

SLTCM ACO CODE OF CONDUCT

AND

BUSINESS ETHICS

Sound Physicians Long Term Care Management, LLC

An Accountable Care Organization

SLTCM ACO CODE OF CONDUCT AND BUSINESS
ETHICS

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I. INTRODUCTION

A. OVERVIEW

Sound Physicians Long Term Care Management, LLC and its subsidiaries and affiliates (collectively, “SLTCM” or the “Organization”) are committed to legal and regulatory compliance; ethical conduct and business practices; the highest standards of professionalism; individual and institutional acceptance of responsibility for the actions of our managers, officers, colleagues and participants¹; effective self-policing; and transparency with our key stakeholders, including regulators and enforcement officials. All aspects of our work must be grounded in integrity and informed by an understanding of what is appropriate and inappropriate in various situations.

Consistent with these values and priorities, SLTCM has developed and adopted a comprehensive SLTCM ACO Compliance Program (the “Program”), the key elements of which are identified and described in the SLTCM ACO Compliance Plan (the “Compliance Program”), which all managers, officers, colleagues, participants, and agents must review carefully.

The Organization also has formed a SLTCM Compliance Committee (the “Compliance Committee”) to oversee the continued development and implementation of the Compliance Program. The SLTCM Compliance Committee is comprised of certain members of senior management and is chaired by the SLTCM ACO Compliance Officer.

This SLTCM ACO Code of Conduct and Business Ethics (the “Code”) enunciates the basic principles governing our business activities and relationships. The Code is based on the laws, regulations and administrative rules that apply to our work including but not limited to 42 CFR 425.300. All managers, officers, colleagues, and participants, as warranted under the circumstances presented, agents must understand and comply fully with, and promptly report in good faith any possible violations of, the provisions of the Code.

While the Code cannot address every circumstance you may encounter, it makes clear that all of our activities on behalf of SLTCM must be guided by well-informed judgment, personal honesty, and SLTCM business ethics. The Code, together with the SLTCM Compliance Plan, our policies, and procedures, and for employees of SLTCM, any employee manuals, provide you with robust guidance regarding the Organization’s expectations and requirements. As you encounter specific situations that inevitably will arise, it may be helpful to answer the following questions:

- Will my action comply with the Organization’s values and the spirit of the Code, the SLTCM Compliance Plan, and SLTCM’s policies and procedures?
- Might I compromise myself or the reputation of SLTCM by this action?
- Is this action honest in every respect?
- Could this action appear inappropriate to others, either internally or externally?

¹ Where the term “colleague” is used, it is intended to apply to all ACO managers, officers, employees, contractors, and participants.

- Does this action serve the Medicare beneficiaries in the ACO?

SLTCM is committed to a culture of integrity. If you have any concerns about fraud, waste, and abuse, a violation of law, this Code, or the care or treatment of a Medicare beneficiary—take action on those concerns. SLTCM provides access to people and resources to answer your questions or address your concerns.

B. ACKNOWLEDGMENT

After reviewing carefully this Code, each manager, officer, colleague, participant, and as warranted, agent, must promptly sign an acknowledgment of receipt of an agreement to the Code and return it to the appropriate SLTCM contact within the timeframe specified.

C. EDUCATION AND TRAINING

As detailed in the SLTCM ACO Compliance Plan, under the oversight of the SLTCM Compliance Committee and in close collaboration with the SLTCM Compliance Officer, SLTCM will continue to develop and maintain training and monitoring programs to educate its managers, officers, colleagues, participants, and, as warranted, agents on the legal and regulatory requirements of their respective duties and positions. These programs may include additional written policies, informational handouts, and memoranda or, when appropriate, live or web-based training sessions. All managers, officers, colleagues, participants, and, as warranted, agents are expected to complete mandatory assigned education as well as maintain current knowledge of the laws, regulations, and SLTCM policies applicable to their role or service line.

II. SEEKING ADVICE AND REPORTING CONCERNS

A. WHEN TO SEEK ADVICE

As the SLTCM ACO Compliance Plan makes clear, managers, officers, colleagues, and participants of SLTCM have a duty to report, promptly and in good faith, illegal, unethical, unprofessional, and potentially non-compliant activity, or conduct, including any possible violations of this Code. You should seek advice when you are unsure about the legality or ethical ramifications of any activity, business practice or transaction, including situations in which:

- applicable policies seem difficult to interpret under the circumstances;
- the relevant laws or standards are complex;
- you have limited experience dealing with the subject matter, or
- you find yourself in a “gray area” and need guidance.

Failure to report misconduct may affect a colleague’s performance evaluation, and/or compensation, and may result in disciplinary action.

B. WHERE TO GO FOR ADVICE OR TO REPORT A VIOLATION

As detailed in the SLTCM ACO Compliance Plan, SLTCM provides multiple options for reporting any concerns or suspected violations or asking any questions by managers, officers, colleagues, and participants:

1. a colleague's immediate supervisor or manager;
2. the SLTCM Chief Compliance Officer;
3. the SLTCM General Counsel;
4. the SLTCM Vice President of People Support/Human Resources, or
5. the SLTCM Chief Financial Officer, if related to financial, accounting, or auditing matters.

The names of the persons currently in these roles and contact information for these persons may be found on SLTCM's website.

If you wish to report a concern or suspected violation of this Code anonymously, you may utilize SLTCM's Compliance Helpline, which is staffed by a third party in order to maintain anonymity. The person who answers your call will confirm that you wish to remain anonymous, and your report will be assigned an identification number, which can be used for future reference. The anonymous report will be forwarded to the SLTCM Chief Compliance Officer for follow up. This is also the method for any SLTCM ACO contractors, participants, providers/suppliers, and other individuals or entities performing functions or services related to SLTCM ACO activities to anonymously report suspected problems to the SLTCM Compliance Officer.

A report can be made through the SLTCM ACO Compliance Helpline's toll free number at **833-416-5041**, or through an online submission at: compliance@SoundPhysicians.com

Links to the SLTCM ACO Compliance Helpline are located on SLTCM's public webpage: <https://secure.ethicspoint.com/domain/media/en/gui/86914/issues.html?clientid=86914&locationid=-1&override=yes&agreement=no>

If you are uncomfortable using any of these communication channels, you may contact the Board of Managers of SLTCM (the "Board") by writing to the SLTCM Chairperson of the Ethics and Compliance Committee of the Board:

Chairperson, Ethics and Compliance Committee of the Board of Managers
Sound Physicians Long Term Care Management, LLC
1498 Pacific Avenue
Tacoma, Washington 98402

SLTCM encourages a culture of compliance where all colleagues and participants feel comfortable to discuss any concerns with the Chief Compliance Officer but provides the SLTCM ACO Compliance Helpline for anyone who wishes to remain anonymous.

C. NON-RETALIATION

As detailed in the Compliance Plan, SLTCM has adopted a strict policy of non-retaliation. The Organization prohibits retaliation against any colleague for reporting, in good faith, a possible violation of this Code or a SLTCM policy, or of a law, rule or regulation.

In no event will SLTCM take or threaten any action against you as a reprisal or retaliation for making a complaint or disclosing or reporting information in good faith. 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 through appropriate communication channels. In any such situations, the Organization may consider the decision to report the matter, and any subsequent cooperation, as mitigating factors in any disciplinary decision.

III. AUDITS AND INVESTIGATIONS

- The SLTCM ACO Compliance Plan describes in detail the integrated monitoring and evaluation processes SLTCM has established to ensure that the Organization’s ongoing internal oversight is effective. All colleagues and participants have a duty to cooperate fully in all audits, inquiries, investigations, or other reviews conducted by Internal Audit, the SLTCM Compliance and Legal Departments, the SLTCM Finance and People Support Departments, the SLTCM Board of Managers, or any Committee thereof, and any outside advisors, consultants, and/or counsel retained by the Organization, or the Board.

Full cooperation includes promptly, completely, and truthfully complying with all requests for documents, information, and interviews, including, but not limited to:

- retaining and producing, as requested, all potentially relevant corporate data, documents, files, and records;
- attending interviews, and responding completely and truthfully to any and all interview questions, and
- where an audit, inquiry, investigation, or other review, is being conducted by an outside advisor, consultant, or counsel, complying with that outside entity’s requests under the direction of the General Counsel.

Failure to comply with this provision of the Code will lead to disciplinary action, up to and including termination.

It is important that participants in SLTCM provide notice to SLTCM of any audits being conducted by third parties of participants’ care of Medicare beneficiaries in the Accountable Care Organization or any business practices of participant, including billing and reimbursement of patient care services, which may be relevant to the participants’ obligations to SLTCM.

IV. DISCIPLINE

SLTCM expects the conduct of its managers, officers, colleagues, and participants to be informed and guided by the highest ethical standards, good judgment, and consideration of others. Any act that is contrary to the provisions of this Code or any policy of the Organization, or harmful to a manager, officer, colleague, or the reputation of the Organization, may be cause for disciplinary action. Misconduct that is subject to immediate disciplinary action includes, but is not limited to, any of the following:

1. violating laws, regulations, administrative rules, or the provisions of this Code or any of the Organization's policies or procedures;
2. directing or encouraging others to violate laws, regulations, administrative rules, this Code, or any of SLTCM's policies or procedures;
3. repeated failures to meet SLTCM policies and procedures involving the preparation or submission of claims to federally funded programs;
4. failing to report known or suspected violations of laws, regulations, administrative rules, this Code, or any of the Organization's policies or procedures;
5. interfering with or being uncooperative during an audit or investigation, and
6. retaliating against others for reporting a concern or violation.

Disciplinary actions for violations of the Code can include verbal or written reprimands, suspension, or termination. The severity of the corrective action will be determined by senior management in consultation with the SLTCM General Counsel and the Compliance Officer, the SLTCM Compliance Committee, and the colleague's supervisor, as may be appropriate. In some cases, SLTCM may take corrective action against supervisors who fail to detect or report misconduct on the part of colleagues under their supervision.

You should also be mindful that violations of laws, regulations, administrative rules, the provisions of this Code, or SLTCM's policies or procedures, could trigger external legal action against you, your colleagues, and/or the Organization. Criminal or government enforcement action can include suspension or revocation of licenses, sanctions, monetary fines, criminal penalties, and imprisonment.

V. OUR WORKPLACE

A. RESPECT

We are a team, and our success depends on your contribution and ability to inspire the trust and confidence of your co-workers, supervisors, business partners, and health care patients with whom we interact. It is SLTCM's policy, among other things:

- to hire, pay, and assign work on the basis of qualifications and performance;
- not to discriminate on the basis of race, religion, ethnicity, national origin, color, gender, sexual orientation, age, citizenship, veteran's status, marital status, or disability;
- to attract and retain a highly talented workforce;

- to encourage skill growth through training, education, and promotional opportunities;
- to encourage an open discussion between all levels of colleagues, and to provide an opportunity for feedback from both supervisors, subordinates, and as appropriate, horizontally across the enterprise;
- to prohibit sexual, physical, verbal, or any other kind of harassment in the workplace (central organization offices or clinical sites);
- to ensure the safety and security of our colleagues while at Organization facilities;
- to recognize and reward efforts that exceed our expectations, and
- to respect all workers' rights to dignity and personal privacy by maintaining the protection of confidential colleagues and patients as detailed in the SLTCM Compliance Plan and in the policies and procedures SLTCM has developed and adopted.

B. ENVIRONMENT, HEALTH, AND SAFETY

SLTCM strives to protect the environment and the health and safety of its colleagues through compliance with applicable health, safety, and environmental laws and regulations. Every manager, officer, and colleague is expected to comply with the Organization's policies, procedures, programs, and standards, and to report promptly, accidents, injuries, unsafe equipment, practices, or conditions.

The possession or use of firearms or other weapons on Organization premises is prohibited. For those colleagues who work at a clinical partner's site, possession or use of firearms or other weapons is in accordance with that site's policies. Safety can be achieved only through teamwork. You must practice safety awareness by thinking defensively, anticipating unsafe situations, and reporting unsafe conditions immediately. A violation of a safety precaution is in itself an unsafe act. Please observe the following precautions:

1. Notify your direct manager of any emergency situations. If you are injured or become sick at work, no matter how slightly, you must inform your direct manager immediately.
2. Use, adjust, and repair machines and equipment only if you are trained and qualified.
3. Get help when lifting or pushing heavy objects.
4. Understand your job fully and follow instructions. If you are not sure of the safe procedure, don't guess...ask your direct manager.
5. Know your locations, contents, and use of first aid and firefighting equipment.
6. Do not remove or disable any safety device or guards on equipment.
7. Be familiar with and follow all instructions and safety procedures of the location where you provide services on behalf of SLTCM.

C. PATIENT CARE

SLTCM is committed to improving quality of care and outcomes for Medicare, and other beneficiaries in long term care, including any other category of care facility encompassed therein. All colleagues and participants are expected to respect patient rights, follow the policies and procedures of the long term care facilities in which the patients reside, treat all patients without discrimination and in accordance with the standard of care, and cooperate with SLTCM initiatives to improve quality of care and outcomes. Any colleague or participant who abuses, neglects, violates the rights of, or commits a crime against a patient or who fails to protect a patient from abuse, neglect, a crime, or other mistreatment, may be subject to discipline including termination of employment from SLTCM, or termination as a participant.

In addition to utilizing the SLTCM Compliance Helpline to report patient care concerns, all licensed clinicians must comply with mandatory reporting laws in the state in which they are licensed and with the policies and procedures of the long term care facility in which the patient resides. If you have questions about those obligations, you may reach out to the SLTCM Chief Compliance Officer or General Counsel.

D. ALCOHOL AND DRUG USE

SLTCM strives to maintain a drug-free work environment. Accordingly, the use of alcohol, illegal drugs or legal drugs that interfere with the ability to perform one's work duties is prohibited. The possession of illegal substances on Organization premises also is prohibited.

VI. OUR ORGANIZATION

A. ACCURATE BOOKS AND RECORDS

SLTCM's books, records, and accounts must accurately and fairly reflect the business transactions and assets of the Organization. No business record, including records pertaining to the provision of health care services, should ever be altered, or falsified. SLTCM colleagues and participants likewise must not create or help create records that have the effect of misleading or of concealing improprieties. No one may directly or indirectly:

- make or cause to be made, a false or misleading statement or report;
- fail to state, or cause another person to fail to state, any fact that, when omitted from a statement, renders that statement misleading; or
- otherwise, be dishonest or deceptive in recording business transactions or maintaining records.

If you are not sure about the accuracy or completeness of information, do not guess or speculate. Do what you can to find the correct information or discuss the situation with your supervisor.

The Organization's commitment to accurate financial books, records, and reports extends to all transactions, including any payment or receipt of money, transfer of property, property interest, ownership, or ownership interest, or furnishing of services. SLTCM's managers, officers, colleagues, and participants have a duty to document, accurately and completely, in the Organization's books and records profits, losses, financial transactions, and matters involving its assets and business.

B. ACCURATE MEDICAL RECORDS AND INFORMATION

As discussed in more detail in the SLTCM Compliance Plan, all medical records, billing claims and related information, must be timely, complete, and accurate in all respects and maintained in material conformity with best practice standards. You must ensure at all times that all billing practices, arrangements, medical records, protocols, and instructions comply with the reimbursement requirements of applicable federal and state reimbursement programs.

Thoroughly and completely documenting the care provided to patients is essential to the SLTCM goal of improving the quality of care and outcomes of Medicare beneficiaries in long term care facilities, as well as ensuring accurate reporting of the Accountable Care Organization's activities and ensuring submission of accurate claims to Medicare and other federal and state payers. You are expected to adhere to the standards of care for clinical documentation of Medicare and other payers, for your profession, of the long term care facilities including any other affiliated care facility at which the patients reside, SLTCM documentation policies, and to understand how to document appropriately within the patient record, including Electronic Medical Records, utilized by the long term care facility or SLTCM.

C. RECORD RETENTION

The Organization has adopted a records retention policy and program that establishes appropriate and consistent practices regarding how long records should be maintained and when, in the ordinary course of business, they should be discarded or destroyed. A record is any information, regardless of physical format, which has been created or received in the transaction of the Organization's business and it includes all formats such as hard and electronic copies, magnetic tapes, disks, optical images, audio, and video recordings.

You must comply at all times with all records retention policies and with any document or record preservation notices. Records must be maintained for the duration of assigned retention periods. Records that are possibly relevant to litigation or a government investigation may not be destroyed until the matter has been concluded and the SLTCM General Counsel has approved, in writing, the destruction. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in fines and incarceration.

D. COMPUTER AND INFORMATION SYSTEMS

As with SLTCM's other equipment and assets, every colleague is responsible for the appropriate use of telephones, computers, and any Organization-issued mobile communications devices. Except for limited, incidental personal use, SLTCM owned and issued equipment may be used only for business purposes. Personal use of electronic equipment and systems, including the use of social media websites, may be subject to access and usage restrictions. No one may access, or attempt to obtain access to, another individual's or the Organization's electronic communications without appropriate authorization.

Colleagues are strictly prohibited from accessing, displaying, transmitting, and/or downloading Web sites, applications, or social media platforms that contain sexually explicit, illegal, or discriminatory content. Any such usage may result in immediate disciplinary action.

You should not expect a right to privacy in your electronic mail, messaging systems, or use of the Internet. Subject to applicable local law, SLTCM may review all electronic information and communications. Organization equipment, systems or networks may be subject to monitoring.

Colleagues and participants are expected to adhere to all technical, physical, and administrative controls established by SLTCM or the clinical partners' sites where they provide services.

SLTCM will utilize standard system administration procedures to access, support, and maintain all electronic equipment and systems. Should unique software be authorized and installed on computers to support project requirements, all applicable passwords or codes must be provided to the Information Technology (IT) Department to facilitate support. The Organization will not be responsible for the maintenance or restoration of equipment or systems that have not been approved by the IT Department.

E. SAFEGUARDING PHYSICAL AND INTELLECTUAL PROPERTY

Managers, officers, colleagues, and participants should use Organization assets only for their intended use and as authorized. You have the responsibility to protect Organization assets against theft and misuse. You are expected to demonstrate proper care when using SLTCM's property and equipment. No property may be removed from the premises without proper authorization. No information may be used or disclosed for a non-SLTCM purpose without the authorization of the SLTCM Compliance Officer or unless required or mandated by law or regulation.

It is SLTCM's policy to respect the intellectual property and capital of suppliers, vendors, business partners, providers, and competitors. The Organization will comply with applicable licensing, royalty, and rental agreements.

SLTCM does not condone the illegal duplication of software or any copyrighted materials. It is both illegal and unethical to engage in practices that violate copyright laws or licensing agreements. SLTCM requires all managers, officers, colleagues, and participants to respect the

rights conferred by such laws and agreements and refrain from making unauthorized copies of protected materials.

SLTCM reserves the right to apply for patents, copyrights, trademarks, or service marks for any invention or creation by colleagues in furtherance of an Organization project, or while on the Organization's premises.

F. USE OF SLTCM'S ASSETS

All assets of the Organization should be used only for legitimate business purposes. You must protect SLTCM's assets and may not use them for your own personal benefit or gain.

VII. THE MARKETPLACE

A. CONFLICTS OF INTEREST

A "conflict of interest" exists whenever a colleague's private interests interfere or conflict in any way, actually or apparently, with the interests of SLTCM. It is your responsibility to avoid situations in which your personal interest could conflict with, or undermine, those of the Organization. SLTCM has a Conflict of Interest Policy which must be followed by its managers, officers, and participants.

Conflicts of interest can arise in a variety of situations, including those in which an individual may receive funds, property, or services from other parties in addition to the standard compensation received from SLTCM, or in which an individual's personal financial interests conflict, or are inconsistent, with those of the Organization. If your responsibilities at SLTCM present an opportunity for personal gain apart from our normal compensation, a conflict of interest likely exists. Similarly, a conflict of interest may arise when you take action, or have an interest, which may make it difficult to perform your work on behalf of SLTCM objectively or effectively.

You should also be mindful that federal, state, and local governments have specific restrictions and rules on conflicts of interest. Please consult with your supervisor, the SLTCM General Counsel, or the Compliance Officer if you have a question about one of these rules.

If you find yourself in a situation that apparently presents a conflict of interest, you should promptly seek guidance from the SLTCM General Counsel and the Compliance Officer. While it is not possible to cover in this Code every conceivable situation, the following are examples of actual or potential conflicts of interest.

Financial Interests:

- financial transactions involving a personal or financial interest that may affect SLTCM;
- financial interest in any business with which the Organization has a business relationship, and

- acquiring real estate or any other interest that you know, or have reason to know, is of interest to SLTCM.

A financial interest in the sense used above does not include ownership of a small number of publicly traded securities of a corporation.

These provisions apply to your personal financial transactions and financial interests as well as those of immediate family (i.e., a husband or wife; birth or adoptive parent, child or sibling; stepparent, stepchild, stepbrother, or stepsister; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent or grandchild; and spouse of a grandparent or grandchild). Colleagues and participants must also comply with disclosure of potential conflict of interest provisions in their professional employment agreements or independent contractor agreements.

Information:

- obtaining or releasing confidential information or data concerning SLTCM or its operations without proper authorization, and
- using any non-public information in relation to the sale or purchase of stock or other securities.
- Employment, Memberships, and Business Relationships;
- obtaining secondary employment with competitors or any organization seeking to have a business relationship with SLTCM. All colleagues must disclose all outside employment to their supervisor or to SLTCM People Support;
- serving or accepting a position on the SLTCM board of directors or board of managers of another organization in the health care sector without express written approval from the SLTCM General Counsel and the Compliance Officer;
- using relatives of current colleagues in a sub-contracting arrangement, unless specifically approved in advance, in writing, by senior management; hiring relatives of current colleagues where the relative reports to or is evaluated by the other; and
- using a former government colleague on a project in which that individual personally participated while working for the government unless the former government colleague has fully complied with the relevant federal and state “revolving door” statutes. Questions regarding this policy should be directed to the SLTCM General Counsel or the Compliance Officer.

Political Activities:

- Exerting any form of coercion or using any form of inducement to pressure a fellow colleague into participating in or contributing to a political campaign.
- Soliciting other colleagues for purely political causes during working time.

- Using the Organization’s name or logo in off-duty political activities.
- Management-level colleagues requiring colleagues to financially contribute to or support specific political causes, or political candidates.
- Participating in social media during working time or through the Organization's network for purely political causes.

The Organization may communicate information to colleagues related to public topics including, but not limited to, legislative efforts, high publicity events or issues, or current events relevant to the Organizations’ business. This information is not meant to pressure you to adopt certain ideas or support certain causes, but to keep colleagues informed.

B. CORPORATE OPPORTUNITIES

Every manager, officer, colleague, and participant of SLTCM owes a duty to the Organization to advance SLTCM’s legitimate business interests when the opportunity to do so arises. Managers, officers, colleagues, and participants are prohibited from taking for themselves, or directing to a third-party, a business opportunity that is discovered through the use of SLTCM’s corporate property or resources, information, or position, unless it is clear that the Organization has been offered and declined the opportunity. Managers, officers, colleagues, and participants are prohibited from using corporate property, resources, information, or their position at SLTCM, for personal gain and from competing with the Organization.

If you are asked to speak at a seminar or conference on a topic related to your business expertise, or the Organization’s business, you usually may do so if you have obtained in advance written approval from your supervisor or, if a participant, from an authorized SLTCM executive. Generally, however, you may not accept a speaking fee or honorarium when conducting Organization business or for engagements that have been offered as a result of your position with SLTCM. You may accept transportation, lodging and meals, or payment or reimbursement for transportation, lodging, and meals, if you speak at an approved seminar or conference. If you have questions about your ability to accept additional items relating to speaking engagements, please consult promptly with the SLTCM General Counsel or the Compliance Officer.

Clinical colleagues and participants should comply with all ethical guidelines relative to their license and professional organizations in their relationships with vendors or manufacturers.

C. PROPRIETARY AND CONFIDENTIAL INFORMATION

Belonging to the Organization:

All information pertaining to the operations, activities, business affairs of SLTCM, and its officers, colleagues, and participants, must be kept confidential to the greatest extent possible. Never disclose confidential information without prior written approval. Confidential information includes all non-public information that might be of use to competitors, or that might be harmful to the Organization, its business partners, or health care patients if it were disclosed. Confidential

and proprietary information about SLTCM belongs to the Organization and must be treated with strict confidence; it is not to be disclosed to, or discussed with, others.

Belonging to Health Care Patients:

As part of its business, SLTCM receives medical information and other personal information from health care providers and patients, including information related to members' medical conditions and health status. You must respect and preserve the confidentiality of all such information, and other personal, confidential, or nonpublic information of patients. As detailed in the SLTCM Compliance Plan and the Organization's policies, colleagues, participants, and vendors, are required to abide by the rules and regulations of the Health Insurance Portability and Accountability Act (HIPAA), as well as any applicable state law, concerning the privacy of patient health information. You may make use of such information only for purposes of carrying out your job responsibilities and must comply with all safeguards established by the Organization for this purpose. Except as expressly permitted by the patient, and by federal and state law, you must not disclose such information to any third party.

Belonging to Others:

You also must respect the confidentiality of information belonging to other individuals and entities, including, but not limited to, trade secrets and other information given in confidence by business partners, suppliers, contractors, competitors, providers, or patients, just as we protect our own confidential information. At the same time, certain restrictions involving the information of others may place an unfair burden on the Organization's business endeavors. Accordingly, you should consult with your supervisor, or the SLTCM General Counsel, to ensure appropriate agreements are in place prior to receiving any confidential third-party information. Such agreements must reflect a balance between the value of the information received, and the logistical and financial costs of maintaining confidentiality of the information and limiting SLTCM's business opportunities. Any confidential information that you possess from an outside source, such as a previous employer, must not, so long as such information remains confidential, be disclosed to or used by the Organization. To the extent that you have entered into a valid and enforceable contract with a former employer containing confidentiality, non-solicitation, or non-competition provisions, you should notify the SLTCM General Counsel or the Compliance Officer about the contract and provide him or her with a copy of it.

Unsolicited confidential information submitted to SLTCM should be refused immediately, returned to the sender where possible, deleted if received via the Internet, and reported to your supervisor or a member of senior management, and the SLTCM General Counsel, or the Compliance Officer.

D. BUSINESS COURTESIES, GIFTS AND ENTERTAINMENT

Receipt of Business Courtesies and Gifts:

As detailed in the SLTCM Compliance Plan, SLTCM prohibits managers, officers, and colleagues from accepting from vendors, suppliers, providers, contractors, or members, all gifts, money, loans, rewards, favors, or anything else of value that constitutes, or reasonably could be perceived as constituting, a bribe or other unfair business inducement. You should not seek or accept personal gain, directly or indirectly, from anyone soliciting business from, or doing business with, the Organization, or from any person or entity in competition with us.

Examples of such personal gains are gifts, non-business related trips, gratuities, favors, loans and guarantees of loans, excessive entertainment, or rewards. However, as explained in the SLTCM Compliance Plan, you may accept occasional non-cash gifts, and marketing and promotional items that do not exceed \$100.00.

If you receive an offer of money, or a gift that is of greater than nominal value, or that you believe is intended to influence a business decision, you should decline the offer and report it to your supervisor and the SLTCM General Counsel or the Compliance Officer. You should always use your good judgment before accepting any business courtesy or gift, and in questionable cases, consult your supervisor.

Offering Business Courtesies and Gifts:

SLTCM's business may involve dealing with federal, state, or local government officials and colleagues who are governed by strict rules with respect to business courtesies and gifts. In order to ensure compliance with these rules, the Organization prohibits the offering of any gifts or business courtesies to any government official or colleague, except as described below. If a government official or colleague requests or demands any such benefit, you should report the development immediately to the SLTCM General Counsel or the Compliance Officer.

As discussed in the SLTCM Compliance Plan, in a commercial setting, occasional modest business courtesies in connection with legitimate business discussions, and occasional gifts of nominal value that are intended to create good will and facilitate working relationships, may be permissible under certain conditions. It is never appropriate or permissible to gain unfair advantage with business partners, vendors, suppliers, or contractors. Money, or cash equivalents such as gift certificates, or coupons, may never be offered as a gift under any circumstances.

With regard to any government official or colleague, business courtesies and gifts may not be provided except that a government official or colleague on Organization property for a routine audit or other official business reasons may be provided with nominal refreshments and snacks such as soft drinks, coffee, cookies, or donuts.

With regard to non-government officials or colleagues, business courtesies and gifts of the following types may be provided:

- Organization advertising or promotional items of little intrinsic value such as a coffee mug, a calendar, golf balls, or a similar item displaying the Organization logo;

- modest refreshments such as soft drinks, coffee, and cookies in connection with business activities, or
- occasional modest business-related meals.

If you have any questions or are uncertain as to whether a proposed business courtesy or gift is appropriate, you should discuss the situation with your supervisor, the SLTCM General Counsel, or the Compliance Officer, or his or her designee.

Acceptance of Entertainment:

As set forth in the SLTCM Compliance Plan, you may not solicit entertainment from any representative of a business partner, vendor, supplier, or contractor. From time to time, you may accept modest entertainment, so long as it is reasonable, infrequent, in good taste, and not extravagant or excessive.

If you receive an offer of entertainment that does not meet these standards, you should decline the offer and report it to your supervisor and the SLTCM General Counsel or the Compliance Officer. If you have any questions or uncertainty as to whether proposed entertainment is appropriate, you should discuss it with the SLTCM General Counsel or the Compliance Officer, or his or her designee.

Offering of Entertainment:

You may not offer or provide any entertainment to a government official or colleague, or to an individual health care professional, or colleague of a health care provider. As noted above, government officials and colleagues are subject to laws prohibiting acceptance of any such benefit.

E. BRIBES, KICKBACKS, AND ILLEGAL INDUCEMENTS

Every manager, officer, colleague, and participant must review, and ensure, that he or she fully understands the risks arising from referral statutes. SLTCM supports and complies with all applicable federal and state anti-kickback statutes, regulations, and administrative rules. These laws generally prohibit giving or receiving “anything of value” that is intended to induce or reward patient referrals or encourage the purchase, lease order, or recommendation of an item or service that may be reimbursed under a government health care program, such as Medicare or Medicaid. You may not offer, give, or accept money, gifts, loans, rewards, favors, or anything of value that constitutes, or reasonably could be perceived as constituting, a bribe or other improper business inducement.

“Anything of value” can take many forms beyond currency. It includes entertainment, credits, free goods or services, forgiveness of a debt, sale, or purchase of an item below market value, as well as compensation for unnecessary services or for legitimate services at a rate exceeding fair market value.

No illegal or improper payment from Organization funds or assets will be made directly or indirectly by any manager, officer, colleague, or agent of SLTCM. This includes, but is not limited to, political or commercial bribery, kickbacks and/or political contributions to government officials, candidates for office, and public or private colleagues.

F. FAIR COMPETITION AND ANTITRUST LAWS

Every manager, officer, and colleague must review, and ensure, that he or she fully understands, the section of the SLTCM Compliance Plan that discusses competition and antitrust issues. As noted therein, SLTCM is committed to compliance with all federal and state antitrust laws. Anticompetitive behavior in violation of antitrust laws can result in criminal and/or civil liability for colleagues and the Organization.

More generally and apart from antitrust laws, SLTCM prohibits taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealings.

G. MONEY LAUNDERING PREVENTION AND COMBATING FINANCING OF TERRORISM

SLTCM will comply with anti-money laundering, and combating financing of terrorism, laws, and regulations. More specifically, the Organization prohibits any activity aimed at hiding the origin of unlawfully gained money. If you suspect that SLTCM has received a suspicious payment, you must report it immediately to your supervisor and to the SLTCM General Counsel or the Compliance Officer. SLTCM will conduct its business only with reputable customers and vendors engaged in legitimate business activities, with money derived from legitimate sources.

H. GOVERNMENT REIMBURSEMENT AND THE FALSE CLAIMS ACT

As a provider of health care services that involve with government programs, SLTCM 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. The Organization is firmly committed to compliance with all applicable laws, rules, regulations, and program requirements when filing or otherwise presenting any bid, bill, or claim for payment, any cost or expenditure report, any encounter data or other medical record reports, or any other information to federal or state health programs.

All claims for payment to third parties are based on the documentation by clinical colleagues in the relevant medical record. Clinical colleagues are obligated to accurately and completely document all services provided and, if responsible for entering charges for the clinical services provided, enter a charge that is accurate and meets all program rules and requirements, as well as the Organization's documentation and coding policies. Business colleagues, affiliates, and agents responsible for entering charges based on a clinical provider's documentation, are obligated to enter an accurate charge that meets all programs rules and requirements, as well as the

Organization's documentation and coding policies. If you have any uncertainty about the proper application of government program rules or requirements to any document prepared for submission to the government, or any questions about the accuracy or completeness of a submission, you must promptly raise the issue with your supervisor, the SLTCM General Counsel, or the Compliance Officer, or his or her designee.

I. PROCUREMENT INTEGRITY

SLTCM will comply with all laws and regulations applicable to the procurement of goods and services. As warranted under the circumstances presented, the Organization will treat all parties with which it has a business relationship fairly and will conduct itself in an ethical manner when obtaining new business. All proposals and contracting arrangements must accurately reflect SLTCM's experience and capabilities.

J. INELIGIBLE HEALTH CARE PROVIDERS

The government has the authority to exclude individuals and/or entities that have engaged in abuse or fraud from participation in Medicare, Medicaid, and other federal and state health care programs. As detailed in the SLTCM Compliance Plan, SLTCM will not employ, or contract with, any individual or entity that has been excluded from any government-funded program.

K. CONSULTANTS, AGENTS, AND REPRESENTATIVES

SLTCM's agents, representatives, and consultants must be willing to certify their compliance with the Organization's policies and procedures and must never be retained to circumvent our ethical and business standards.

L. MARKETING AND PROMOTION

When marketing or promoting the Organization's services, SLTCM's representatives and agents are prohibited from disseminating any information that is inaccurate or misleading. They must understand, and comply with, all applicable federal and state laws and regulations governing sales, marketing, and promotion.

If you are a SLTCM participant, you must work with SLTCM to determine the appropriate use of the SLTCM logo, materials, or proprietary information by a participant for marketing purposes.

M. ANTI CORRUPTION

SLTCM will comply with all anti-corruption laws including, but not limited to, the U.S. Foreign Corrupt Practices Act ("FCPA").

N. SARBANES OXLEY

To the extent applicable, SLTCM shall comply with the provisions of Sarbanes-Oxley Act of 2002 ("SOX").

O. EMTALA

All of the Organization's colleagues and participants providing services at a clinical partner's site, which may be subject to the Emergency Medical Treatment and Active Labor Act, 42 U.S.C. 1395dd, will comply with EMTALA and the clinical partner's policies to medically screen, stabilize, and transfer individuals presenting to the emergency department with an emergency medical condition without regard to the individual's ability to pay.

VIII. MEDIA AND PUBLIC AFFAIRS

A. MEDIA AND PUBLIC RELATIONS

Information disseminated about SLTCM must be full, fair, accurate, timely, consistent, and understandable. Inquiries from the media should be directed immediately, without further comment, to the SLTCM General Counsel, or the Vice President of Communications and Marketing. Significant press releases and other public statements generally should be approved in advance by the General Counsel.

B. POLITICAL ACTIVITIES AND CONTRIBUTIONS

The SLTCM Compliance Plan addresses political activities and contributions. You are prohibited from using funds, facilities, or other Organization assets to support, either directly or indirectly, any political candidates or political parties inside, or outside, the United States unless any such contribution or activity is expressly permitted under federal and/or state law, and you have obtained in advance, approval by the SLTCM General Counsel and the Chief Executive Officer.

You may participate in partisan political activities only in your individual capacities, on your own time, and at your own expense. You must ensure that when participating in political activities in your individual capacities, you do not leave the impression that you speak or act for the Organization.

C. LOBBYING

SLTCM is committed to abiding by the laws and regulations relating to the lobbying of federal, state, and local officials on its behalf, including reporting, and certification requirements. To that end, all lobbying activities, and related expenditures, must be pre-approved by the SLTCM General Counsel.

D. RESPONDING TO GOVERNMENT AUDITS, INSPECTIONS, AND INVESTIGATIONS

SLTCM is committed to complying with all applicable federal, state, and local laws, regulations, and administrative rules. The Organization must respond fully, accurately, and timely to government audits, inquiries, investigations, inspections, and other requests for information and corporate data, files, or records. Failure to do so may result in sanctions, penalties, fines, and other

administrative, regulatory, or legal actions or proceedings. As stated in the SLTCM Compliance Plan, it is the policy of our Organization to cooperate with government agencies in their investigations. To facilitate this policy, all colleagues must review carefully the pertinent provisions of the SLTCM Compliance Plan and bring any of the following events or developments to the immediate attention of senior management, SLTCM Compliance Officer and the General Counsel:

- requests or subpoenas to appear or testify before a grand jury, government agency, commission or legislative or administrative agency;
- notification of investigation by authorities responsible for enforcing laws;
- non-routine inspections, visits, interview requests, and requests for Organization data, documents, files, or records by any federal, state, local or foreign government, agency, regulator, or enforcement official, and
- communications or notices received from government agencies, regulators or enforcement officials imposing, or threatening the imposition of, fines, penalties, or injunctive action.

IX. AMENDMENTS AND WAIVERS OF THIS CODE

From time to time, SLTCM may amend certain provisions of the Code. Waivers of the Code may be granted only by the SLTCM General Counsel or the Compliance Officer who may, depending on the circumstances presented, discuss the proposed waiver with the SLTCM Compliance Committee before approving. Any manager, officer, or colleague who believes that a waiver may be appropriate should discuss the matter with the Organization's General Counsel.

ACKNOWLEDGEMENT FORM

- I acknowledge that I have received and read the SLTCM Compliance Plan and that I understand its contents and my role with SLTCM.
- I understand and agree that I must comply with the SLTCM Compliance Plan and all laws, regulations, policies, procedures, and other guidance applicable to the responsibilities of my position.
- I agree to fully cooperate with the implementation of the SLTCM Compliance Plan and to report any instances of possible violations of law, regulations or policies that are applicable to SLTCM of which I become aware.
- I agree to fully participate in any auditing or monitoring processes, and to report any instances of possible violations of laws, regulations or policies that are applicable to SLTCM.
- I acknowledge that SLTCM maintains a Compliance Helpline for the purpose of receiving notifications of possible violations of law, regulation and the SLTCM Compliance Plan.
- I understand that my failure to report any concerns regarding possible violations of law, regulations, the SLTCM ACO Code of Conduct, or the SLTCM ACO Compliance Plan may result in disciplinary action, up to and including termination of my employment, contractual relationship, or Board membership with SLTCM.
- I acknowledge that I have disclosed to the SLTCM ACO Chief Compliance Officer any Conflicts of Interest in accordance with this Code, SLTCM Compliance Plan, and the SLTCM Conflicts of Interest Policy.
- I certify to SLTCM that I have never been excluded from participation in a federal health care program (including, without limitation, Medicare, or Medicaid). I agree to notify SLTCM in the event I am charged with or convicted of a crime (other than a traffic offense) or am excluded from, or have been proposed to be excluded from, participation in a federal health care program (including, without limitation, Medicare or Medicaid) in the future.

Signature

Print Name

Title

Location

Date