

School Smiles Group, Inc.
1499 Windhorst Way, Suite 100
Greenwood, IN 46143

MEMORANDUM OF UNDERSTANDING

TO: Breathitt County Schools District, KY

FROM: Elizabeth McClure, Director of Marketing & Sales
School Smiles On-site Dental

DATE: August 23, 2019

SUBJ: School Smiles Oral Health Program for the Breathitt County Schools, KY

The following represents the School Smiles Group Inc.'s ("School Smiles") proposal to provide portable on-site dental services for the Breathitt County School District ("District"). This program is not mandated and is a voluntary participation program for any of the schools and/or students within the District. The program will be available to any Breathitt County Schools ("School") and there is no commitment for any School within the District to use the School Smiles Dental Program.

District Offices:

Breathitt County Schools District
420 Court Street
Jackson, KY 41339
606-666-2491


School Smiles will provide portable on-site comprehensive dental care to School(s) of the Breathitt County School District on an as needed basis for preventative services with a minimum of every six months. In addition, treatment dates will then be coordinated with each School and scheduled as needed for follow up elective or routine care appointments. Services include, but are not limited to: routine examinations, cleanings, x-rays, fluoride treatments, sealant placement, restorations, extractions, crowns and oral hygiene instruction. All correspondence with parents, patient records and insurance (if applicable) are coordinated and maintained by School Smiles and are HIPAA compliant. There are no obligations or cost at any time for the School or District to schedule School Smiles. Either party may terminate this agreement with or without cause by giving thirty days written notice.

Services will be performed by the School Smiles dental team inside the School which coordinates a date with the School Smiles Program. There is no obligation or preparation required from the School prior to the dental team arrival. The dental team consists of a licensed dentist and dental assistant. All equipment and services provided will comply with the State Dental Board regulations, OSHA, and ADA guidelines for portable on-site dental services.

Please do not hesitate to call School Smiles at 1.855.497.6453 ext. 6632 should you have any questions. On behalf of all of School Smiles, we look forward to proudly serve you at this location.

Name: _____
Title: _____
Breathitt County School District

Date: _____


Elizabeth McClure
Director of Marketing & Sales
School Smiles Group Inc.

Date: August 23, 2019

INDEMNIFICATION AGREEMENT

This Indemnification Agreement is made on this 23 day of August, 2019 by and between School Smiles Group Inc. ("School Smiles") and the Breathitt County School District, KY (the "District"):

WITNESSETH:

WHEREAS, School Smiles is a comprehensive dental program servicing school systems;

WHEREAS, as a condition to School Smiles providing dental services to students at the District (the "Services"), the District has required that School Smiles enter into this Indemnification Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

A. INDEMNIFICATION AND HOLD HARMLESS

School Smiles, to the fullest extent permitted by law, shall indemnify, hold harmless and defend District and any of its officers, directors, employees, or agents from and against claims, losses, damages, liabilities, including reasonable attorneys' fees and expenses, for bodily injury, sickness or death, and property damage or destruction to the extent resulting from the negligent acts or willful misconduct of School Smiles its officers, directors, employees, or agents.

B. INSURANCE

School Smiles will purchase and maintain the following insurance coverage:

- 1) Workers' compensation insurance (including occupational disease coverage) as required by state and federal law;
- 2) Commercial general liability coverage with a limit of at least \$1,000,000, per occurrence and \$3,000,000 in the aggregate, for bodily injury and property damage. The limit may be reached through a combination of primary and umbrella/excess liability policies.
- 3) Business auto liability insurance of at least \$1,000,000 on all vehicles owned, leased, or operated by School Smiles;
- 4) Professional liability coverage with a limit of at least \$1,000,000 per claim in the aggregate; and
- 5) Umbrella liability coverage of at least \$5,000,000.

School Smiles agrees to furnish School with Certificates of Insurance evidencing that the aforesaid insurance coverage is in full force.

C. AMENDMENT

This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

D. CHOICE OF LAW

The validity, construction and operation of this Agreement shall be governed by the laws of the State of Kentucky without regard to its principles of conflicts of laws.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first written above.

SCHOOL SMILES GROUP INC.

By: Elizabeth McClure

Printed: Elizabeth McClure

Its: Director of Marketing And Sales

Date: August 23, 2019

BREATHITT COUNTY SCHOOL DISTRICT

By: _____

Printed: _____

Its: _____

Date: _____



MIDAHEA-01

MIRANDA CONRAD

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

6/4/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER NFP Property & Casualty Services, Inc. 8900 Keystone Crossing Suite 1200 Indianapolis, IN 46240	CONTACT Lenzi Fields		
	PHONE (A/C, No, Ext): (317) 808-7223	FAX (A/C, No): (317) 972-7142	
	E-MAIL ADDRESS: lenzi.fields@nfp.com		
INSURED MidAmerica Health Inc Etal 1499 Windhorst Way Suite 100 Greenwood, IN 46143	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A: Cincinnati Insurance Company		10677
	INSURER B: Ohio Casualty Insurance Company		24074
	INSURER C: Lloyds of London		A1122J
	INSURER D:		
	INSURER E:		
	INSURER F:		

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input checked="" type="checkbox"/> OTHER: CYBER LIABILITY			ECP 0324434	8/31/2018	8/31/2019	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/OP AGG \$ 2,000,000 PER OCC/ AGG \$ 2,000,000
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY			EBA 0502429	8/31/2018	8/31/2019	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 0			EXS 0032788	8/31/2018	8/31/2019	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000 \$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N <input type="checkbox"/>	N/A	XWO56769984	11/6/2018	11/6/2019	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
C	Professional Liab.			W2445A180101	8/31/2018	8/31/2019	Claims Made/Per Occ 1,000,000
C	Sexual/Physi Miscndt			W2445A180101	8/31/2018	8/31/2019	Aggregate 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER

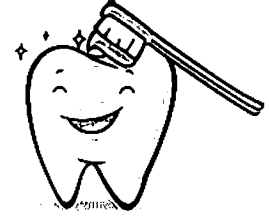
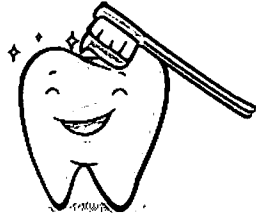
CANCELLATION

Schools Smiles
1499 Windhorst Way
Suite 100
Greenwood, IN 46143

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

John J. Miller III



School Smiles provides exceptional dental healthcare for children in need of services!

Complete Dental Care – For Insured and Uninsured – All Grade Levels!

- Patients are engaged in an on-going treatment plan specific to their diagnosis.
 - We provide their 6 month check-ups and restorative dental care.
- This includes (but not limited to): exams, cleanings, x-rays, fluoride treatment, sealants, restorations (fillings), crowns and extractions.

All School Smiles Dentist are Medicaid providers!!

* We also accept private pay insurance and for uninsured we have a foundation to cover the cost!

Less than 5% of our patients need referrals to an outside dentist!

Let School Smiles take care of everything!!

- We cover all printing and shipping cost for registration forms and oral health educational flyers.
- We can provide Kindergarten Screenings at no cost to help keep your school compliant!
We can also attend back-to-school or registration events to speak with parents about our services.
- Prior to our visit you will receive a schedule of students seeing the dentist with their appointment time.
- We handle all correspondence with parents, verification of insurance benefits and claims processing.
- **24 hour emergency consultation is available to all of our patients.**
- Every child enrolled receives new dental supplies and oral hygiene instruction at their dental appointment.

We are committed to our patients, parents and guardians by addressing the child's immediate dental needs and monitoring their on-going dental healthcare!

There is no cost, no commitment, and no obligation for you to schedule with School Smiles!

For more information please contact:

Elizabeth McClure

(855) 49SMILE x 2060 / (855) 497.6453 x 2060

emcclure@schoolsmiles.com