



Michael F. Neidorff
Chairman and Chief Executive Officer

March 30, 2018

Robert Mujica
Director
New York State Division of the Budget State Capitol, Room 113
Albany, NY 12224

Paul Francis
Deputy Secretary for Health and Human Services
NYS Executive Chamber State Capitol, 2nd Floor
Albany, NY 12224

Axel Bernabe, Esq.
Assistant Counsel
NYS Executive Chamber State Capitol, 2nd Floor
Albany, NY 12224

Dear Gentlemen,

Thank you again for all of your hard work on this project.

This letter serves as a Memorandum of Understanding between Centene Corporation and the State of New York ("the Parties") regarding the pending application of Centene Corporation to purchase substantially all of the assets of the New York State Catholic Health Plan, d/b/a Fidelis Care ("Fidelis Transaction"), and to thereafter be approved as a Prepaid Health Services licensee to operate said health plan in the State of New York.

Centene Corporation agrees, as an undertaking predicated on the State of New York's approval of the Fidelis Transaction, to make a contribution to the State of New York in the amount of \$340 million, directed to such governmental or not-for-profit entity or entities as the state may designate.

Furthermore, it is the intent of Centene and the State of New York that the contribution will be contributed in five equal installments over a period of five years.

Finally, Centene's contribution is predicated on the New York State Catholic Health Plan agreeing to the \$1.5 billion payment from the proceeds of the sale of Fidelis Care, to which the NYSCHP previously agreed.

Centene Corporation commits to work cooperatively with your representatives to formally reduce this undertaking into an appropriate legal form.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael F. Neidorff".

Michael F. Neidorff

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