

**CORPORATE COMPLIANCE PROGRAM
CODE OF CONDUCT**

“PLEDGE OF PRINCIPLES”

2015

THE CODE OF CONDUCT

Our code of conduct, the “*Pledge of Principles*”, was developed to help guide the behavior and performance of employees of the Company and to demonstrate in writing to patients, partners, and the public our commitment to providing services with compassion, honesty and integrity. The Compliance & Integrity Committee, as well as the Board of Directors supports this code of conduct. It has been adopted as policy and we are held to its standards. As with other Company policies, those who violate the *Pledge of Principles* are subject to disciplinary action, up to and including termination of employment. Anyone who, in good faith, reports a violation of this Code is protected by our Non-Retaliation policy.

The Pledge applies to all people who provide services for or on behalf of the Company or in the name of the Company. This includes employees (full-time, part-time, independent contractors, consultants, clinicians and non-clinicians), vendors, and other affiliates.

As associates of the Company and this community we embrace the spirit, values and principles of our Code of Conduct so that we may:

- Serve as leaders in the provision of clinical services;
- Create an environment where we, as associates of the Company, can provide the best possible health care;
- Provide exceptional, high quality, compassionate health care services;
- Preserve and enhance the efficiency of our work environment;
- Maintain ethical standards;
- Comply with all applicable federal, state and local laws, as well as, Company policies and procedures;
- Prevent fraud, abuse, or other illegal or unethical activity.

As important as the *Pledge of Principles* is, we recognize that no set of guidelines can be a substitute for good judgment, common sense and professional integrity. We strive to encourage a culture that incorporates compliance awareness in meeting our daily obligations. Compliance is not optional – *it is mandatory*. Consider it your personal responsibility to know and follow the Company’s Compliance Policies. All employees have a ***duty to act***. If you become aware of a situation that is inconsistent with this Pledge, you have an obligation to report it to your supervisor or the Chief Compliance Officer.

The Pledge is an integral part of the Company Compliance Program. The Compliance Program is comprehensive across the organization and consists of ten elements:

1. Oversight and Support by the Board of Directors
2. Authority through the Chief Compliance Officer
3. Code of Conduct
4. Policies & Procedures
5. Lines of Communication
6. Risk Assessment and Auditing/Monitoring
7. Enforcement & Discipline
8. Responding to Detected Offenses
9. Verification of Employee Backgrounds
10. Education and Training

Purpose.

The purpose of this Pledge of Principles is to provide all employees and associates with a framework of professional responsibility that affirms our ethical and moral standards and reinforces our commitment to legal, ethical behavior.

General Business Conduct.

We conduct business with integrity and in compliance with all applicable federal, state and local laws and regulations. We encourage all associates to have open and honest communications with their supervisor about business practices within their departments.

Management and Individual Responsibility.

Officers, vice-presidents, directors, managers and supervisors share the responsibility for ensuring that employees under their supervision are aware of and comply with the Compliance Program, demonstrating exemplary behavior and setting an example for other associates of the Company. Each supervisor is granted the authority necessary to act in response to reported concerns. Each employee is personally responsible for following the policies included through

the provisions of this Code and the Compliance Program and seeking help when needed to avoid illegal business conduct.

Interpretation.

If you have a question about the Compliance Program or Code of Conduct, including how it should be interpreted or applied, it is your responsibility to contact your supervisor or the Chief Compliance Officer to obtain clarification and guidance.

RELATING TO THOSE WE SERVE

Service Quality and Customer Care.

We work as a team to promote the reasonable satisfaction of patients, employees, providers, customers and third party payors. We are committed to providing quality service in an environment where patient rights are protected. We base each patient's plan of care on the assessed needs of the individual patient. We protect the integrity of a care provider's decisions to order tests, treatments and other interventions based on those needs.

We treat all patients with compassion, dignity and respect. We recognize that our patients have a right to be involved in the decision making process regarding their care. We include family members and caregivers as appropriate and seek to understand the patients' needs. We perform services that are medically necessary and disclose medical errors and adverse events in accordance with federal, state and local laws and regulations.

Confidential Information.

We protect the confidential nature of all clinical, personnel, financial, commercial, technologic and business information. We access and divulge information in conformity with legal requirements only as appropriate to the Company's operations and the care of our patients. We are careful about written and spoken communications so that information is given only to people authorized to receive it and unauthorized disclosures are prevented. With regard to the privacy and security of our patients' medical information and their rights to their own medical information, we will comply with the requirements of state and federal laws, including the Health Insurance Portability and Accountability Act of 1996, commonly referred to as "HIPAA", and all amendments thereto.

Our patients have a right to confidentiality of their healthcare information. We expect all employees to maintain confidentiality of patient information in accordance with federal and state laws, as well as, our own internal privacy policies. All employees must comply with HIPAA. Initial and ongoing training is provided to each employee. Employees have an obligation to complete all required training.

Record Keeping and Record Retention.

We prepare and retain all business information, clinical records and reports completely and accurately and in a timely manner. We store records in a safe and secure location for the time required by law or the Company Records Management policy, whichever is longer. We do not destroy, conceal or alter documentation in an attempt to prevent authorities from gaining access for purposes of government or internal investigations. Upon the direction of the Legal Department, we maintain records beyond required record retention periods where legal action or investigation has commenced.

Advertising and Promotion of Company Products and Services.

We are truthful with our advertisements and promotions; we do not make misrepresentations of our services. All advertising materials are reviewed by or under the direction of the Legal Department prior to distribution or use.

Substance Abuse.

We maintain a drug-free workplace. We do not use, possess, manufacture, dispense, distribute or sell illegal or non-prescribed drugs or alcohol while we are conducting Company business, while on Company property, or while operating a Company vehicle. All employees are expected to be familiar with, and abide by, the Company's Substance Abuse Policy.

Weapons or Firearms.

We do not carry or display weapons or firearms while on Company property, in Company vehicles or while performing Company business.

RELATING TO ONE ANOTHER

Employee Relations.

We do not discriminate against employees or applicants on the basis of race, color, religion, sex, national origin, disability, age, genetic information, veteran status, or any other characteristic protected by federal, state or local law. We value diversity and recognize that all employees contribute directly to the organization's success. We do not engage in sexual harassment, including unwelcome sexual overtures, advances, requests for sexual favors, or other similar conduct in any way which would adversely affect another employee's work performance or create an offensive working environment.

Company Loyalty.

We are representatives of the Company. By our acts, words and deeds, we demonstrate our loyalty and dedication to the success of the Company and our pride in the Company for which we work. We will not jeopardize or damage the integrity, reputation or relationships of the Company. We do not participate in any business that competes with the Company. We bring all appropriate business opportunities to the Company and do not divert them to ourselves or others.

Open Communication.

Open communication is essential for accomplishing the goals of the Company. These goals include minimizing and preventing fraud, waste and abuse. The success of the Code and the Compliance Program depends on maintaining effective channels of communication. As an employee, you must be willing to bring forth concerns and know that you will be listened to and taken seriously. Employees are encouraged to report compliance issues and will not be retaliated against for doing so.

RELATING TO COMPLIANCE WITH LAWS AND REGULATIONS

Billing and Coding Integrity.

We perform billing, coding and reimbursement procedures in accordance with pertinent rules, regulations and written contracts with third party payers. Services are billed using only billing codes that accurately describe the services that were provided and are supported by adequate

documentation in the medical record. We do not engage in any improper coding techniques that would result in a classification and payment higher than one that properly reflects the service actually performed. We do not bill services separately that are required to be billed together. We bill only for medically appropriate services actually performed by licensed professionals.

We do not tolerate false, fictitious or fraudulent claims. We comply with the requirements of the federal False Claims Act, as well as, State False Claims Acts in those states where we do business. The Federal False Claims Act establishes liability for any person who “knowingly” presents or “causes to be presented” a false or fraudulent claim. If you encounter a coding, billing or documentation situation that you believe will result in a false or fraudulent claim, you have a duty to report your concerns to your supervisor or the Chief Compliance Officer.

Antitrust.

We are committed to fair and open communication and we will comply with all applicable antitrust laws. We do not make agreements or exchange pricing information with competitors that is intended to stifle competition. We avoid any activity that may be construed as unethical, an unfair method of competition or a deceptive or unfair practice.

Licensing.

We maintain professional licenses, certifications and accreditations and comply with ethical standards of our respective professional organizations. All employees conduct their practice, or perform their duties, within the scope of their capabilities, licenses and certifications and applicable standards of care.

Gifts to/from Referral Sources.

We market our Company’s services on the basis of quality. We do not use gifts, bribes or false promises to improperly influence our customers or anyone with whom we deal. We make patient referrals based only on the medical needs of the patients we serve and we do not make payments or provide non-cash benefits to anyone to incentivize a patient referral, or to get such a referral.

A Company employee may extend a business courtesy to a potential referral ONLY under certain conditions. The gift may not be a cash or a cash equivalent, such as gift certificates, checks or stock instruments and total gifts to an entity may not exceed \$392 in value for the

calendar year. The gift must not be determined in any manner that takes into account the volume or value of referrals and it may not be solicited by referral source. Employees must *not* receive business courtesies, of any value, from potential referral sources. All gifts given or received must comply with the policy on Business Courtesies to Referral Sources.

Reporting Violations.

Not only are we responsible for complying with the provisions included in the Code of Conduct and the Compliance Program, but also for reporting any activity which we honestly and fairly believe may be a violation of any law or regulation or Company policy. Reporting violations is required, and failure to report a known or suspected violation can in and of itself be a cause for disciplinary action.

The Company will investigate reported violations and take all necessary actions to implement corrective action and to report findings to government agencies, as required by law.

Safety, Health and Environmental Protection.

The Company is committed to providing a healthy work environment and complying with all applicable safety and environmental laws. Employees must abide by operating procedures and safety standards including procedures for the handling, storage, use, shipment and disposal of regulated materials.

Collections.

The Company pursues collections in accordance with the Fair Credit Reporting Act and all other applicable laws.

RELATING TO THE OPERATIONS OF OUR BUSINESS

Disciplinary Action.

Violation of any of these policies, failure to report a violation, retaliation against an employee who reports a violation, or a supervisor's failure to assure that employees under his or her supervision comply with the Code of Conduct and Compliance Program may result in disciplinary action up to and including termination of employment.

Safeguarding Company Assets and Information Gained as an Employee of the Company:

We protect organizational resources, including facilities, equipment, funds, and information, against loss, theft and misuse. Company property and information is to be used for business purposes only.

Documentation of Services:

We document all patient care services in a proper, accurate, and timely manner in accordance with federal and state regulations. All claims for reimbursement are supported by required documentation. Patient records are legible and organized in a manner that makes them understandable.

Conflicts of Interest and Self-dealing:

We avoid situations where our personal interests could conflict or appear to conflict with the interests of the company. A conflict of interest occurs whenever we permit the prospect of personal gain to improperly influence our business judgment. We make organizational decisions fairly and objectively to promote the best interests of the Company without favor, preference or personal consideration.

We do not use material non-public information, gained through our employment with the Company, for our own benefit. In performing our duties, if we encounter information that is not known to the public and could be useful in making investment decisions, we comply with all applicable Securities laws. We do not use such information in the trading of Company stock nor do we advise others to do so.

Proper Accounting:

We ensure that company payments and transactions are properly authorized by management and are accurately and completely recorded in Company records in accordance with Company policy and Generally Accepted Accounting Principles. All financial information reflects actual transactions and is recorded timely. All reports to the public are complete, accurate, understandable and timely. All business expenses are supported by a business purpose and are reported completely and accurately on expense reports.

Contracts.

Only Company officers are authorized to sign contracts on behalf of the Company. All contracts are reviewed, in advance of signing, by our Legal Department. Where required by law, contracts are in writing and at fair market value.

Email, Voicemail , Computer Systems and Social Media.

Email, voicemail, computer systems and software are to be used for business purposes only. Information contained within these systems is accessible by management and considered to be property of the Company. Systems should be used only as required by your job responsibilities. Do not duplicate software or use it in any manner that is not permitted under the software license.

We use social media sites responsibly. When posting comments to social media websites, employees should be respectful, honest and accurate. Employees should not post information that is related to confidential business transactions or in violation of HIPAA. Employees may express only personal opinions and should never represent themselves as a spokesperson for the Company. Access to social media websites during work hours must be work-related or approved by your supervisor.

Political and Charitable Activity and Contributions.

We respect your right to participate in the political process, however, your political contributions must not be or appear to be made on behalf of the Company, unless approved in advance. The Company will not reimburse employee expenditures for personal political contributions. Corporate charitable contributions should be approved in accordance with the Approval Matrix. The Company may at times identify legislative issues that affect our business. In these instances you may be asked to support or oppose such legislation, however, such involvement is strictly voluntary.

Work-related Charges, Indictments, or Convictions.

We must promptly notify the Company's Legal Department in the event that we receive a subpoena, extraordinary communication from a third-party (payers, outside attorneys, or legal representatives) or any other unusual notification relating to the Company. We inform our supervisors immediately about requests from government auditors or investigators and do not interfere with the Company's response to such requests.

We screen employees, contractors, vendors, consultants and affiliates for exclusions from participation in federal and state healthcare programs as required by law. Excluded individuals are prohibited from furnishing goods or services, directly or indirectly, to program recipients or from directing others to furnish such goods or services.

Raising Questions and Concerns

If you become aware of an activity that you think may be in violation of this Pledge, our Compliance Program or any federal, state or local law or regulation or if you have any questions, please contact your supervisor, the Compliance Hotline or the Chief Compliance Officer.

Compliance Hotline (1-877-802-8484)