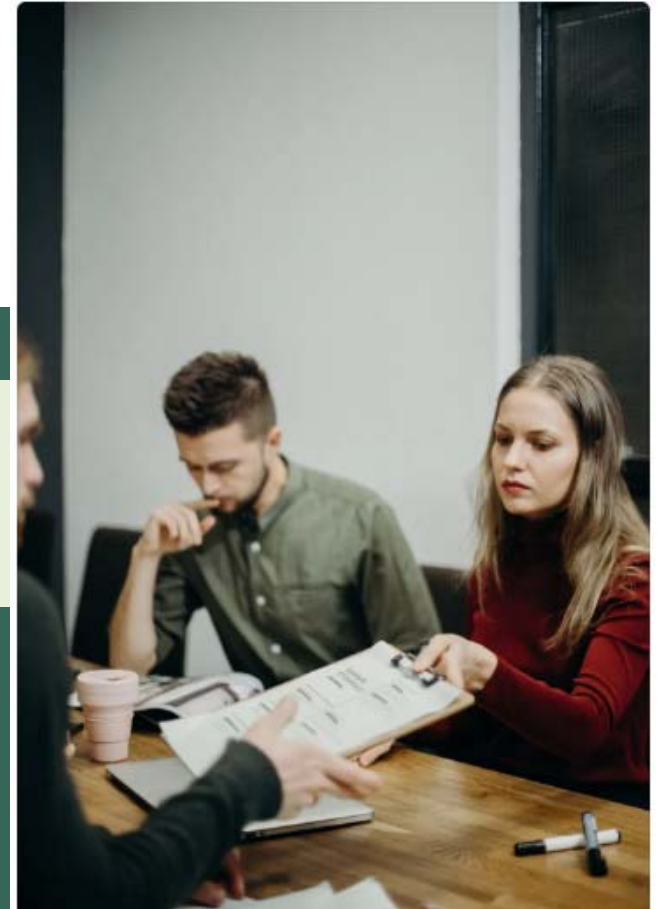


ETHICS EVERY DAY

EFFECTIVE JANUARY 2020



You are the key to
integrity



BLACK, GOULD & ASSOC. ,INC.



You have Help

You know what to do

These guidelines, along with Black, Gould & Associates' policies and resources, help you understand and follow the rules.

You are safe from retaliation

When you suspect a violation, you know you will not get in trouble for speaking up.

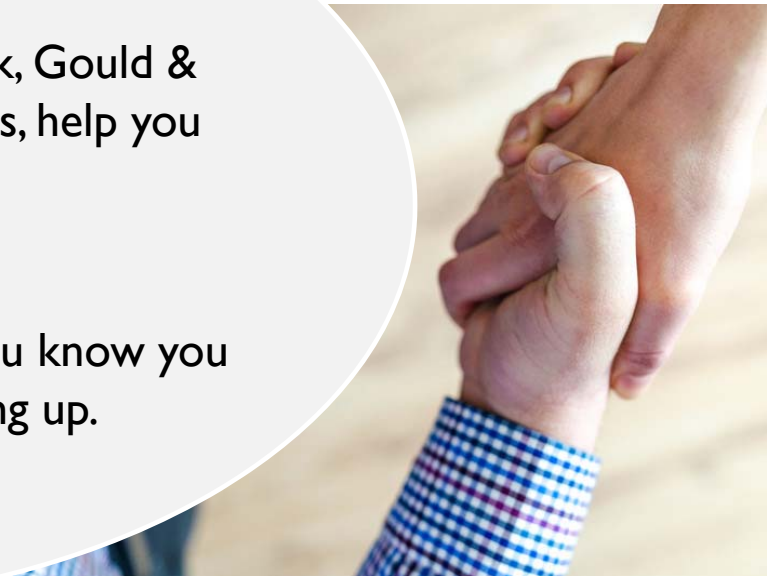


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Key Terms

You will see the terms below throughout this document, and they are defined as follows:

Employee – A BGA employee.

Compliance Policy – Compliance policies for BGA employees, clients, associates or third parties, requirements and how to meet them, along with overviews of, and links to, resources and applicable laws and regulations.

Client, Associate or Third Parties – Any non-employee contracted, directly or indirectly, to perform a business function or provide goods or a service for or on BGA's behalf. These may also be referred to as first-tier, downstream and related entities (FDRs).

Some examples of third parties are delegated and nondelegated healthcare providers, delegated entities, pharmacies, sales agents, sales agencies, vendors, suppliers, contractors and delegates.

Vendors and suppliers of administrative goods and services are considered third parties.

BGA (or the company) – Refers to Black, Gould & Associates Inc. and its wholly owned subsidiaries.

TERMS SPECIFIC TO FRAUD, WASTE AND ABUSE (FWA):

Abuse – Includes any action(s) that may, directly or indirectly, result in one or more of the following:

- Unnecessary costs to the healthcare system, including the Medicare and Medicaid programs
- Improper payment
- Payment for services that fail to meet professionally recognized standards of care
- Services that are medically unnecessary

Abuse involves payment for items or services when there is no legal entitlement to that payment and the entity supporting BGA (e.g., a healthcare provider or supplier) has not knowingly and/or intentionally misrepresented facts to obtain payment.

Abuse cannot always be easily identified, because what is “abuse” vs. “fraud” depends on specific facts and circumstances, intent and prior knowledge, and available evidence, among other factors.

Fraud – Knowingly and willfully executing, or attempting to execute, a scheme or artifice to defraud any healthcare benefit program or to obtain (by means of false or fraudulent pretenses, representations or promises) any of the money or property owned by, or under the custody or control of, any healthcare benefit program (18 U.S.C. § 1347).

Waste – Overutilization of services or other practices that, directly or indirectly, results in unnecessary costs to the healthcare system, including the Medicare and Medicaid programs. Waste is not generally considered to be caused by criminally negligent actions, but by the misuse of resources.

Our expectations



Who should read this document

This document is for everyone who performs a business function or provides a service for or on our behalf. It is not limited to those who define themselves as an employee, client, associate or third party, but includes their employed and contracted staff and organizations serving them.

Our principles

This document is closely aligned to the BGA Code of Ethics distributed to associates and is publicly available here: <https://www.blackgould.com/wp/wp-content/documents/compliance/BGACodeOfEthics.pdf>

Both versions reaffirm our commitment to integrity as the cornerstone of behavior for anyone who acts on our behalf—a member of the board of directors, the CEO, a part-time temporary worker, etc.—regardless of whether the person is an employee.

The guidelines in this document are meant to help all of us better understand what we believe to be in the best interest of our constituencies, including customers, members, clients, associates, shareholders, those with whom we do business and the public at large. As a result, we will provide value, service and guidance to become the role model for the healthcare industry.

Therefore, it's important to conduct ourselves in an ethical, legal and above-board manner. The quality of client, associate or third parties' products and services affects the quality of BGA's services. Understanding this commitment and willingness to raise ethical concerns are essential to the well-being of BGA's clients, associates and third parties, as well as the success of BGA.





Q: What should I do if my supervisor or manager asks me to do something I think violates this document or related policies or is illegal?

A: Immediately report the request to a level of management above your supervisor or manager, or BGA Medicare Services Compliance Officer or the BGA Confidential Email Box: mail.blackgould.com

User name: suggestions@blackgould.com
Password: Blackgould

You may then send an email to the Compliance Officer anonymously.

Keep in mind

No matter what the situation:

- Remember the ripple effect—your actions have an impact on everyone around you.
- Don't forget it's OK to ask—if something doesn't feel right, use the resources identified in this policy to share your concerns.

Our ethical principles are the framework for our compliance policies, which also integrate requirements outlined in the Medicare Managed Care Manual, Chapter 21, and Prescription Drug Benefit Manual, Chapter 9 guidelines published by the Centers for Medicare & Medicaid Services (CMS).

Leaders' responsibility

We expect leaders to set the example:

- Provide sufficient information to those supporting your organization to comply with laws, rules and regulations to meet obligations to BGA.
- Foster a culture that encourages everyone to communicate concerns when they arise.
- Never sacrifice ethical and compliant behavior in the pursuit of business objectives.
- Have business ethics requirements for our organization, including a formal program for ethics, compliance and ongoing related training.

The Bottom Line

Leaders must foster an ethical and compliant culture.

You know what to do

Four powerful principles steer us away from mistakes we never intended to make



Honesty and respect to all. Act fairly and honestly with those who are affected by your actions, and respect and value those you serve by treating them the way you and they would want to be treated.

Compliance with laws and focus on quality. Comply not only with the letter of all applicable laws, regulations and regulatory guidance, but also with the spirit of the law, regulation or regulatory guidance. Act in such a manner that the full disclosure of all facts related to any activity would reflect favorably on the company or you. Ensure everything is done right the first time and every time.

Responsibility for actions.

Adhere to the highest ethical standards of conduct in all business activities and act in a manner that enhances BGA's standing as a corporate citizen and ethical competitor within the business community. Pursue no business opportunity that requires violation of these principles. Communicate openly, place customers' needs first and act appropriately, according to BGA's values.

Responsibility for reporting violations.

All of us are responsible for reporting suspected ethical or compliance violations and issues. BGA promotes relationships based on mutual trust and respect and provides an environment in which a company practice can be questioned without fear of adverse consequences. It is important to report to your manager or BGA's Compliance Officer, Kristy Galligan, with any questionable activity because ethical violations are not always the result of an intentional disregard of ethical standards.

Questions to ask yourself

If you're confronted with a situation that you're unsure how to handle, use these questions to guide your actions:

- Am I following approved company practices?
- Am I causing harm to someone?
- Can I defend my actions to my leader, co-workers, associates and the public?
- Am I appropriately protecting information about the company from disclosure to external or internal parties?
- Am I protecting the information of our customers, members, clients, associates and shareholders?
- Am I living up to my personal code of behavior?
- Will my actions give the appearance of being illegal or unethical?
- Will my actions bring discredit to any co-workers, associates or the company if disclosed to the public?

The Bottom Line

You must make ethical decisions and report suspected noncompliance.

Resources



You have help

An abundance of resources is available to make you feel comfortable speaking up.

Sometimes it's hard to report concerns or admit you don't know something. That's why BGA makes it easy to be heard.

For raising issues, asking questions and reporting suspected violations:

- **Leader:** Ask your leader or manager for advice.
- **Other leadership:** Speak to the next level of leadership.
- Reports are documented and forwarded to the Compliance Officer for review and determination of action, including referrals to internal departments for investigation.

Privacy and Security Breaches.

Phone for Kristy Galligan: 602.776.1356

Fax 602.738.4260

Confidential Email box:

suggestions@blackgould.com

The Bottom Line

You must report suspected noncompliance.

Fraud, waste and abuse (FWA)

The detection, correction and prevention of FWA is essential to maintaining a healthcare system that is affordable for everyone. State and federal law enforcement agencies are increasingly focused on investigating healthcare FWA.

Examples of FWA include but are not limited to:

- Defrauding or attempting to defraud the healthcare system
- Lying, using false pretenses or making false statements or promises to get money from the healthcare system
- Using the identifying information of another person to defraud the healthcare system
- Misusing resources or services, which results in unnecessary costs to the healthcare system
- Providing inaccurate information to BGA
- Taking any action that leads to a payment from the healthcare system that is improper, for substandard care or for medically unnecessary services.

Even if you don't intentionally lie or misrepresent facts, you still could be committing fraud, waste and abuse if you are paid by the healthcare system but are not actually entitled to the money.

Requirement to report FWA

Everyone who performs a function that in some way supports BGA business is required to report suspected FWA to one of the designated contacts in the "You have help" section on the previous page.

BGA has zero tolerance for any activity that constitutes fraud, waste or abuse.

The Bottom Line
You must be familiar with FWA concepts.



Ineligible parties

The government requires us to refrain from contracting with or employing those who have engaged in certain types of activities. Such parties include clients, associates or third parties, their employees and those they contract with to perform functions to meet obligations to BGA that have been or are:

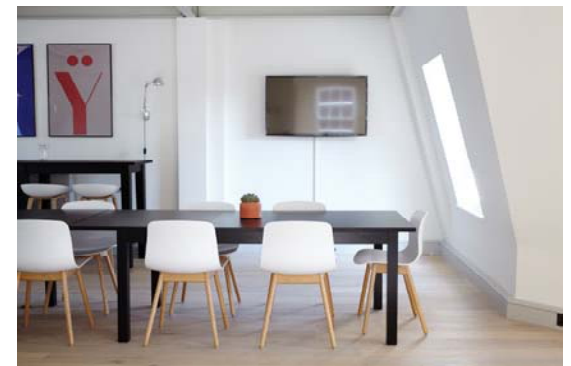
- Convicted of a criminal offense related to healthcare
- Listed as excluded or otherwise ineligible for participation in federal healthcare programs*
- Identified and listed on the Executive Order 13224 – Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism
- Listed on either the Department of Health and Human Services' Office of Inspector General or the General Services Administration System for Award Management exclusion list*
- Convicted of any felony involving dishonesty or a breach of trust (Violent Crime Control and Law Enforcement Act of 1994)

These individuals, their employees and those with whom they contract to perform functions to meet obligations to BGA are ineligible for any contractual relationship with BGA.

* There may be instances where some person or entity was previously listed as excluded, but that status has been removed. In such a case, Patty O'Neal should be contacted so it can determine whether the involved party(ies) may support BGA.

The Bottom Line

Those in leadership roles must not employ or contract with ineligible parties.



Conflicts of interest

Having a conflict of interest is not necessarily a violation of this document, but failing to disclose the conflict to your organization is a violation. BGA's employees, clients, associates and third parties must have a policy and procedure in place for those supporting them to disclose any conflicts of interest that could impact support of BGA. Information on conflicts must be collected annually and if their status changes. Also, the corresponding policy/procedure must outline how conflicts are addressed. If you are unsure if a relationship is a potential conflict of interest, you should disclose it so that it can be evaluated.

Possible conflicts of interest

Personal, familial or business relationships that could interfere with BGA's ability to meet contractual obligations to BGA may be conflicts of interest.

Additionally, BGA employees must not engage in activities that compete with any of BGA's lines of business nor invest in entities they select, manage or evaluate as an entity supporting BGA. Employees must be sensitive to these relationships and avoid creating situations that could encourage a BGA associate to violate these policies.

A good general rule is to avoid any action or association that would be embarrassing to you or BGA if it were disclosed to the public, or that would be perceived as a potential conflict of interest or appear improper.



The bottom line

You must not make business decisions motivated by personal considerations or relationships.

Gifts, favors, job opportunities and entertainment

Employees, clients, associates and third parties:

- Should never offer or provide, directly or indirectly, anything of value—such as a job, cash, bribes or kickbacks—to any BGA associate, representative, customer or government employee.
- Are expected to understand BGA's business entertainment policies before offering or providing any BGA associate or representative any business entertainment. Business entertainment should never be offered to a BGA associate or representative under circumstances that create an appearance of impropriety.

Accepting or giving gifts, favors, travel and entertainment may create a conflict of interest with your obligations to BGA and may constitute a violation of law.

Gift giving or receiving that involves healthcare providers or third parties is limited to \$50 fair market value or less in a year. Giving gifts to Medicare or Medicaid beneficiaries has stricter guidelines and limitations outlined in BGA policies. This also includes, but is not limited to, meals, favors, travel, tickets or entertainment, prizes, drawings, raffle winnings, gratuities and awards. These policies incorporate government restrictions.

Gifts of money or cash equivalent are never permissible.

The Foreign Corrupt Practices Act (FCPA) and other applicable anti-corruption laws prohibit giving any type of gift, payment, entertainment, gratuity or anything of value to a foreign official, political candidate, political party, party official, public international organization, their employees or their representatives for the purpose of obtaining, retaining or directing their business to any person for the purpose of influencing an official act or decision or securing an improper advantage.

Working with BGA Customers and Clients

Cultural competency

Clients, associates, employees and third parties who interact with BGA customers, including beneficiaries, must do so in a culturally competent manner. This expectation also applies to those who both support other third parties and interact with BGA customers and clients, including beneficiaries. Meeting this requirement includes:

- Understanding cultural differences and economic disparities in the populations you work with as part of your responsibilities to BGA
- Being knowledgeable about how to work with people from a variety of cultural and economic backgrounds and
- Being aware of your own cultural biases

If one of our clients needs access to interpretation services for BGA beneficiaries and services, request the client to provide us with a phone number so we can get back to them. We have several bilingual employees who can help.

Safety and welfare

Employees, clients, providers and third parties must make every effort to protect the health, safety and welfare of the customer. This includes being aware of the signs and symptoms of the following:

- **Abuse** – e.g., physical, sexual or emotional
- **Neglect** – e.g., conduct that could or does result in serious physical or emotional injury
- **Exploitation** – e.g., use of a position of trust to knowingly deceive or intimidate, or deprive of resources, funds or assets

Certain populations, such as the elderly and disabled, are at increased risk for these situations.

Reporting suspected abuse, neglect or exploitation

If a BGA customer is ever in immediate danger, call 911 or local police. States may require you to immediately report suspected abuse, neglect and exploitation directly to the appropriate state agency(ies). Additionally, any signs of the above must be reported to the BGA Compliance Officer, who will determine the appropriate next steps.

You can also report the concern(s) to the Ethics Help Line via one of the options outlined on Page 8.

The Bottom Line

You must treat BGA customers with respect and make every effort to protect their health, safety and welfare

You are safe from retaliation



Investigation of suspected violations

BGA promptly investigates any reported issues suspected of being violations of this document, BGA policies or procedures, or applicable laws, rules or regulations. All reported issues are treated as confidentially as possible, yet you may be contacted to provide additional information if you provided your name at the time of reporting. If contacted, you are expected to cooperate fully in any investigation of an alleged violation. If you want to remain anonymous when reporting an issue, please provide as much information as possible, at the time of reporting, to allow BGA to thoroughly investigate the issue.

When BGA determines it is appropriate, BGA will report any violations of the requirements in this document or BGA policies, Medicare program noncompliance, Medicaid program noncompliance, violations of law, criminal misconduct, any instances of abuse, neglect or exploitation, or FWA to the Centers for Medicare & Medicaid Services (CMS), CMS designees, other regulatory agencies, including state Medicaid agencies and/or law enforcement, as applicable.

We strictly prohibit intimidation and/or retaliation against any employee, associate or third party who, in good faith:

- Reports an actual or suspected violation of ethical standards, BGA policies or procedures and applicable laws, rules or regulations
- or
- Participates in the investigation of a suspected or detected violation

If you suspect such behavior, you must report it to your manager or Compliance Officer. Contact information is on Page 8.

The Bottom Line

You must not intimidate or retaliate against anyone you interact with in performing your role for BGA. Suspected violations will be investigated.

Disciplinary standards



Violation of this document and other policies and procedures could compromise BGA's integrity and reputation, and result in criminal or monetary penalties or disciplinary action. This disciplinary action may include, but is not limited to, retraining, issuance of a corrective action plan that is tracked to closure or termination of your organization's contract and, based on the violation, the matter being reported to the appropriate authorities.



Examples of conduct that may result in disciplinary action

- Authorization of or participation in actions that violate this document or BGA policies
- Failure to report a suspected violation of this document or BGA policies
- Refusal to report a suspected violation of this document or BGA policies
- Refusal to cooperate in an investigation of an alleged violation of this document or BGA policies
- Failure by a violator's supervisor or manager to detect and report a violation of this document or BGA policies, if such failure reflects inadequate supervision or lack of oversight
- Intimidation of, or retaliation against, an individual for reporting or participating in the investigation of a violation or suspected violation of this document or BGA policies
- Intentionally making a false accusation

The Bottom Line

Disciplinary actions will be taken when violations occur.

Handling of information

There are different types of information, such as company vs. personal, and requirements specific to each type exist, based on whether it is public, internal, restricted or confidential. For every type, handling of information while performing functions for or related to BGA must uphold trust in BGA by assuring the following, as applicable to the type of information involved:

Accuracy: Providing accurate and truthful information in any transaction is required.

– If asked, employees, clients and associates and third parties have an obligation to provide accurate and complete information to auditors about the status of financial, operational and compliance risks and controls related to their business with BGA.

Privacy: Disclosing beneficiary and member information only on a need-to-know basis.

– This includes following the privacy rules of the Health Insurance Portability and Accountability Act of 1996 (HIPAA).

Security: The Health Information Technology for Economics and Clinical Health Act (HITECH) clarifies how to secure protected health information appropriately from an information technology perspective, while organizational policies and processes need to be in place to assure information is properly stored, transferred or discarded, if retention requirements have been satisfied.

The Bottom Line

You must assure the proper handling of information while performing a function for or related to BGA.

Policies and procedures

BGA has internal controls and procedures designed to direct and track proper storage and disclosure of information, as well as detect and prevent, report, investigate and track inappropriate usage and disclosure of information, as well as illegal activities. Clients, employees, associates and third parties are expected to have measures in place to affirm sufficient handling of information. A few examples are:

- Privacy and security training program for employees and third parties
- Confidentiality agreements, where applicable
- A procedure for the required return/destruction of protected health information (PHI) if an agreement involving the support of BGA is terminated
- A procedure for restricting the marketing of PHI

Information disclosure

BGA's written approval must be acquired by organizations designated as business associates before any confidential BGA information may be provided to any contractor, including a subcontractor and independent contractor, outside of the United States. Unauthorized disclosure of, or access to, confidential information, within or outside of an organization, may result in termination of contract and also may result in civil and criminal penalties.

Your concerns

Clients, employees, associates and third parties, or those who perform functions for them, who question the handling of any information, or believe they have been asked to withhold information from auditors, are required to immediately contact BGA's Compliance Officer.

Foundation for approach to business

Overview

BGA's approach to business starts with laws and regulations. Those that impact BGA's operations are ones you should be familiar with to sufficiently fulfill obligations to BGA. Examples of such laws and regulations include, but are not limited to, these topics:

- Prohibitions on:
 - Inducing referrals or recommendations related to an item, service or plan enrollment paid for in whole or in part under a federal or state healthcare program. This could take many forms, such as gifts, rebates, etc.
 - Filing or conspiring to file false claims.
 - Retaliating against someone who reports suspected misconduct.
 - Improperly using cash value options of a covered product to facilitate money laundering or finance terrorist activity.
- Requirements and restrictions regarding:
 - Doing business with the government, accrediting agencies, and foreign governments, contractors or consultants.
 - Receiving contractor bid or proposal information that would give BGA an unfair competitive advantage.
 - Giving, discussing or offering anything of value, including employment, to a procurement official.

Employees, clients and associates and third parties, their employees and those they contract to perform functions to meet obligations to BGA must never:

- Destroy or alter any document or record in anticipation of a request for the document or record by a government agency or court.
- Lie or make false or misleading statements to any government investigator.
- Persuade or attempt to persuade anyone to provide false or misleading information to a government investigator.

BGA's policy is to avoid even the appearance of impropriety. Related violations committed by employees, clients and associates, their employees or those they contract to perform functions to meet obligations to BGA could be punishable by fines and imprisonment, loss of government contracts and/or suspension or exclusion from participating in federal procurement opportunities.

Corporate social responsibility

Our proactive commitment extends beyond compliance, as we are dedicated to making business decisions to improve the health and well-being of our members, our associates, the communities we serve and our planet.

The Bottom Line

You must follow all applicable laws, rules and regulations.



Foundation for approach to business



Environmental commitment

BGA is committed to conducting its business operations in an environmentally responsible manner and in compliance with all applicable laws and regulations. You are expected to support this commitment by:

- Operating in full compliance with both the letter and spirit of environmental, health and safety laws and regulations applicable to our business, including the integration of sound environmental, health and safety practices into your everyday activities.
- Reporting any environmental, health and safety concerns in connection with our business dealings.
- Identifying opportunities to improve our environmental, health and safety programs.
- Implementing emergency preparedness plans, if necessary.



We thrive together

We stay in the know and understand the consequences of our actions.
We expect our leaders to set the example.