, 2016 (the "Extended Term").

Except as modified by this Amendment, all other terms and conditions of the above referenced Agreement will remain unchanged and in full force and effect.

STATE OF DELAWARE
OFFICE OF MANAGEMENT AND
BUDGET

DOMINION ~~DENTAL~~ SERVICES, INC.

By: _____
Brenda L. Lakeman
Director, Human Resources Management
and Benefits Administration

By: _____
Authorized Signature
Title: President, Dominion Dental Services

Date: 3/9/15

Date: March 10, 2015