



KS Plan Administrators LLC Code of Conduct and Business Ethics

I. Mission

KS Plan Administrators, LLC dba KelseyCare Advantage (KCA) is committed to conducting its business operations with high ethical standards and in full compliance with all applicable Federal and State laws, rules and regulations. KCA expects its employees and contractors to perform their job duties and represent the organization in a manner that reflects and upholds this commitment. The KCA Code of Conduct is designed to clearly communicate the organization's expectation and provide guidance to its employees and contractors in carrying out their daily activities within appropriate ethical and legal standards.

II. Purpose and Scope

All KCA employees and contractors must comply fully with the standards set forth in the KCA Code of Conduct as well as any additional parameters documented in department-specific policies and procedures. Employees and contractors who violate the Code of Conduct will be subjected to disciplinary action.

The standards and requirements in this Code of Conduct apply to all KCA employees including directors, officers, managers, and staff at all levels, and all KCA contractors and sub-contractors, including but not limited to providers, brokers, agents and enrollers.

III. Standards of Conduct

General Principles

All KCA employees and contractors shall conduct their daily activities in accordance with the following general principles of conduct:

1. Job duties must be performed in full compliance with both the letter and the spirit of Federal and State law. No employee shall take any action that he or she believes is in violation of any statute, rule or regulation. All employees are expected to have a practical working knowledge of Federal and State laws and regulations affecting their jobs responsibilities, and to inquire of their immediate supervisor when related questions arise.
2. Conduct activities with integrity and honesty. KCA employees shall strive for excellence in performing their duties

3. Avoid any conduct that could reasonably be expected to reflect adversely upon the integrity of the company, its officers, directors or other employees.
4. Be a positive influence and good corporate citizens in the communities where the company provides services. Treat members, providers, vendors, and fellow employees fairly and with respect.
5. Report to their supervisors or to the KCA Compliance Department any illegal or unethical practices of KCA employees, contractors, or agents.
6. Abide by the KCA Compliance Plan, Anti-Fraud Program, Conflicts of Interest Policy, and all other applicable Policies and Procedures.

Avoiding Conflicts of Interest

KCA employees and contractors shall:

1. Understand and abide by KCA's Conflict of Interest Policy
2. Avoid situations that could create, or appear to create, a conflict of interest unless such situations have been reported to management, approved and properly disclosed as required by the Conflict of Interest policy.
3. Avoid any financial, business, or other activity that competes with KCA's business interests, interferes or appears to interfere with the performance of their duties, or involves the use of KCA property, facilities, or resources, except to the extent consistent with conflict of interest policy.
4. Not have a financial or other personal interest, other than compensation provided by KCA, in a transaction between KCA or any of its business units and a vendor, supplier provider, or customer.

Business and Financial Practices

KCA Employees and contractors shall:

1. Conduct all KCA business transactions in accordance with management's general or specific directives, as specified by applicable KCA Policies and procedures, and in full compliance with governing Federal and State laws, rules and regulations.
2. Avoid offering or accepting any form or bribe, payment, gift or item of more than a nominal value to or from any person or entity with which KCA has or is seeking a business or regulatory relationship.

3. Avoid unfair competition or deceptive trade practices, including misrepresentation of KCA's products or operations. KCA employees and contractors shall not make false or disparaging statements about competitors or their products.
4. Comply with applicable antitrust laws. There shall be no discussion or agreements with competitors regarding price or other terms for products, prices paid to suppliers or providers, dividing up customers or geographic markets, or joint action to boycott or coerce certain customers, suppliers or providers.

Preventing, Detecting and Correcting Fraud, Waste and Abuse

KCA is committed to the detection and prevention of FWA. KCA maintains ultimate responsibility for adhering to and fully complying with all applicable State and Federal statutory and regulatory requirements. KCA will work in an ongoing manner with the appropriate entities to detect and prevent FWA as required by the CMS Prescription Drug Benefit Manual, Chapter 9- Part D Program to Control FWA.

KCA employees and contractors shall:

1. Comply with applicable laws, regulations, guidelines and KCA policies including KCA's Anti Fraud Program.
2. Immediately report suspected FWA conduct to the KCA Compliance Department.
3. Cooperate fully with and disclose all pertinent information with regard to any KCA investigation of suspected FWA conduct.

Marketing and Sales/Enrollment Activities

KCA will take all appropriate steps to ensure that its marketing personnel present clear complete and accurate information to potential enrollees. This includes ensuring that the marketing information has been approved by the Compliance Department and or the Centers for Medicare and Medicaid Services.

KCA employees shall:

1. Comply with applicable Federal and State laws, regulations, guidelines and KCA policy, including the Medicare Marketing Guidelines, with respect to all marketing, sales and enrollment activities.
2. Always place the best interest of potential enrollees and KCA above personal financial interest.
3. Present clear, complete, accurate information, and ensure that potential enrollees have the opportunity to make a well informed decision. This includes utilizing only marketing

materials and information that have been approved by, and comply with all requirements of, KCA and CMS.

4. Avoid providing any information or engaging in conduct that might in any way misrepresent KCA or its programs, or mislead, confuse, coerce or pressure potential enrollees. For example: Misrepresentation (by agent) that works for or is contracted with SSA or CMS;
5. Never offer cash payments, gifts, bribes or kickbacks to any person or entity to induce enrollment in KCA plans or programs.
6. Never engage in door-to-door solicitation of Medicare contracted products or programs.

Quality and Accessibility of Care

KCA employees and contractors shall:

1. Comply with applicable Federal and State laws, regulations, guidelines and KCA policies with respect to the provision of quality health care and KCA members
2. Make every effort to ensure that all covered services are available, accessible, and appropriately delivered to KCA members, and that KCA:
 - a. Contracts with providers in sufficient number and geographic location to service all KCA members.
 - b. Maintains reasonable, understandable utilization review procedures that facilitate rather than discourage access to covered services; and
 - c. Provide access to emergently needed services (according to reasonable person standard) without prior authorization, and timely coordination of appropriate maintenance and post-stabilization stabilization care.
3. Make all decisions regarding provisions of care or payment for services in a timely manner and in accordance with professionally recognized standards, without regard for fiscal concerns.
4. Never create or contribute to situations, either through action or failure to act, that could promote underutilization or poor quality of care, and immediately report any such situation or circumstance to appropriate manager.
5. Ensure that contracts with providers meet all KCA and regulatory requirements, and that incentives to promote efficient utilization of services do not include payment to reduce or limit medically necessary services to any particular enrollee.

6. Ensure at all times that providers are properly licensed and credentialed prior to providing services to KCA members.
7. Ensure that KCA members who are high utilizers of care continue to receive appropriate access to services and are not in any way encouraged to dis-enroll from KCA.

Confidentiality, Privacy, and Maintenance of Records

KCA employees and contractors shall:

1. Ensure timely and appropriate creation, distribution, retention, storage, retrieval and destruction of records and documents, in accordance with generally accepted accounting standards and other applicable Federal and State laws, regulations and policies.
2. Maintain the confidentiality of financial, medical, personnel, and other sensitive or proprietary information belonging to KCA, and/or information belonging to related KCA's suppliers, contractors, regulators, or customers.
3. Maintain the privacy and security of protected health information covered by HIPAA or other applicable patient/consumer privacy laws and regulations.

Work Place Conduct and Safety

KCA employees and contractors shall, at all times while on the job or otherwise representing KCA:

1. Act professionally and treat all fellow employees, members, contractors, or other individuals they encounter in the course of their duties with appropriate courtesy, dignity, and respect.
2. Avoid any type of behavior or conduct that could be construed as discrimination or harassment due to age, ethnicity, gender, religion, national origin, disability, sexual orientation, or covered veteran status.
3. Follow safe work practices and comply with all applicable safety standards and health regulations.

Department-Specific Compliance Standards and Operational Policies and Procedures

In addition to the standards and requirements described in this Code, compliance standards and operational policies and procedures specific to each KCA department will continue to be incorporated into department-specific manuals (and/or other appropriate media), and kept current with applicable Federal and State laws and regulations. The

department-specific policies and procedures are a resource for employees of each department, designed to enhance their ability to perform their duties in accordance with KCA's policies and applicable Federal and State laws and other requirements. Each department has defined and assigned responsibility for (i) the timely updating of policies and procedures, (ii) the necessary training and education of affected personnel, and (iii) the completion of monitoring and audit work plans as designated by the Compliance Officer to ensure ongoing compliance.

IV. Reporting and Investigations

KCA considers adherence to this Code of Conduct to be of paramount importance because establishing and maintaining a reputation for honest, ethical business practices is a key KCA corporate value. Furthermore, engaging in illegal activity or improper conduct may subject KCA to severe civil and criminal penalties that include large fines and exclusion from certain types of business. It is therefore crucial that any suspected illegal activity or improper conduct including violation of this Code or any other KCA policy be promptly reported and thoroughly investigated.

Duty to Report

1. KCA employees and contractors who become aware of any suspected illegal activity or improper conduct are required to immediately report the illegal activity or improper conduct through appropriate channels.
2. KCA employees should report suspected illegal activity or improper conduct to their supervisor or directly to the KCA Compliance Department.
3. KCA contractors should report suspected illegal activity or improper conduct directly to the KCA Compliance Department.
4. Suspected illegal activity or improper conduct may be reported to the KCA Compliance Department by sending an email to medicarefraudhotline@kelseycareadvantage.com or calling the KCA hotline at 713-442-9595.
5. Failure to report suspected illegal activity or improper conduct is a violation of this Code, and may be a violation of Federal and/or State law.
6. KCA has developed detailed reporting and investigation policies. All KCA employees and contractors are expected to be aware of and abide by the requirements of the reporting and investigation policies.

Anonymous Reporting

KCA employees and contractors may report suspected illegal activity or improper conduct anonymously.

1. To the extent permitted by Federal and State law, KCA will take reasonable precautions to maintain the confidentiality of those individuals who report illegal activity or improper conduct, and those individuals involved in the alleged violation, whether it turns out that improper acts occurred.
2. Failure to abide by this confidentiality obligation is a violation of this Code.

Investigations and Duty to Cooperate

It is KCA's policy to promptly and thoroughly investigate all reports of illegal activity or improper conduct. Detection of potential or actual issues related to compliance, ethical conduct, or other measurable areas of performance shall result in the initiation of appropriate corrective action. Any action, or lack of action, that prevents, hinders, or delays discovery and full investigation of suspected illegal activity or improper conduct is a violation of this Code, and may be a violation of Federal and/or State law.

1. Internal investigations will include interviews and reviews of relevant documents. KCA employees and contractors are required to cooperate fully with and disclose all pertinent information with regard to any KCA investigation of suspected illegal activity or improper conduct.
2. KCA, its employees and contractors shall cooperate with appropriate government investigations into possible civil and criminal violations of Federal and/or State law. It is important, however, that in this process KCA be able to protect the legal right of the Company and its personnel. **To accomplish these objectives, any governmental inquiries or request for information, documents, or interviews must be promptly referred to the KCA Compliance Department.**

Protection from Retaliation

KCA ensures that employees and contractors may report or assist in the investigation of suspected illegal acts or improper conduct without threat of negative consequences.

1. No retaliation, reprisals or disciplinary action will be taken or permitted against KCA employees or contractors for good faith participation in the Compliance Program, including but not limited to reporting potential issues to appropriate authorities, cooperating in the investigation of suspected illegal activities or improper conduct, and conducting self-evaluations, audits and remedial actions.
2. Failure to abide by this prohibition against retaliation or reprisals is a violation of this Code, and may be a violation of Federal and/or State law.

V. Disciplinary Action

KCA employees and contractors who engage in illegal activity or improper conduct, including violation of this Code or any other KCA policy, are subject to disciplinary action including oral or written warning or reprimands, suspension, termination, financial penalties and potential reporting of this conduct to law enforcement. If employees or contractors self-report their own illegal actions or improper conduct, KCA will take such self-reporting into account in determining appropriate disciplinary action.

VI. WHEN THE GOVERNMENT IS OUR CLIENT

In the course of our employment we may directly or indirectly perform services or work related to one or more government contracts, e.g., Federal Employee Program and Medicare. When the government is our client, there are additional requirements that we must adhere to. When we act as a government contractor or subcontractor, we have a special obligation not only to the government and the beneficiaries of those government programs but also to the public at large to ensure that we perform with the highest degree of integrity. Specifically, it is our responsibility to know the terms of the government contract(s) that we are performing services for or are working on and all of the policies and procedures related to those contracts. We may also be required to sign certifications, either internal or to the government, regarding the accuracy of information or the Company's performance under the contracts. If we have any doubt regarding any aspect of the Company's performance under any government contract, it is our duty to come forward immediately.

The unique nature of doing business with the government implicates particular statutes and regulations that do not normally apply to commercial transactions. There are also a number of laws that apply to government agencies and who they do business with so that the legal obligations of these agencies "flow down" to the Company as a contractor or subcontractor.

- Title XVIII of the Social Security Act
- Medicare regulations governing Part C and D found at 42 C.F.R § 422 and 423
- Patient Protection and Affordable Care Act (Pub. L. No. 111-148, 124 Stat.119)
- Health Insurance Portability and Accountability Act (HIPAA) (Public Law 104-191)
- False Claims Acts (31 U.S.C. §§3729-3733)
- Federal Criminal False Claims Statutes (18 U.S.C. §§287,1001)
- Anti-Kickback Statute (42 U.S.C. §132a-7b(b))
- The Beneficiary Inducement Statute (42 U.S.C. §132a-7a(a)(5))

- Physician Self-Referral (Stark) Statute (42 U.S.C §1395nn)
- Civil monetary penalties of Social Security Act (42 U.S.C. §1395w-27 (g))
- Fraud and Abuse, Privacy and Security Provision of Health Insurance Portability and Accountability Act, as modified by HITECH Act.
- Prohibitions against employing or contracting with persons or entities that have been excluded from doing business with the Federal Government (42 U.S.C. § 1395w-27(g)(1)(G))
- Fraud Enforcement and Recovery Act of 2009
- All sub-regulatory guidance produced by CMS and HHS such as manuals, training material, HPMS memos, and guides.

Failure to comply with these laws, the terms of our government contracts and Company policies and procedures can:

- Jeopardize the company's ability to participate in any government programs;
- Result in the loss of a particular government contract;
- Require the Company to refer your actions to the appropriate law enforcement authorities, a government agency or others, which could lead to criminal or civil prosecution of both you and the Company; and/or
- Subject you to the full range of disciplinary actions, up to and including termination.

ACKNOWLEDGMENT: CODE OF CONDUCT AND BUSINESS ETHICS

I hereby certify that:

I have read, understand and agree to abide by the KS Plan Administrators Code of Conduct and Business Ethics.

I have not been convicted of, or charged with, a criminal offense related to health care, nor have I been listed by a federal agency as debarred, excluded or otherwise ineligible for participation in federally funded health programs.

I agree to report suspected violations of any Federal and/or State laws, regulation, the Code of Conduct or the Anti-Fraud Plan to my supervisor or the Compliance Department. I understand that any violation of any Federal and/or State laws, regulations, the Code of Conduct, the Anti-Fraud Plan or any other KCA compliance policy or procedure is grounds for disciplinary action, up to and including discharge from employment.

Unless otherwise noted in the space immediately below, I am not aware of any possible violations of any Federal and/or State laws, regulation, the Code of Conduct or the Anti-Fraud Plan at this time.

Print Name

Date

Signature

Department/Unit

Conflict of Interest

I am reporting the conflict of interest below so that there may be full disclosure of any current conflict of interest.
