

**AMENDMENT NO. ELEVEN
TO THE
UNIVERSITY OF COLORADO HEALTH AND WELFARE PLAN**

WHEREAS, The Regents of the University of Colorado, a body corporate and a state institution of higher education of the State of Colorado (the "University" or "University of Colorado") maintain the University of Colorado Health and Welfare Plan (the "Plan") for the benefit of eligible employees; and

WHEREAS, Section 6.1 of the Plan reserves to the University the right to amend the Plan,

NOW THEREFORE, the Plan is amended, effective October 1, 2012, to read as follows:

1. Section 3.1 of the Plan is amended in its entirety to read as follows:

"3.1 Benefits Incorporated by Reference

(a) General

The terms, conditions and limitations of certain of the component benefits offered under this Plan are contained in the applicable Component Documents referenced in Appendix II, and which are incorporated herein in full, as amended from time to time. The insurer, contract number, or funding method of providing benefits may change from time to time and shall be reflected in the applicable Component Documents. Solely for the former employees of the City of Colorado Springs, Colorado who were employed at Memorial Hospital on September 30, 2012, and who are employed by UCH on October 1, 2012, who become Members under the CU Health Plan – Exclusive Component Document on October 1, 2012, such Members shall have the amount of the deductibles incurred from July 1, 2012 through September 30, 2012 under the health plan sponsored by the City of Colorado Springs, Colorado taken into account under the CU Health Plan – Exclusive Component Document as if paid under the Plan for the July 1, 2012 through June 30, 2013 Plan Year. Such deductible amounts credited:

(i) shall not exceed the maximum Plan Year deductible limit(s); and

(ii) shall not apply towards any copayment requirements

under the CU Health Plan – Exclusive Component Document of the Plan for the July 1, 2012 through June 30, 2013 Plan Year.

(b) Component Benefit Plans

The component benefit plans include:

- (i) medical and prescription drug benefits provided through health maintenance, preferred provider organization or point-of-service contracts and riders thereto;
- (ii) in certain cases, vision benefits and/or wellness and prevention program benefits; and
- (iii) behavioral health evaluations, clinical health coaching regarding cardiovascular disease, and MRI/lumbrosacral spinal injection evaluations.

An on-site Biometric Screening Program are available to eligible participants (active employees and retirees only) and are only available at such times and locations as designated by the Plan Administrator.

Wellness and prevention program benefits in addition to those described in (ii) above may also be made available as determined by the Plan Administrator to eligible participants and eligible dependents.”

2. Appendix II. B. is amended to read as follows:

“B. UCH Eligibility

- Eligible Employees: All regular employees who have a FTE status of .5 or more, who are working at least 20 hours a week.
- Effective Date of Coverage: The first day of the month coincident with or immediately after completing the eligibility requirements.
- Special Category: PERA Guarantee Retiree – a person who: (1) was an employee of the University of Colorado Hospital (“University Hospital”) on or prior to the date the assets and liabilities of University Hospital were transferred to and assumed by UCH; (2) elected on or after such transfer date to become an employee of UCH; (3) retired from UCH with at least 10 years of service with University Hospital and/or UCH; and (4) is at least 55 but under 65 years of age.

Employees of UCH and their dependents and former Employees of UCH and their dependents who are covered under one of the Component Documents listed in Appendix III.A.1 through 3 and 6, are eligible to participate in the behavioral health evaluations, clinical health coaching regarding cardiovascular disease, and MRI/lumbrosacral spinal injection evaluations.

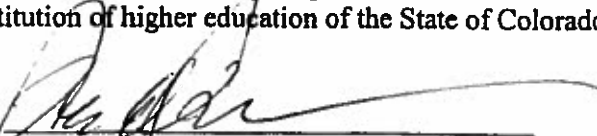
Any Eligible Employee of UCH who is a former employee of the City of Colorado Springs, Colorado who was employed at Memorial Hospital on September 30, 2012 and who becomes employed by UCH on October 1, 2012 shall be eligible to participate in the Plan effective October 1, 2012 provided such Eligible Employee enrolls effective October 1, 2012 and within the timeframe set by UCH and the Plan Administrator.”

This Amendment No. Eleven may be executed by original signature or electronic signature in multiple counterparts and may be delivered by fax or other electronic means, each of which shall be deemed to be an original, and all of which, when taken together shall constitute one (1) document.

The University of Colorado has caused this Amendment No. Eleven to be effective as provided herein, and executed as provided below.

PLAN SPONSOR

THE REGENTS OF THE UNIVERSITY
OF COLORADO, a body corporate and a state
institution of higher education of the State of Colorado

By: 
Bruce D. Benson
President

Date: 10/1/12

*OK
10/1/12*

The Participating Employers agree to Amendment No. Eleven to the University of Colorado Health and Welfare Plan effective as provided herein.

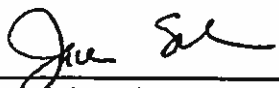
**PARTICIPATING EMPLOYERS (IN ADDITION TO
PLAN SPONSOR)**

UNIVERSITY OF COLORADO HOSPITAL
AUTHORITY, a body corporate and political
subdivision of the State of Colorado

By: _____
John P. Harney
President and Chief Executive Officer

Date: _____

UNIVERSITY PHYSICIANS, INCORPORATED

By: 
Jane Schumaker
Executive Director

Date: 9-28-12

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By: _____
Bruce D. Benson
President

Date: _____

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PARTICIPATING EMPLOYERS (IN ADDITION TO PLAN SPONSOR)

UNIVERSITY OF COLORADO HOSPITAL AUTHORITY, a body corporate and political subdivision of the State of Colorado

By: _____
John P. Harney
President and Chief Executive Officer

Date: 11/20/12

UNIVERSITY PHYSICIANS, INCORPORATED

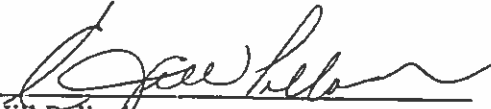
By: _____
Jane Schumaker
Executive Director

Date: _____

ACKNOWLEDGEMENT

I, E. Jill Pollock, Chairperson and Secretary of the Trust Committee of the University of Colorado Health and Welfare Trust ("Trust"), hereby acknowledge notification and receipt on behalf of the Trust, of Amendment No. Eleven to the University of Colorado Health and Welfare Plan ("Plan").

**UNIVERSITY OF COLORADO HEALTH
AND WELFARE TRUST**

By 
E. Jill Pollock
Chairperson of the Trust Committee and
Secretary

Dated: October 12, 2012