



AGEWELL NEW YORK, LLC

COMPLIANCE PROGRAM STANDARDS OF CONDUCT

Managed Long Term Care Plan Fully Integrated Duals Advantage Plan Medicare Advantage Prescription Drug Plan

I. Introduction and Overview

AgeWell New York, LLC (“AgeWell New York”) is fully committed to complying with all applicable Federal and State laws, regulations, guidelines and other legal requirements to conduct its business in an ethical and legal manner. If you interface with any health care lines of business, such as Medicare and Medicaid, the AgeWell New York Compliance Program Standards of Conduct (“Standards of Conduct”) apply to you.

The Standards of Conduct articulate AgeWell New York’s culture of compliance and ethical behavior. We expect and require that all members of the AgeWell New York community abide by the highest standards of integrity, including its Board of Managers, corporate officers, administrative, clinical, and management personnel, contracted health care providers and practitioners and other employees, as well as providers and First-Tier, Downstream and Related entities (“FDRs.”)

Although the Standards of Conduct do not cover every situation that may arise in the course of daily business, they provide general guidelines and direct you to seek additional information when it is needed. Additional guidance is provided in AgeWell New York’s Compliance Program Charter, Compliance Program Policies and Procedures, Compliance Program Code of Conduct, and the Fraud, Waste and Abuse (FWA) Program.

The Standards of Conduct is a living document that is updated periodically to respond to changes in the health care industry. You may use any of the reporting channels listed in the Standards of Conduct to report or seek clarification on an issue, or if you are unsure whether an activity meets AgeWell New York’s ethical standards. Furthermore, if you are asked to do something you believe is contrary to the law or our Standards of Conduct, or have knowledge that someone may have violated a rule, you must report it through the appropriate internal channels.

While there is no single standard that governs all situations, the use of available resources, good judgment and common sense combined with personal integrity and honesty are the best guides to assure that business activities are conducted with the highest ethical standards.



II. Board of Managers and Executive Management

The Standards of Conduct are reviewed and approved by AgeWell New York's Board of Managers.

What are Your Responsibilities?

In accordance with the Standards of Conduct, you will:

- Learn the details of AgeWell New York's Compliance Program, FWA program, and any policies and procedures that relate to your employment or contract.
- Act at all times in accordance with ethical principles that reflect the highest standard of corporate and individual behavior.
- Avoid all conflicts of interest between work responsibilities and personal affairs that would compromise your ability to perform your governance responsibilities in an objective and effective manner.
- Comply with all applicable laws, regulations, policies and procedures in all business dealings on behalf of AgeWell New York.
- Comply with AgeWell New York's policies and procedures regarding the operation of its Compliance Program.
- Maintain member confidentiality in accordance with Health Insurance Portability and Accountability Act (HIPAA) rules and other Federal and State privacy and security laws.
- Promptly report suspected compliance or FWA violations through the appropriate channels.
- Cooperate fully to promptly correct any identified compliance or FWA violations.
- Cooperate fully with any compliance or FWA investigation.
- Disclose any debarment, exclusion, suspension, or other event that makes you ineligible to participate in Medicare, Medicaid or other Federal or State programs or upon conviction of a criminal offense.
- Understand that compliance is never secondary to business results.
- Promote compliance efforts through frequent meetings with direct reports and through employee evaluations.
- Review appropriate internal control measures pertaining to business processes to detect compliance risks or variances.
- Ensure that periodic monitoring and reviews for compliance occur and identify areas for improvements.
- Identify any necessary modifications to business processes as a result of a compliance review.



III. Reporting Compliance and FWA Concerns

AgeWell New York maintains various lines of communication to ensure confidentiality in reporting. The communication channels are accessible to all. When you have a compliance or FWA issue or concern or are aware of a suspected compliance or FWA violation, you may report it through any of the following methods:

1. Report to your immediate supervisor;
2. Report to your Department Head;
3. Report to the Corporate Compliance Officer – at 718-484-5032;
4. Report anonymously 24 hours a day/7 days a week to the Compliance Hotline at **888-336-7240**;
5. Report to the Compliance email at corporatecompliance@agewellnewyork.com;
6. Report to any Department Head;
7. If you are an AgeWell New York provider or FDR, in addition to any of the methods outlined above, you may report to your AgeWell New York assigned representative.

You have an obligation to report compliance and FWA concerns that you may have through the appropriate internal channel. You are also expected to assist in the investigation and resolution of these issues. Failure to do so may result in disciplinary actions, up to and including termination of employment or contract.

In addition, employees can request clarification on a regulatory or compliance question, or request an interpretation of the rule by contacting the Corporate Compliance Officer.

IV. Investigation and Resolution

Once you report a compliance or FWA issue, AgeWell New York will investigate your concern. The information provided by you may be the basis of an internal and/or external investigation into the reported issue. Every effort will be made to protect your confidentiality to the extent possible.

The investigative process may require AgeWell New York to conduct interviews, complete a risk analysis, analyze root causes, review processes and systems, assess the impact to the member, government, and the Plan of any issues identified.

At the conclusion of the investigation, AgeWell New York will document the findings. If the incident warrants, a formal corrective action plan (“CAP”) will be used to track and remedy the issue. AgeWell



New York may refer serious matters over to Federal and State regulatory agencies, including law enforcement. We will make every effort to inform you of the outcome of the investigation, subject to legal or confidentiality constraints.

V. Non-Retaliation

AgeWell New York has a strict policy of non-retaliation against employees or others who make a good faith report of a compliance or FWA issue. All employees and providers are required to support both the letter and spirit of this commitment. Those who retaliate against an individual who makes a good faith effort to report a compliance or FWA issue will be subject to AgeWell New York's disciplinary policy.

Further, if you are filing a *qui tam* ("whistleblower") action under the Federal False Claims Act, you are protected by law from being discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in your employment as a result of filing a *qui tam* action.

If you suspect that you are being retaliated against for making a good faith report of a compliance or FWA issue, you may contact the Compliance Officer. Your allegation of retaliation will be investigated by the appropriate personnel, and those who are found to have violated AgeWell New York's non-retaliation policy will be subject to the disciplinary policy.

VI. Compliance and Fraud, Waste and Abuse (FWA) Programs

AgeWell New York maintains both Compliance and FWA Programs to prevent, detect and correct noncompliance and FWA activities.

These Programs are designed to prevent, detect and correct any situation that may compromise the safety, integrity, and financial well-being of health care programs like Medicare and Medicaid. If you suspect that an employee, provider, member, vendor, or any other party has violated an FWA rule, you have an obligation to report it through appropriate internal channels.

What is the difference between "compliance" and "FWA"? Compliance is a broad term used to describe activities and behaviors that must be consistent with Federal and State laws, regulations, mandates, and operational requirements. FWA, on the other hand, is more specific and tends to focus on the financial, safety and utilization impact to health care programs. In many instances, FWA focuses on claims, appropriate use of services, financial reimbursement, and certain illegal acts.

How can you help to prevent, detect and correct noncompliance and FWA? Become familiar with relevant Federal and State laws, AgeWell New York's Compliance Program and its Policies and Procedures. This will allow you to recognize incidents of noncompliance and FWA, and be able to report them. Should an issue require further action, you may be required to assist in the investigation and resolution to ensure that the issue is corrected and does not reoccur.



VII. Overview of Applicable Federal and State Laws

AgeWell New York, our employees, providers and FDRs must comply with certain Federal and State laws, statutes and requirements such as:

Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b)): This statute prohibits anyone from knowingly and willfully receiving or paying anything of value to influence the referral of Federal health care program business, including Medicare and Medicaid. This can take many forms, such as cash payments, entertainment, credits, gifts, free goods or services, the forgiveness of debt, or the sale or purchase of items at a price that is not consistent with fair market value. It also may include the routine waiver of copayments and/or coinsurance.

The offense is classified as a felony and is punishable by fines of up to \$25,000, imprisonment for up to five years, civil money penalties up to \$50,000, and exclusion from participation in federal health care programs.

Anti-Money Laundering: Money laundering involves hiding the origin of unlawfully gained money, for example through drug transactions, bribery, terrorism or fraud. AgeWell New York is committed to complying fully with all anti-money laundering laws and regulations. AgeWell New York will conduct business only with reputable customers involved in legitimate business activities, with funds derived from legitimate sources.

Antitrust Laws: These laws are designed to protect competition by prohibiting monopolies, price fixing, predatory pricing and other practices that restrain trade. AgeWell New York will never discuss pricing, suppliers or territories with competitors, nor make agreements with them on these or other competitive issues. AgeWell New York gains information about competitors only in legal and ethical ways. Improperly obtained competitor proprietary information cannot be used to the advantage of AgeWell New York.

Beneficiaries Inducement Statute (42 U.S.C. § 1320a-7a(a)(5)): Medicare marketing guidelines prohibit AgeWell New York from offering rebates or other cash inducements of any sort to members. The guidelines prohibit AgeWell New York from offering or giving remuneration to induce the referral of a Medicare beneficiary, or to induce a person to purchase, or arrange for, or recommend the purchase or ordering of an item or service paid in whole or in part by the Medicare program.

Civil Monetary Penalties and Exclusions: In addition to criminal penalties, the United States government may also impose civil monetary penalties and exclude a person or entity from participation in Medicare, Medicaid and all other Federal health care programs.

Code of Federal Regulations: AgeWell New York must comply with Federal regulations that implement and oversee the Medicare and Medicaid programs including, but not limited to 42 CFR § 422 and §423 and associated sub-regulations.



Contractual Commitments: AgeWell New York contracts with government agencies such as the Centers for Medicare and Medicaid Services (“CMS”) and the New York State Department of Health (“NYSDOH”) to administer the Medicare and Medicaid programs, respectively. AgeWell New York is bound by the terms and conditions of those contracts. Non-compliance with contractual obligations may result in the suspension or termination of AgeWell New York’s contracts with CMS and NYSDOH.

Federal Criminal False Claims Statutes (18 U.S.C. §§287, 1001): Federal laws make it a criminal offense for anyone who makes a claim to the United States government knowing that it is false, fictitious, or fraudulent. This offence carries a criminal penalty of 5 years in prison and a monetary fine.

Federal False Claims Acts (31 U.S.C. §§ 3729-3733): The Federal False Claims Act (FCA) prohibits any person from engaging in any of the following activities:

1. Knowingly submitting a false or fraudulent claim for payment to the United States government;
2. Knowingly making a false record or statement to get a false or fraudulent claim paid or approved by the government;
3. Conspiring to defraud the government by getting a false or fraudulent claim paid or approved by the government; or
4. Knowingly making a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the government.

Violations may result in a civil penalty between \$10,781 and \$21,563 per claim effective August 1, 2016.

The FCA defines “knowingly” broadly to mean a person who: (1) has actual knowledge of the information; (2) acts in deliberate ignorance of the truth or falsity of the information; or (3) acts in reckless disregard of the truth or falsity of the information, even without a specific intent to defraud.

The FCA also allows an individual to file a *qui tam* action that may entitle the individual to receive between 15-30% of a settlement or action stemming from the suit. Under the FCA, individuals are protected from being discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in their employment as a result of filing a *qui tam* action. Remedies include reinstatement with the same seniority, two times the amount of any back pay, interest on any back pay, and compensation for any special damages sustained as a result of the discrimination, including litigation costs and reasonable attorneys’ fees.

Federal Food, Drug and Cosmetic Act: This Act authorizes the Federal Drug Enforcement Agency (FDA) to oversee drugs and medical devices.

Fraud Enforcement and Recovery Act of 2009 (FERA): This law reinforces criminal violations of certain Federal fraud laws, including Federal false claim laws.

Health Insurance Portability and Accountability Act (HIPAA): This act protects the confidentiality and integrity of Protected Health Information (“PHI”).



The HIPAA Privacy Rule provides Federal protections for PHI held by AgeWell New York and its business partners and gives individuals an array of rights with respect to that information.

The HIPAA Security Rule specifies a series of administrative, physical, and technical safeguards for AgeWell New York and its business partners to use to assure the confidentiality, integrity, and availability of electronic PHI.

Office of Inspector General (OIG) List of Excluded Individuals and Entities (LEIE) and General Services Administration (GSA) System for Award Management” (SAM):

Federal law prohibits the payment by Medicare, Medicaid or any other Federal health care program for any item or service furnished by a person or entity excluded from participation in these Federal programs. No Medicare Advantage or Prescription Drug Plan Sponsor, or FDR may submit for payment any item or service provided by an excluded person or entity, or at the medical direction or on the prescription of a physician or other authorized person who is excluded. The Office of Inspector General (OIG) maintains the LEIE and the General Services Administration (GSA) maintains the SAM. Further, Sponsors must review the OIG LEIE and the GSA SAM systems prior to the hiring, appointing or contracting of any new employee, Director, vendor or FDR, and monthly thereafter.

Office of the NYS Medicaid Inspector General (OMIG) List of Excluded/Restricted Individuals: NYS law prohibits the payment by the NYS Medicaid program for any item or service furnished by an individual or entity whose participation in the Medicaid program has been excluded, restricted, or terminated under NYS law. Further, Medicaid providers, including Medicaid managed care organizations, must review the OMIG List of Excluded/Restricted Individuals prior to hiring or contracting of any new employee, Director, or vendor and monthly thereafter.

Physician Self-Referral (“Stark”) Statute (42 U.S.C. § 1395nn): This statute, which is also articulated in §1877 of the Social Security Act, prohibits a physician from making referrals for certain designated health services payable by Medicare to an entity with which he or she (or an immediate family member) has a financial relationship (ownership, investment, or compensation), unless an exception applies. The statute prohibits the submission of claims to Medicare for those referred services.

Social Security Act: Title XVIII of the Social Security Act implements the Medicare Advantage Program (§1851-1859) and the Prescription Drug Program (§1860D-1860D-31), and serves as the statutory foundation by which these two Medicare programs are governed. In addition, and when applicable, AgeWell New York complies with Medicare requirements under §1811-1848. Title XIX of the Social Security Act implements the Medicaid program (§1900-1946).

Sub-Regulatory Guidance: CMS and NYSDOH issue sub-regulatory guidance such as Health Plan Management System memos, manuals, and instructions. AgeWell New York complies with such guidance.

VIII. Training

AgeWell New York administers general compliance and FWA training to its Board of Managers, all staff members, contracted providers and FDRs. Employees and Board Members are required to be trained within 90 days of hire or appointment and annually thereafter.



All AgeWell New York contracted providers, FDRs and their employees who assist in the administration or delivery of health care services under the Medicare or Medicaid Programs are required to take general compliance and FWA training within 90 days of their contracting with AgeWell New York and annually thereafter. AgeWell New York disseminates general compliance and FWA training and education materials, including content about its Standards of Conduct, to contracted providers and FDRs through various methods, including its provider manuals and the AgeWell New York website.

FDRs who assist in the administration or delivery of AgeWell New York Medicare Advantage Prescription Drug plans who have met the FWA certification requirements through enrollment into the Medicare Parts A or B program or through accreditation as a supplier of Durable Medical Equipment, Prosthetics, Orthotics, and Supplies (“DMEPOS”) are deemed to have met the FWA training and education requirements. All FDR agents (for example, office staff and other personnel associated or employed by the FDR) who are not deemed to have met the FWA training and education requirement are required to take FWA training within 90 days of the FDR’s contracting with AgeWell New York and annually thereafter.

Starting January 1, 2016, to comply with compliance training requirements, AgeWell New York must accept from FDRs (including the FDR’s employees) certificates of completion of CMS’ training located on the CMS Medicare Learning Network (MLN) at <http://www.cms.gov/MLNProducts>, AgeWell New York will accept either the MLN system generated certificates of completion, or an attestation confirming that the organization has completed the appropriate compliance and FWA training.

AgeWell New York requires that FDRs and providers maintain thorough and accurate records for at least 10 years of completed training in accordance with their written agreement and present such records to AgeWell New York upon request.

IX. Monitoring & Auditing

The Corporate Compliance Department conducts, or in collaboration with business units, arranges for routine monitoring reviews and audits of its operations and of AgeWell New York’s providers and FDRs. This is done to ensure that we are operating at a level acceptable to government regulators. Should you be impacted by a monitoring or auditing activity, you are expected to fully cooperate in the activity, provide the necessary requested information, and assist in implementing any corrective action measures.

Conflict of Interest

A “conflict of interest” occurs when you have a personal or professional interest that influences, or appears to influence, your ability to exercise objectivity or impairs your ability to perform your responsibilities in the best interest of AgeWell New York.

AgeWell New York has a conflict of interest policy that prohibits you from engaging in any activity that results in a conflict of interest with AgeWell New York’s business, corporate mission, goals, or culture. A conflict of interest may arise when (but not limited to):



1. You hold a position with a company that is a direct competitor, business partner, vendor or subcontractor of AgeWell New York, and it compromises your ability to perform your responsibilities and duties in an impartial manner. This includes acting as an employee, consultant, board member, officer, partner, or trustee.
2. You have a financial interest in a company that is a direct competitor, business partner, vendor or subcontractor of AgeWell New York.
3. You have an immediate family member under the employ of AgeWell New York or its direct competitor, business partner, vendor or subcontractor, and it compromises your ability to perform your responsibilities and duties in an impartial manner.

AgeWell New York requires its Executive Managers and Board members to disclose potential conflicts of interest upon hire or appointment, and annually thereafter. Non-executive employees are also expected to disclose potential conflicts of interest upon hire and upon request by AgeWell New York. Executive Managers, Board members and employees also are required to recognize whenever a potential conflict of interest arises and make a full disclosure to the Corporate Compliance Officer, promptly or within thirty (30) days of discovering the conflict. You must disclose any interests that might influence your decisions or actions on the job, including interests in suppliers, customers, clients, or competitors. Failure to so disclose may result in appropriate disciplinary action, up to and including termination of employment or contract.

If it is determined that conflict of interest exists, you will be asked to correct the activity, transaction, relationship, or service that gave rise to the conflict. This includes terminating or recusing yourself from the position that gave rise to the conflict, disbursing or selling any financial interest, or repositioning your position or job function. Failure to do so may result in further appropriate disciplinary action, up to and including termination of employment or contract.

Fair Dealing

You should deal fairly with AgeWell New York's customers, service providers, suppliers, competitors and employees. You may not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any unfair dealing practice.

AgeWell New York competes on the merits of its products and services, and it does not make agreements with competitors to "fix" prices or restrain trade. Pricing and bidding information is not shared with competitors and mischaracterizing a competitor's products is not permitted.

Conduct With Public Officials

AgeWell New York is committed to dealing with public officials according to the highest ethical standards. AgeWell New York prohibits giving or offering anything of value, directly or indirectly, to a public official in order to influence official action or obtain an improper advantage. "Anything of value" means cash, gifts, meals, entertainment, political contributions, offer of employment or other benefits.



Individual Political Activities

You are free to support political candidates or causes of your choice as long as it is clear you are not speaking or acting on AgeWell New York's behalf. You may not use company time or resources when acting as a volunteer for a political candidate or cause.

Government Requests and Subpoenas

It is AgeWell New York's policy to cooperate with reasonable requests for information from government agencies and regulators. You should:

1. Notify Executive Management and Corporate Compliance Department staff members before responding to a subpoena, search warrant, request for an interview or other non-routine request for access to information related to AgeWell New York matters.
2. Always cooperate fully and be truthful in any information you provide to the government.
3. Not alter, withhold or destroy records related to an investigation.

HIPAA Privacy and Security

AgeWell New York's role in the health care industry requires it to collect and maintain personal health information of those served. This data, also called Protected Health Information ("PHI"), is protected under Federal and State privacy and security laws. These laws require that PHI, such as names, addresses, identification numbers, dates of birth, phone numbers, social security numbers, medical diagnoses, and treatment histories be handled in a confidential manner. To protect privacy and security, at a minimum, you should:

- Use and disclose the minimum necessary PHI to perform the job.
- Disclose PHI to any third party only with appropriate written authorization from the individual, unless the law authorizes or requires the disclosure.
- Dispose of unneeded copies of documents containing PHI in the secured shredding bins.
- Do not leave PHI lying on desks, in fax machines, or in any other area generally accessible to the public.
- Take special care to secure PHI when transmitting or transporting it outside AgeWell New York premises.
- Encrypt all PHI or any other personally identifiable or confidential information when transmitting through the Internet or storing on approved portable devices.
 - Lock computers when leaving your desk area.
 - Never share your password with anyone.
 - Use only secure email to send PHI to anyone outside AgeWell New York.
 - Report all inappropriate disclosures of PHI to your Supervisor of the HIPAA Privacy or Security Official

The unauthorized use or release of confidential or privileged health information by an employee will be considered grounds for corrective action up to and including termination. Computer systems containing PHI have the same confidentiality restrictions as paper records.



No PHI may be disclosed or discussed with anyone inside or outside AgeWell New York except as required to fulfill your job responsibilities and in accordance with AgeWell New York's policies, procedures, regulatory agencies, and Federal and State laws. A breach of confidentiality occurs when PHI is passed purposely or inadvertently to anyone who does not have a business "need to know." Such breaches of privacy and security are strictly prohibited. Please refer to company HIPAA Privacy and Security policies for additional detail.

Reporting Financial Condition and Operations

AgeWell New York's books and records shall be kept in accordance with generally accepted accounting principles, and with established finance and accounting policies. All personnel will cooperate fully with internal and outside auditors during examinations of AgeWell New York's books, records and operations. Certifications and reports of financial conditions will be true and accurate. Deception is inconsistent with principles of integrity and will not be tolerated.

Leadership Responsibilities

Leadership entails special responsibilities. While setting the "tone at the top," AgeWell New York's leaders are responsible for making strategic business decisions that align with its ethical standards. In addition to setting the tone at the top, leaders must be knowledgeable about the content and operation of the Compliance Program. The leadership team plays an important role in building integrity, respect, credibility and long-term sustainability for AgeWell New York. Because leadership sets an example for all employees, they must:

- Foster an environment of transparency.
- Maintain a positive, ethical work environment.
- Make certain that employees understand what is expected of them both professionally and ethically.
- Maintain an open door policy on a routine basis for employees to ask questions and raise concerns.
- Address issues raised by employees by listening and taking action, when appropriate.
- Be fair and objective.
- Be a positive role model.

Accepting and Offering Gifts

You are expected to use discretion and good judgment in dealing with customers and suppliers. You may not accept gratuities, kickbacks, or payments offered by anyone with whom AgeWell New York does business. This includes the acceptance of something of value, favors, discount on goods or services, gratuities, entertainment, or personal services payments (collectively "gifts") from any person or organization doing or seeking to do business with AgeWell New York which is or may appear to be intended to influence transactions or business relationships with AgeWell New York.

Exceptions to the above include:

- Items that are considered to be of nominal value (under \$10.00), such as cups, pens, tee shirts, key chains, paper pads, bags, or other small promotional items from those business relationships doing business with or seeking to do business with AgeWell New York.



- Meals and refreshments of reasonable value that occur in the course of bona fide business meetings with non-governmental personnel.
- Food, flowers or other perishable items that are shared with AgeWell New York's staff.
- Items won at a conference, meeting, where all attendees were given equal opportunity to win.

X. Consequences of Non-Compliance

Failure to act with integrity or comply with applicable laws and regulations can have a severe adverse impact on AgeWell New York and its business. Nothing is more important to AgeWell New York's collective success than the strength of its reputation, and nothing has a more profound impact on its reputation than AgeWell New York's conduct by its employees and those associated with AgeWell New York.

Failure to comply with the specific provisions of the law, such as Medicare, Medicaid, or other Federal or State program requirements, can result in significant loss of business through exclusion or debarment of AgeWell New York from government programs, as well as potential penalties or even criminal sanctions.

If you violate a compliance or FWA requirement, or fail to exercise reasonable due diligence to prevent, detect and correct compliance or FWA issues, you will be subject to various disciplinary actions. The disciplinary actions may include verbal or written warnings, suspension, up to and including termination of employment or contract. The type of disciplinary action imposed will depend on the "reason, record and circumstance." Failure to comply with the Standards of Conduct includes, but is not limited to:

- Authorizing, directing, approving or participating in violations of an AgeWell New York policy or encouraging others to violate a policy;
- Failing to demonstrate adequate leadership to ensure compliance with AgeWell New York policies and applicable laws;
- Concealing or failing to report violations;
- Deliberately withholding or misstating relevant information concerning a violation of the Standards of Conduct;
- Failing to cooperate with an investigation or an audit; or
- Retaliating against an employee for raising a compliance concern.

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