

CODE OF BUSINESS CONDUCT AND ETHICS



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CODY CONSULTING

CODE OF BUSINESS CONDUCT AND ETHICS

TABLE OF CONTENTS

INTRODUCTION **3 - 4**

MESSAGE FROM THE CEO	3
PURPOSE OF THE CODE	4
COMMITMENT TO COMPLIANCE	4

INDIVIDUAL RESPONSIBILITIES UNDER THE COMPLIANCE PROGRAM **5 - 7**

EMPLOYEE RESPONSIBILITIES	5
LEADERSHIP OBLIGATIONS	5
ACKNOWLEDGMENT	6
COMPLIANCE TRAINING	6
DUTY TO REPORT	7

WORKPLACE CONDUCT **8 - 9**

RESPECT FOR OUR EMPLOYEES	8
ALCOHOL AND DRUG USE	9
HEALTH AND SAFETY	9

THE COMPANY **10 - 12**

CONFLICTS OF INTEREST	10
CORPORATE OPPORTUNITY	10
GIFTS AND GRATUITIES	10
COMPUTER AND INFORMATION SYSTEMS	11
INTELLECTUAL PROPERTY	11
INSIDER TRADING	11
CONTRACTING PRACTICES	12
RECORD RETENTION	12
RESPONDING TO PRESS INQUIRIES	12

REGULATIONS AFFECTING OUR WORK 13 - 14

FRAUD AND ABUSE	13
BRIBES, KICKBACKS AND ILLEGAL INDUCEMENTS	13
FAIR COMPETITION	14
INELIGIBLE INDIVIDUALS	14
SAFEGUARDING CLIENT INFORMATION	14

AUDITS AND INVESTIGATIONS 16

COMPLIANCE WITH AUDITS AND INVESTIGATIONS	16
--	-----------

SEEKING GUIDANCE 17 - 18

SEEKING GUIDANCE AND REPORTING	17
NON RETALIATION	18

ACKNOWLEDGEMENT AND CONFLICT OF INTEREST FORMS #

ACKNOWLEDGEMENT FORM	19
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INTRODUCTION

Message from the CEO

Dear Colleagues:

The reputation of Cody Consulting Group, Inc. (“Cody Consulting” or the “Company”) is the result of the drive, dedication and hard work of its employees and contractors. Together, we are responsible for earning and maintaining our client’s trust and respect by delivering quality services, software and solutions.

We are a values-based company, dedicated to conducting business in a manner that is socially responsible, and in compliance with the letter and spirit of the many rules and regulations that govern our business and the clients we serve.

For these reasons, Cody Consulting has developed a Code of Business Conduct and Ethics (“the Code”) to guide employees and contractors in understanding our regulatory and contractual obligations. Cody employees and contractors are charged with the responsibility to act with integrity in all aspects of our professional endeavors.

The Code serves as a guide that provides us with the fundamental principles and key policies that govern the conduct of our business. The Code applies to all Cody employees and contractors.

The Cody management team is fully committed to the principles set forth in the Code. Our continued success requires all of us to maintain this commitment and to respect the rules, regulations and standards governing our business and the clients we serve.

Thank you for the work you do every day and for your commitment to the principles of the Code.

With Respect,

Deb Mabari

CEO

Purpose of the Code

The Cody Code of Business Conduct and Ethics is designed to help all employees and contractors understand and comply with our regulatory and contractual obligations. The Code has been approved by the senior management team. The Code applies to everyone who works or contracts with the Company.

Commitment to Compliance

The Code is the cornerstone of our commitment to conduct business with a high level of business ethics, personal integrity and compliance. It is imperative that each of us hold a personal commitment to compliance with the numerous rules, regulations and laws that affect our business and the clients we serve. The Code provides guidance in making appropriate decisions when faced with ethical issues or policy-based decisions. It is the responsibility for all Cody personnel to understand and comply with applicable regulations in any business situation.

INDIVIDUAL RESPONSIBILITIES UNDER THE COMPLIANCE PROGRAM

Employee Responsibilities

The strength of our organization resides in the efforts and talents of our personnel who create our success and reputation. Cody team members are responsible for performing their duties in good faith, and with honesty, fairness and integrity.

It is the responsibility of all Cody team members to understand and abide by the principles contained in this Code, to ask questions when faced with any ethical issue or when faced with any uncertain situation. It is the responsibility of Cody team members to rely on this Code and the Cody Employee Handbook as guidance for how we conduct our business.

Leadership Obligations

Cody's senior management is committed to promoting, supporting and enforcing the Compliance Program. Senior management will lead by example ensuring that compliance is an integral part of leadership responsibility. Management will encourage open communication with all Cody team members and support individuals who report compliance concerns.

Acknowledgement

All Cody employees including leadership and contractors are expected to comply with the policies set forth in this Code. The Code is provided to new hires upon hire and provided to existing employees as revisions are released. After careful study of the Code, each employee will acknowledge that he/she has received a copy of the Code and will abide by the principles and guidance contained within the Code.

Compliance Training

It is important that each employee, including senior management uphold the standards and policies within the Code. To this end, all Cody employees will complete required training in a timely manner.

The Cody Compliance Program provides the following compliance training:

- (1) **General Compliance Training.** This training consists of two separate training components: a. CMS approved compliance training; and b. Cody Compliance Program training.
- (2) **Fraud, Waste and Abuse Training.** This training is a CMS-approved training.
- (3) **Cody Privacy and Security Training.** This training addresses HIPAA, HITECH and Company information security.
- (4) **Cody Code of Business Conduct and Ethics.**

Duty to Report

It is everyone's responsibility to report actual or suspected crime, fraud or any misconduct in violation of the law, regulations or this Code by any employee or contractor acting on behalf of the Company. If you are contacted by any law enforcement or governmental agency about actual or suspected illegal conduct of any type, you must report this immediately to the Compliance Officer.

Employees and contractors may report compliance concerns without fear of retaliation by the Company for any report made in good faith.

See section 'Seeking Guidance and Reporting' for instructions on how to report compliance matters to the Compliance Program.

WORKPLACE CONDUCT

Respect for Our Employees

The manner in which we treat people and our work environment affects the way we do our jobs. All employees want a workplace where they are respected and appreciated. All Cody employees must contribute to the creation of a workplace that fosters respect, honesty, integrity and trust.

It is Cody's policy to:

- Respect the privacy and dignity of all team members by protecting confidential employee information including protected health information.
- Recruit, hire, train and promote qualified persons in all job classifications without regard to race, color, religion, sex, sexual orientation, national origin, veteran's status, age or disability, or any other legally protected basis.
- Provide a work environment free of discrimination and harassment on the basis of race, color, religion, sex, sexual orientation, national origin, veteran's status, age or disability, genetic information or any other legally protected basis.
- Provide courteous treatment to our team members and our clients in all working relationships and environments.

Alcohol and Drug Use

Cody strives to maintain a work environment free from the effects of alcohol and drugs. Use of alcohol, legal or illegal drugs that may impair or interfere with the ability to conduct work, drive a Company vehicle including rentals, or use Company property is prohibited. Possession and/or trafficking of illegal or controlled substances or being under the influence of illegal or controlled substances is prohibited.

Health and Safety

Every Cody employee and contractor is responsible for their individual safety as well as the safety of others in the workplace. Employees must be safety conscious at all times. The safety of personnel and ensuring appropriate working conditions is a top priority of all management.

THE COMPANY

Conflicts of Interest

The Company expects its employees and contractors to transact business according to the highest ethical standards of conduct. It is each employee's obligation to act in the best interests of the Company and not allow any personal activity to conflict with or interfere with his/her service to the Company. You are expected to avoid any activity, investment, interest or association that interferes or appears to interfere with the independent exercise of judgment in carrying out assigned job responsibilities or with the interests of the Company.

Corporate Opportunity

Cody employees and contractors owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. You may not take for yourself opportunities that are discovered through the use of corporate property, information, or position or use corporate property, information or position for personal gain. You may not compete with the Company.

Gifts and Gratuities

Cody employees, contractors and management cannot accept gifts, payments, fees for services, discounts, valuable privileges or other favors or gratuities that might improperly influence them in their work duties.

Computer and Information Systems

Each Cody employee and contractor is responsible for the appropriate use of any Cody-issued phone, computer or any other mobile communications device.

Employees and contractors should not expect a right to privacy in connection with the use of Cody equipment or with the transmission, receipt or storage of messages or information associated with the e-mail system, Internet, Intranet, or any other Company-provided or approved system or service.

No employee or contractor should access, or attempt to obtain access to another person's password or electronic communications.

Employees and contractors are prohibited from downloading or installing any software on Company computers without prior permission from management.

Intellectual Property

Company trade secrets and confidential or proprietary information are not to be uploaded or downloaded without prior authorization from management. Company confidential information should never be transmitted or forwarded to outside individuals or companies not authorized to receive that information.

Insider Trading

In the course of your work with Cody clients, you may become privy to confidential, material non-public information about the client. Employees and contractors may not pass material, non-public information to anyone who may trade securities based on that

information or give others recommendation to buy or sell client securities.

Contracting Practices

Cody employees may not undertake any performance, payment or other obligation unless authorized by management.

Record Retention

Cody Consulting is committed to compliance with all applicable laws and regulations relating to the preservation of records. The Company will identify, maintain, safeguard and dispose of records in Cody's possession in the normal course of business and to an established records retention schedule. If you learn of a subpoena or pending, imminent or contemplated litigation or government investigation, you should immediately contact the Compliance Department. You should retain and preserve all records provided in response to any subpoena, or provided in the course of any litigation.

Responding to Press Inquiries

Cody employees and contractors should not speak with the press, the public, groups or organizations as a Company representative unless specifically authorized by senior management. All inquiries from the media or public for statements regarding Cody Consulting should be referred to senior management.

REGULATIONS AFFECTING OUR WORK

FRAUD AND ABUSE

Fraud, abuse, dishonesty or criminal conduct involving Cody business operations is prohibited and will not be tolerated.

Fraud is a broad concept that refers generally to any intentional act committed to secure an unfair or unlawful gain.

Abuse refers to an activity that is not consistent with generally accepted business, medical or fiscal standard practices.

Bribes, Kickbacks and Illegal Inducements

Cody Consulting complies with applicable federal and state anti-kickback laws and regulations. These laws make it a crime to offer or receive payments or other benefits that could be perceived as an inducement to conduct business, or for referrals of Medicaid, Medicare or federal health care program beneficiaries.

You may not accept or offer money, gifts, loans, rewards, favors or anything of value that could constitute or be perceived as constituting a bribe or improper business inducement.

Fair Competition

Cody Consulting depends upon its reputation for quality, service and integrity. Cody employees and contractors should endeavor to deal fairly with the Company's clients and competitors.

Cody prohibits taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealings.

Ineligible Individuals

As a business associate to state and federal health care program contractors, Cody Consulting may not employ or contract with individuals or companies that are barred from taking part in such programs.

To meet this obligation, the Company must screen all employees and contractors against federal exclusion lists before hiring or entering into contracts. Cody must re-screen employees and contractors on a periodic basis.

Safeguarding Client Information

All Cody employees and contractors are required to comply with the rules of the Health Insurance Portability and Accountability Act (HIPAA). Our clients may possess member health information and other proprietary, confidential information about persons or companies with which we conduct business. All such information must be handled properly in order

to protect such information from inappropriate access, use and disclosure.

AUDITS AND INVESTIGATIONS

Compliance with Audits and Investigations

All Cody employees and contractors have a duty to cooperate with any audits, inquiries or investigations conducted by the Compliance Department, the IT Security Department, Human Resources, the Finance Department, and/or any government entity or our clients.

Compliance with an audit or investigation means:

- Notifying the Compliance Department regarding all audit or investigation inquiries from any source, including government agencies and clients.
- Notifying the Compliance Department regarding notifications of fraud or abuse you might receive.
- Participation in audits or investigations as requested such as interviews or requests for documentation.
- Providing accurate, complete and timely responses for information as requested.
- Retaining all documents requested as part of an investigation or audit.

SEEKING GUIDANCE

Seeking Guidance and Reporting

The Cody Compliance Department is committed to an 'open door' policy so that employees and contractors may report concerns of probable or actual violations of laws, rules, regulations and/or Company policies.

Cody employees and contractors are obligated to report compliance concerns and potential or identified compliance violations to the Compliance Department regarding any issue or practice which a person believes in good faith may constitute a violation of laws, rules regulations and/or Company policies.

To seek advice and guidance or report compliance issues either directly or anonymously, please use one of the following avenues:

- (1) The Cody Compliance Hotline at **1-855-990-CODY (2639) ext 208**. Reporters may choose to reveal their identity or may leave a message anonymously. The Company does not have any way to identify the incoming phone number or the identity of the person making the call.
- (2) Send an email to the Compliance email box at compliancereporting@codyconsulting.com. If a reporter chooses this avenue, the reporter's email address is visible to Compliance.
- (3) Send a letter to: Cody Compliance Program, 1412 Provincetown Circle, Lutz, FL 33549. If a reporter chooses this avenue, the reporter may remain anonymous.
- (4) Call the Compliance Officer directly at 813-480-5829. If a reporter chooses this avenue, the reporter's phone number is visible.
- (5) Send a letter directly to the Compliance Officer: Tonya Teschendorf, 62 Rincon Drive, St. Augustine, FL 32095. You may choose to remain anonymous.

Note that should a reporter want the Compliance Officer to contact the reporter, he/she should leave a return number, email address or postal address.

All reports will be thoroughly reviewed and investigated.

Non Retaliation

It is Company policy that employees and contractors may report any compliance concern or any actual or suspected violations of the law, rules, regulations that govern our business without fear of retaliation.

No form of retaliation or intimidation will be tolerated against an employee or contractor who makes a good-faith report of suspected or identified compliance violations or who participates in any investigation of a violation.

CODY CONSULTING

CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGMENT AND CERTIFICATION

I hereby acknowledge that I have received and read the Cody Consulting Code of Business Conduct and Ethics. I will abide by and comply with the standards and principles presented in the Code.

I will seek guidance regarding any compliance concern, actual, or suspected violation of any law, rule or regulation or Company policy.

I will attend and complete all required Cody training.

Signature:

Date: