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STANDARDS OF CONDUCT & CODE OF ETHICS

Freedom Health, Inc. and Optimum HealthCare, Inc. (collectively referred to herein as the "Health Plan") along with its Associates, defined as including employees (including executive officers and senior management), the Board of Directors, P &T committee members, consultants, its providers, first tier, downstream and related entities ("FDRs") and vendors, are wholly committed to conducting business with the highest level of integrity and ethical standards and in accordance with all applicable federal, state and local statutes, regulations, sub-regulatory guidance and other requirements related to Parts C and D of the Medicare program and Medicaid program. The Health Plan is proud of its reputation, due largely to the ethical conduct of its Associates who understand that compliance and is every individual's responsibility from the top to the bottom of the organization.

These Standards of Conduct, along with the Code of Ethics, have been established in order to set forth the expected standards and rules for ethical business practices and the Health Plan's compliance expectations for all Associates. They are designed to guide Associates in their daily business and workplace operations. All Associates should strive to maintain a professional environment that considers ethics and compliance an integral part of all business decisions. Any changes to laws, rules, regulations and policies shall be incorporated into Health Plan policies and these Standards of Conduct and training will be conducted accordingly, as required.

Any questions or comments about the Standards of Conduct, a compliant, legal or ethical action, or reports of violations of law, regulations, Centers for Medicaid and Medicare Services (CMS) or State Medicaid program requirements may be directed to the Health Plan's Compliance Officer, Corporate Counsel or Human Resources Department. It is the obligation of Associates, Board Members and FDRs to report program noncompliance to the Health Plan, State Medicaid Agency, CMS, or CMS' designee (such as MEDICs). Any Associate who reports a suspected violation of the Standards of Conduct or Code of Ethics may chose to remain anonymous.

Any act in violation of law, ethics or contrary to the policy and purpose of the Standards of Conduct or in contravention of the Medicare and Medicaid program or Fraud, Waste and Abuse policy

may be cause for disciplinary action, including verbal or written reprimands, suspension, termination, reporting of the conduct to law enforcement. Should any action taken by an Associate result in sanctions or monetary fines to the Health Plan, the Health Plan may institute financial penalties and/or take legal action against that Associate. The severity of the disciplinary action will be determined by the Compliance Officer in consultation with Corporate Counsel and Human Resources Director, as may be appropriate. Disciplinary action may also be taken against associates who fail to detect or report misconduct on the part of Associates under their supervision.

Retaliation against and/or intimidation of any Associate for good faith reporting of a violation of the Standards of Conduct or of a law or regulation is strictly prohibited and may be illegal. Likewise, retaliation against and/or intimidation of any FDR for good faith participation in the Health Plan's compliance program, including but not limited to reporting potential issues, investigating issues, conducting self-evaluations, audits and remedial actions, and reporting to appropriate Health Plan's Compliance Officer is also strictly prohibited. However, if a reporting individual was involved in an improper activity, the individual may be disciplined appropriately, even if he or she was the one who disclosed the matter to the Health Plan. In these circumstances, the decision to report the matter, and any subsequent cooperation, may be considered as mitigating factors in any disciplinary decision.

HEALTH PLAN MISSION

TO BE A LEADER WITHIN THE GOVERNMENT SPONSORED HEALTH CARE INDUSTRY IN PARTNERSHIP WITH PROVIDERS AND GOVERNMENT TO PROVIDE INNOVATIVE, COST EFFECTIVE AND QUALITY HEALTH CARE SERVICES TO OUR MEMBERS.

CORE VALUES

- **Integrity and Accountability** – All Associates must earn the trust of others by following through on commitments, demonstrating efficiency and accepting accountability for all courses of action undertaken.
- **Teamwork** – All Associates are expected to willingly participate with others in a forthright and supportive manner, to collaborate in the work and activities of the team and to use their best person efforts to maximize the team's effectiveness.
- **Open Communication** – We believe that the open discussion of ideas, suggestions and concerns is important to our mutual success. All Associates are encouraged to bring forth their recommendations, questions, problems or any other issues which are believed to be important and which can contribute to the resolution of problems and help build a better stronger organization.

STANDARDS OF CONDUCT

I. WORKPLACE CONDUCT

EQUAL EMPLOYMENT OPPORTUNITY.

The Health Plan is committed to complying with all applicable federal and state laws providing equal employment opportunity to all Associates and job applicants and prohibits discrimination on a number of bases including race, color, religion, sex, age, national origin, pregnancy, physical or mental disability, citizenship, and disabled veteran, Vietnam-era veteran, or other covered veteran status. Various state and local EEO laws may also prohibit other forms of discrimination, such as discrimination on the basis of marital status, sexual orientation, HIV status, gender identity, spousal affiliation, or ancestry.

The Health Plan seeks to recruit, hire, train and promote applicants and Associates without regard to age, color, disability, ethnicity, marital or family status, national origin, race, religion, sex, sexual orientation, veteran status or any other characteristic protected by applicable law. All hiring and promotion decisions are based on the qualifications of the individual applicants or Associates. The Health Plan takes affirmative steps to ensure that applicants are hired, and Associates are treated, in a non-discriminatory manner. The Health Plan's commitment to equal opportunity principles applies to all aspects of employment, including recruitment, retention, promotion, compensation, benefits, and training.

Further, in keeping with its EEO commitment, the Health Plan does not tolerate discrimination toward or harassment of applicants or employees by any Associates, as well as business partners, contractors, and Health Plan members. These policies govern regardless of workplace location, which may include a customer's premises or an offsite business meeting. They also govern conduct at all Health Plan-sponsored activities. As a Health Plan Associate, you must familiarize yourself with EEO policies, abide by them, and immediately report any conduct that you believe is inconsistent with them to the Human Resources Department.

HARASSMENT AND DISCRIMINATION.

The Health Plan strives to provide a respectful work environment free of harassment and discrimination based on age, color, race, national origin, veteran status, religion, sex, sexual orientation, ethnicity, marital or family status, disability or any other legally protected category. Sexual harassment includes unwelcome sexual advances or requests for sexual favors in connection with job decisions, or verbal or physical conduct of a sexual nature that interferes with an Associate's work performance or creates an intimidating, hostile or offensive working environment. Even harassing conduct that does not rise to the level of unlawful harassment or is not prohibited by law in the particular jurisdiction of the Associate may violate Health Plan policy.

The Health Plan will not tolerate harassment in any form - conduct, speech, written notes, photos, cartoons or electronic mail. Harassment can also include workplace violence, such as threats of violence or violence directed against co-workers or the Health Plan, or "stalking" behavior committed by or directed at company Associates.

Associates of the Health Plan who observe or experience any form of harassment or discrimination from any individual should report the incident to Human Resources or the Compliance Officer.

Associates who violate this standard will be subject to the full range of disciplinary sanctions, up to and including termination where appropriate.

DRUG-FREE, ALCOHOL-FREE WORKPLACE.

The Health Plan is committed to being a drug-free, alcohol-free environment. Accordingly, the use of alcohol, illegal or controlled drugs that interfere with the ability to perform one's work duties while on Company premises is prohibited.

Any Associate reporting to work under the influence of alcohol or an illegal or controlled substance shall be prohibited from the workplace and any property under the control of the Health Plan and shall be subject to disciplinary action, up to and including termination. Any Associate found to be in the possession of illegal substances on Company premises and/or involved in the unlawful manufacture, sale, distribution, dispensing, possession or use of an illegal or controlled substance shall also be subject to disciplinary action, up to and including termination.

The use of alcoholic beverages is prohibited in the workplace or on any Health Plan property, during business hours or while conducting Health Plan business. However, the Chief Executive Officer (CEO) of the Health Plan may waive this prohibition with respect to any event sponsored by the Health Plan.

Associates of the Health Plan are required to notify Human Resources within three (3) calendar days of an arrest for an offense involving a controlled substance.

COMPLIANCE PROGRAM.

The Health Plan's Compliance Program is designed to promote adherence to appropriate standards of business conduct throughout all aspects of the organization's operation and to ensure conformance with applicable federal and state regulatory obligations by the organization and its employees, board members, committee members, consultants, providers, FDRs and vendors. The Health Plan complies with all Federal and State requirements, including but not limited to:

- Title XVIII and XIX of the Social Security Act;
- Title 42 of the Code of Federal Regulations;
- Federal and State False Claims Acts (31 U.S.C. §§ 3729-3733);
- Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b));
- The Beneficiary Inducement Statute (42 U.S.C. § 1320a-7a(a)(5));
- Physician Self-Referral ("Stark") Statute (42 U.S.C. § 1395nn);
- Health Insurance Portability and Accountability Act;
- Fraud Enforcement and Recovery Act of 2009;
- Prohibitions against employing or contracting with persons or entities that have been excluded from doing business with the Federal government;
- Other applicable criminal statutes;
- Chapter 409 Florida Statutes, specifically s. 409.91212;
- Chapter 59G Florida Administrative Code;
- Applicable provisions of the Federal Food, Drug, and Cosmetic Act;
- Medicare Regulations governing Part C and D (42 C.F.R 422 and 423)
- All sub-regulatory guidance produced by CMS such as manuals, training materials, HPMS memos, and guides; and
- Contractual commitments.

The Health Plan's Compliance Department is responsible for implementing the Compliance Program; implementing, monitoring, maintaining, and enforcing the Standards of Conduct and Code of Ethics; developing and adopting policies and procedures pertaining to ethical conduct; ensuring prompt response to inquiries and reported violations; and imposing disciplinary actions related to compliance violations.

It is every Associate's responsibility to prevent, detect, and correct fraud, waste, and abuse and report instances of noncompliance to the Health Plan Compliance Officer, State Medicaid Agency, CMS, CMS' designee (such as the MEDICs) and or to law enforcement. The Health Plan Fraud, Waste and Abuse Prevention Plan (contained in the Health Plan Compliance Plan and Fraud, Waste, and Abuse Prevention)specifies individual responsibilities and actions regarding fraud, waste and abuse.

The Health Plan's Compliance Officer is responsible for all aspects of the Health Plan's Compliance Program. The Compliance Officer is the Health Plan's link to important compliance information and education. Employees, board members, committee members, consultants, providers, FDRs and vendors are all encouraged to seek guidance concerning any obligations and report any instances of noncompliance. The Health Plan provides several resources for assistance and reporting.

- **Compliance Hotline:** 1-888-548-0094 (24 Hours a Day/7 Days a week)
- **Compliance Fax:** 1-888-548-0092 (24 Hours a Day/7 Days a week)
- **Compliance Email:** compliancereporting@americas1stchoice.com (24 Hours a Day/7 Days a week)
- **Compliance Online Form:** www.americas1stchoice.ethicspoint.com (24 Hours a Day/7 Days a week)
- **Compliance Drop Boxes:** secure boxes located at each office location (available during business hours)
- **Compliance Post Office Box:** Compliance Reporting, P.O. Box 152137, Tampa, FL 33684 (24 Hours a Day/7 Days a week)

There are also external agencies to report concerns involving noncompliance, FWA and HIPAA:

- **Florida State Attorney General:** 1-866-966-7226
- **Agency for Health Care Administration, Medicaid Program Integrity:** 1-888-419-3456
- **Department of Financial Services, Division of Insurance Fraud:** 1-800-378-8445
- **Department of Health & Human Services, Office of Inspector General:** 1-800-447-8477

It is imperative that all Associates recognize and distinguish potential FWA issues and familiarize themselves with those activities and practices that may constitute fraud, waste or abuse. The Health Plan's Compliance Plan and Fraud, Waste, and Abuse Prevention, along with departmental policies and procedures cites several examples of fraud, waste and abuse and provides specific guidance to Associates on dealing with potential program compliance and FWA issues.

Fraud, waste and abuse are defined as follows:

Fraud: An intentional deception or misrepresentation made by a person with the knowledge that the deception could result in some unauthorized benefit to oneself or some other person. It includes any act that constitutes fraud under applicable Federal or State law.

Waste: An overutilization of services or improper billing practices that result in unnecessary costs. Generally not considered caused by criminally negligent actions but rather through the misuse of resources.

Abuse: Gross negligence or reckless disregard for the truth in a manner that could result in an unauthorized benefit and unnecessary costs either directly or indirectly.

Those who report concerns may choose to remain anonymous. All reports of potential violations will be kept confidential. If you choose not to remain anonymous, your identity will not be disclosed unless it is absolutely necessary during an investigation. Retaliation and/or intimidation for good faith reporting of a violation of the Standards of Conduct, law or regulation is strictly prohibited and may be illegal. If someone has been retaliated against for reporting a potential violation or cooperating in an investigation, immediately contact the Compliance Officer.

Compliance violations received via an internal and/or external reporting mechanism or self-identified through an internal department and/or external agency are investigated and logged according to the following procedure, (excluding marketing and sales investigation):

The Compliance Department inquiry/investigation is timely and reasonable where evidence suggests non-compliant activity. The initiating source of the inquiry may be an associate, member complaint, a result

of an internal audit, or other means. The Compliance Department considers the appropriate time of initiation of the inquiry to be immediate, but no later than 2 weeks from the date the potential misconduct is identified and/or brought to the attention of the Compliance Department. The Health Plan ensures a prompt response to all detected offenses. Research and investigation timeframes may also be dictated by the source of the inquiry.

The inquiry is officially initiated by recording the investigation in the Compliance Log. The inquiry includes an investigation of the matter by the Compliance Officer and/or his/her designee. These research efforts include, but are not limited to, the collection of facts, review of regulatory guidance, contact with members, and/or providers, requests for information from the organization's departments, and interviews with appropriate employees. All research, inquiries, and other investigative activities are kept within the smallest number of individuals in order to ensure confidentiality whenever feasible. Factual information is assembled, interviews conducted and recorded, and written responses obtained in order to ensure that the inquiry remains objective. Upon completing the inquiry, the Compliance Officer and/or his/her designee will complete a written summary of the findings.

Corrective Actions

The organization corrects compliance and FWA problems promptly after they are identified. In the case of compliance violations which have been clearly demonstrated to be founded and supported by evidence, a corrective action plan (CAP) will be issued. The corrective action plan is designed to correct the underlying problem that resulted in program violations and to prevent future noncompliance. Root cause analysis is done to ensure underlying issue is addressed. The CAP also has timeframes for specific achievements towards addressing the deficiency. For FDRs, detailed ramifications are also listed in the written agreement if the FDR fails to implement the corrective action satisfactorily. Appropriate regulatory agencies are also notified of the offense within the appropriate time frames.

Follow up is done on all corrective action plans to ensure that the misconduct has been properly addressed and continued monitoring is put into place. If corrective actions are not properly implemented or corrected appropriate disciplinary measures are taken including and up to termination of the employee or contract.

ADVERTISING/MARKETING.

The Health Plan is prohibited from conducting unfair or deceptive advertising and marketing practices to facilitate enrollment. When marketing or promoting the Health Plan, sales representatives may not provide misrepresentations or inaccurate statements. The Health Plan's products should not be marketed in any way that might cause confusion with competitor's products. Prior to the use and distribution of any marketing materials, the materials must be reviewed and approved by the Health Plan to ensure they are factual, nondiscriminatory, not misleading, meet certain regulatory requirements and receive regulatory approval.

As a Medicare Advantage and Medicaid Managed Care company, the Health Plan is required to enroll all eligible beneficiaries regardless of religion, gender, race, color, age, or national origin, health status, pre-existing condition, or need for health care services. Additionally, the Health Plan is prohibited from encouraging disenrollment of an eligible beneficiary because of the beneficiary's health status.

Sales representatives must adhere to CMS' Medicare Marketing Guidelines when marketing to Medicare beneficiaries. Anyone promoting or marketing the Health Plan must be familiar with and comply with federal and state regulations. Any reports of violations of the guidelines, regulations or company policy will result in a prompt investigation by the Compliance Department. Confirmed violations will result in disciplinary action, up to and including termination.

FEDERAL EXCLUSIONS.

The Health Plan must not knowingly have affiliations with individuals or entities debarred or excluded by federal agencies. In accordance with the Department of Health and Human Services (DHHS), Office of Inspector General (OIG), and the General Service Administration (GSA), the Health Plan shall check the exclusions lists at the time of hire or contract and monthly thereafter to ensure it does not engage the services of employees, board members, committee members, consultants, providers, FDRs and vendors who have been excluded from participation in any government funded programs.

WORKPLACE HEALTH AND SAFETY.

All Health Plan Associates should perform their duties in compliance with all applicable institutional policies, federal, state and local laws and standards relating to the environment and protection of worker health and safety. Associates should become familiar with and understand how these laws, standards, and policies apply to their specific job responsibilities. Each employee or contractor of the Health Plan is responsible for advising his or her department supervisor of any serious workplace injury or any situation presenting a danger of injury so that timely corrective action may be taken. Department supervisors of the Health Plan must report unsafe practices or conditions to the Health Plan Internal Risk Manager or Compliance Officer.

WORKPLACE VIOLENCE.

The Health Plan strives to assure that all employees and contractors are provided a safe working environment. Violence in the workplace is not tolerated. To preserve workplace safety and security, no Associate shall possess weapons (regardless of whether they have a permit) of any sort including, but not limited to, firearms, ammunition, explosives, incendiary devices, knives, defensive incapacitating sprays and devices, and cases/holsters/sheaths for weapons on Health Plan property (subject to applicable law) in any company vehicles, or in the workplace or while acting in a business capacity. In addition, the Health Plan forbids acts or threats of physical violence, including intimidation, harassment, and/or coercion, that involve or affect the Health Plan (or its Associates, vendors or members) or that occur on Health Plan property or in the conduct of Health Plan business off the company property.

Associates who are involved in workplace violence against other individuals or verbal or written threats directed at individuals will be subject to disciplinary action, up to and including termination.

Associates of the Health Plan who observe or experience any form of violence should report the incident to the Health Plan Human Resources Director or Compliance Officer.

II. COMPANY CONDUCT

CONTACTS WITH THE GOVERNMENT AND OUTSIDE INVESTIGATORS.

The Health Plan will cooperate in government investigations and with all reasonable demands made by any governmental entity for information as to how the Health Plans conduct business. However, it is essential that the legal rights of the Health Plan and its Associates be protected. If an Associate of the Health Plan receives a subpoena, inquiry, or other legal document from any governmental agency regarding the Health Plan's business, whether at home or in the workplace, the Associate must immediately notify the Health Plan's Corporate Counsel or Compliance Officer.

To best protect the Associate and the Health Plan, if any governmental agency or representative of a governmental agency contacts an Associate outside of the workplace concerning the Health Plan's business, the Associate may politely ask the agent to contact the Health Plan's Corporate Counsel or Compliance Officer. While the Health Plan does not prohibit an Associate from speaking to any government investigator or agent, no Health Plan documents or data in response to a government request for information may be provided without first obtaining authorization from Corporate Counsel.

CONTACTS WITH THE MEDIA.

Only the CEO of the Health Plan may act as the spokesperson for the Health Plan. If at any time a member of the media is requesting information regarding Health Plan business, Associates should immediately contact the Health Plans' Corporate Counsel and/or Compliance Officer.

ACCURACY OF RECORDS.

Each Associate is responsible for ensuring that information recorded and reported as part of his or her daily job duties is truthful and accurate. Records must be maintained in accordance with applicable laws and policies and must accurately and fairly reflect the business transactions of the Health Plan. This encompasses all records, whether of a medical, operational, or financial nature and includes the correct

reporting of time worked, business expenses, Associate production or performance data and the production and performance data of the Health Plan and any other business-related activities.

No intentionally false or misleading entries shall be made in any way in any of the Health Plan's books, records or accounts for any reason. No Associate may inaccurately identify labor costs in the company's records or submit or instruct another company Associate to submit time charges which do not accurately reflect actual time worked. Making any false statement in a medical record that is used to support billing of medical services is strictly prohibited and considered criminal fraud. Any company Associate who violates this standard will be subject to the full range of disciplinary sanctions, up to and including termination for cause where appropriate.

If you have a question or concerns about the accuracy of records, you should discuss it with Human Resources, the Health Plan's Corporate Counsel, and/or Compliance Officer, as appropriate.

RETENTION AND DISPOSAL OF RECORDS.

The Health Plan is required to maintain an active and continuing records management program that identifies vital and confidential records and ensures the appropriate retention and disposition of records. Associates must comply at all times with all Health Plan records retention policies and with any document or record preservation notices. No Health Plan Associate should tamper with records, or remove or destroy them except in accordance with the approved retention and disposition policy. Records that are possibly relevant to litigation or a government investigation may not be destroyed until the matter has been concluded and the legal department has approved, in writing, of the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding will result in disciplinary action, up to and including termination and is also criminal act and could result in large fines and incarceration.

A record is any information, regardless of physical format, that has been created or received in the transaction of the Company's business. Physical format of a record includes hard copy, electronic, magnetic tape, disk, audio, video, optical image, etc.

COMPUTER AND INFORMATION SYSTEMS SECURITY.

Every Associate is responsible for the appropriate use of telephones, computers, copy machines and Health Plan issued cellular phones and laptops. Personal use of such equipment is limited and subject to restrictions. There is no expectation of a right to privacy when using Health Plan owned computer and information systems. Subject to applicable local law, the Health Plan may review all electronic information and communications and systems or networks may be subject to monitoring.

All computer passwords should be considered highly confidential. Associates should never disclose computer passwords to anyone other than those individuals within the Health Plan that have official capacity to access Associate passwords. Furthermore, Associates should not write or otherwise document passwords in a place that is accessible by others. No one may access, or attempt to obtain access to, another individual's or the Company's electronic communications without appropriate authorization.

INTERNAL OR CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY.

Private, proprietary and confidential information and intellectual property belonging to or in the care of the Health Plan is of great value to the Health Plan and others. Disclosure of confidential information to persons outside the Health Plan is prohibited, unless there is a legitimate need for the information and they have been properly authorized by company management to receive it.

> *Confidential Information:* Information that is categorized as internal or confidential must be used for Health Plan's business only, and must not be discussed or disclosed to anyone outside of the Health Plan, including family members, without proper authorization. Nonpublic information about the Health Plan cannot be used for personal gain. Measures must be taken to protect all internal or confidential information and any other information that is not intended to be available to the public by keeping it secure, limiting access to those who have a need to know and avoiding discussion of internal or confidential information in public areas. Confidential information includes written documents made in the course of business, e-mails and technical data, along with the ideas, plans and processes that the Health Plan uses in its business every day. Information that comes to the Health Plan from a customer, supplier or competitor as part of its business should be

treated as confidential information, unless it is objectively clear that such information is not confidential to the customer, supplier or competitor.

Intellectual Property: The Health Plan's trade secrets, sometimes called "intellectual property," often result from a significant investment of the Health Plan's resources. Intellectual property is an important asset that helps with our competitive advantage and must be protected. Intellectual property includes any invention, discovery, trade secret, technology, creation, scientific or technological development, computer software, or other form of expression of an idea that arises from the activities of Associates of the Health Plan, or anyone using the Health Plan's offices or facilities under the supervision of Health Plan's personnel. Examples of intellectual property include the Health Plan's name, logo, trademarks, copyrights, patents, software, ideas, inventions, discoveries, research plans and strategies.

The Health Plan owns intellectual property created by Associates if the intellectual property is: created by an Associate within the scope of employment, created by the Associate during work hours and/or with the use of the Health Plan's facilities or supplies, commissioned by the Health Plan pursuant to a signed contract, fits within one of the nine categories of works considered works for hire under copyright law or results from research supported by federal funds or third party sponsorship. An Associate must disclose intellectual property created by the Associate to the Health Plan Compliance Officer or Corporate Counsel well before he or she submits any information about the intellectual property for publication, or makes any public or private disclosure to a commercial entity.

All Associates must take measures to protect the Health Plan's intellectual property and to avoid infringing on the intellectual property rights of others. Refer any misuse or infringement of the Health Plan's intellectual property to the Health Plan Corporate Counsel.

PHOTOCOPYING OF COPYRIGHTED MATERIAL.

Most works should be presumed to be copyright protected, unless further information from the copyright holder or express notice reveals that the copyright holder intends the work to be in the public domain.

Permission must be obtained from the copyright owner to copy copyrighted materials where copying extends beyond the boundaries of the guidelines contained in the copyrighted materials policy, advice of the Health Plan's Corporate Counsel has not been sought, and, copying is not fair use.

COMPUTER SOFTWARE.

Associates who use software licensed to the Health Plan or an entity owned by the Health Plan must abide by applicable software license agreements and may copy licensed software only as permitted by the license. Unauthorized duplication of copyrighted software is a violation of federal copyright law. Associates should direct any questions about applicable software license agreements to their department supervisor or manager.

PROTECTED HEALTH INFORMATION.

The Health Plan is committed to conducting business in compliance with national standards for privacy, security, and electronic transactions of Protected Health Information as set forth in the Health Insurance Portability and Accountability Act ("HIPAA"). All Associates of the Health Plan are expected to follow the Health Plan's HIPAA policies and procedures. Confidential and proprietary information regarding the Health Plan's members, including but not limited to medical and financial information, must be protected. Confidential information should not be disclosed to anyone outside of the Health Plan, including friends, family, business or social acquaintances, customers or suppliers. Associates, providers, FDRs and vendors of the Health Plan are not permitted to disclose confidential member information to any unauthorized person. An Associate's obligation to not disclose such information exists both during and after their employment with the Health Plan.

III. BUSINESS CONDUCT

AUTHORITY TO ACT ON BEHALF OF THE HEALTH PLAN.

All Associates should be aware of the limitations on their authority to act on behalf of the Health Plan and should not take any action that exceeds those limits. No one is permitted to sign any document on behalf of the Health Plan or in any other way represent or exercise authority on behalf of the Health Plan, unless specifically authorized to do so. Only individuals expressly authorized by the CEO of the Health Plan may enter into contracts or agreements either oral or written on behalf of the Health Plan. No Associates may expend funds for any purchase unless the person is authorized to make such purchase in accordance with the Health Plan's approved policies and procedures for doing so.

ANTI-MONEY LAUNDERING.

The Health Plan is committed to complying with laws and regulations designed to deter money-laundering and combat the financing of terrorism. Any activity aimed at concealing the origin of unlawfully gained money is strictly prohibited by the Health Plan. The Health Plan will use all reasonable efforts to prevent itself from being used by others to facilitate money laundering and the financing of terrorist activities. Further, the Health Plan will only conduct business with reputable providers and vendors engaged in legitimate business activities, with money derived from legitimate sources.

If it is suspected that the Health Plan has received a suspicious payment or is being used to aid money laundering, it must be immediately reported to the Health Plan's Compliance Officer or Corporate Counsel.

THE FALSE CLAIMS ACT AND GOVERNMENT CLAIMS REIMBURSEMENT.

As a provider of services under contracts with government programs, the Health Plan is subject to federal and state false claims acts that prohibit submission of a false claim or making a false record or statement

in order to gain reimbursement from and/or avoid an obligation to a government-sponsored program such as Medicare or Medicaid.

All claims for reimbursement made by or on behalf of the Health Plan shall adhere to applicable laws, regulations, and the Health Plan's approved policies and procedures. Associates shall follow all legal and regulatory guidelines for claims reimbursement for services provided by providers. The Health Plan shall collect only those amounts to which the Health Plan is entitled, and promptly refund amounts billed and/or collected in error.

If an Associate has any uncertainty about the proper application of government program rules or requirements or any document prepared for submission to the government, or any questions about the accuracy or completeness of a submission, the Associate has a responsibility to raise the issue with the Health Plan Compliance Officer or Corporate Counsel**.**

CONFLICTS OF INTEREST.

A conflict of interest exists any time an Associate's loyalty to the Health Plan or decision-making is or appears to be influenced by an outside personal interest. The appearance of a potential conflict of interest can cause the Health Plan's business partners and members to question the Health Plan's motives, and as such, Associates must ensure that their personal interests do not create such a situation.

Associates are required to avoid financial or other outside relationships that might be adverse to the interests of the Health Plan, produce conflicting loyalties, interfere with effective job performance or involve even the appearance of such adverse interests, conflict or interference. Health Plan employees, contractors and Board Members are prohibited from having a direct or indirect interest, financial or otherwise, in a corporation or business, engage in a professional activity, or incur an obligation of any nature that is in substantial conflict with or might reasonably tend to influence the discharge of the their official duties for the Health Plan. The Health Plan's policy regarding conflicts of interest is straightforward: don't compete with the Health Plan and never let your dealings on behalf of the Health Plan be influenced – or even appear to be influenced – by personal interests.

A good general rule is to assume that a potential conflict of interest exists any time an observer of an Associate's actions could question whether the Associate is motivated solely by his or her responsibilities to the Health Plan.

Compliance with this standard requires full disclosure on the part of all Associates. Accordingly, all actual or potential conflicts must be disclosed to the Compliance Department, Corporate Counsel or Human Resources so that the Health Plan can determine whether a conflict exists and if so, what actions should be taken to eliminate or avoid the conflict. At least once per year the Health Plans will ask Associates to complete a conflict of interest questionnaire and all questions must be answered fully and accurately. However, if, at any time throughout the year, an Associate assumes or becomes involved in any activity that might be perceived as a potential conflict of interest, the Associate is responsible for disclosing it to the proper personnel.

At least annually, FDRs are required to obtain from their employees, board members, volunteers, consultants and P&T committee members, if any, conflict of interest statements and to certify and attest that they have done so.

Responses to the conflict of interest questionnaire and attestations will be reviewed by the Compliance Department who will collect any additional information needed, determine whether actual or potential conflicts exist, and whether a resolution or mitigation plan is required to address such actual or potential conflicts. The Compliance Officer shall report actual conflicts of interest to the Board of Directors.

Failure to disclose a potential conflict of interest will subject the Associate to appropriate disciplinary action.

Outside Employment.

The first responsibility of Health Plan employees and Board Members is to the Health Plan. Outside professional commitments should not interfere with an employee or Board Member's responsibility to the Health Plan.

Certain regulations prohibit employees from outside employment that would cause a conflict of interest, reduce the ability to perform job duties as a Health Plan employee, or bring

discredit to the Health Plan. Regulations also may cover paid employment and volunteer service, such as with a not-for-profit organization or other governmental entity. If an employee is considering any form of outside employment or currently holds outside employment, the employee should contact the Human Resources Department to determine whether an employee's outside employment is regulated.

Additionally, full-time employees and contractors of the Health Plan must receive permission from the CEO of the Health Plan before accepting employment or independent contractor status of any type from any vendor who provides services to the Health Plan. The CEO of the Health Plan will determine whether this possible employment might create a conflict of interest situation.

Board Members, similarly, should report to the Health Plan's Corporate Counsel if deciding or prior to accepting and serving a position on the board of directors of another company, civic association or non-profit organization. It will be the determination of the entire Board of Directors of the Health Plan whether such relationship poses a conflict of interest.

Political Activities.

Associates and Board Members may participate in the political affairs of their communities and country on an individual basis, on their own time and at their own expense. Associates and Board Members may not make direct or indirect political contributions of any kind on behalf of the Health Plan, and will not be reimbursed for any such expenses. Further, Associates of the Health Plan may participate in political activities provided such activities are not conducted during work hours, are not in contravention with the Constitution and laws of the United States and the State of Florida, does not interfere with the discharge and performance of the Associate's duties and responsibilities, and does not involve the use of equipment, supplies, or services of the Health Plan. In addition, Associates of the Health Plan are not allowed to support or oppose (in writing or orally) any legislation purporting to be a Health Plan representative.

KICKBACKS, BRIBES AND GRATUITIES.

The Health Plan complies with all applicable federal and state anti-kickback laws and regulations. Kickbacks and bribes are undisclosed payments, gifts, or services offered in return for something of value, increased business, or business referral. It is a criminal offense to receive or solicit any remuneration, including a gift, cash, rebate, or discount in return for member/patient referrals. It is also a crime to receive or solicit remuneration in return for purchasing, ordering, or arranging for or recommending purchasing, leasing, or ordering any good or service that may be reimbursed under a government health care program, such as Medicare or Medicaid. Employees must be especially vigilant in business dealings with actual or potential business partners to ensure that what the employee may construe as a routine business courtesy is not in fact a bribe or a kickback. A routine business courtesy will generally be of fairly low value and will be reasonably related to a legitimate business objective,

Associates of the Health Plan who are involved in any type of bribery or kickback scheme will receive disciplinary action, up to and including termination and possible prosecution, if applicable.

Further, the Health Plan will ensure that government employees are not offered or given, either directly or indirectly, entertainment, gratuities or other items, including transportation or meals at business meetings, that such employees are prohibited from receiving by applicable agency regulations. Accordingly, Health Plan employees should obtain clearance from the Health Plan's Corporate Counsel before offering or giving any such item or service to a government employee.

CODE OF ETHICS

1. All Associates shall treat each other equally, fairly and with respect, providing an environment free from harassment, discrimination and violence.

2. All Associates shall make good faith efforts to report suspected incidences of noncompliance, violations of federal, state or local laws and regulations and fraud, waste or abuse.

3. All Associates shall maintain accurate records and abide by all retention and disposal polices established by the Health Plan.

4. All Associates shall protect the confidentiality of Health Plan information and Intellectual Property and that of its vendors and business associates.

5. No Associate of the Health Plan shall disclose confidential Health Plan information gained by reason of his or her official position or otherwise use such information for his or her personal gain or benefit.

6. All Associates shall use all reasonable efforts to prevent the disclosure of the protected health information of any member of the Health Plan, unless such information is otherwise required by law or authorized.

7. No Associate shall use their position within the Health Plan to act on behalf of the Health Plan, unless so authorized.

8. No Associate of the Health Plan shall accept or solicit any gift, favor, or service that might reasonably tend to influence their discharge of official duties or that he or she knows or should know is being offered with the intent to influence his or her official conduct.

9. No Associate of the Health Plan shall intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised his or her official powers or performing his or her official duties in favor of another.

10. No Associate of the Health Plan shall accept employment or engage in any business or professional activity that the he or she might reasonably expect would require or induce him or her to disclose confidential Health Plan information acquired by reason of his or her official position or which could reasonably be expected to impair his or her independence of judgment in the performance of his or her professional duties

11. No Associate of the Health Plan shall transact any business in his or her official capacity with any business entity that is of like competing interest of the Health Plan, including entities in which he or she owns a substantial interest.

12. No Associate of the Health Plan shall make personal investments that could reasonably be expected to create a substantial conflict between his or her private interest and the interests of the Health Plan.