

OPIS SENIOR SERVICES GROUP

COMPLIANCE PLAN

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Opis Mission

Opis Senior Services Group is dedicated to the highest standards of care for all those we serve--- our customers, their families and each other. By listening to our customers, our caring and compassionate team members are continuously improving operations and creating a warm, respectful, dignified, ethical and safe environment for the elderly we serve.

INTRODUCTION AND PURPOSE

Opis Senior Services Group strives to provide the highest standards of ethics compliance and conduct in every aspect of our operations. This compliance plan is a mechanism that supports effective governance. It has been developed to promote a clear understanding of our intentions regarding this important topic. It is a guide that assists every Opis team member in living and supporting the Mission. We, as a company, are committed to consistently doing the right thing in everything that we do.

COMPLIANCE PLAN

I. COMPLIANCE PROCEDURES

Opis Senior Services Group is guided by the highest standards of ethics and integrity. As a result, we expect and encourage team members, customers and family members to report any compliance questions or concerns as soon as possible. We have an established Opis Connection Line (a line that is monitored twenty-four hours a day to ensure immediate access) and an email address. Both of these important tools are available to anyone who believes that they have a compliance issue.

1. Director of Compliance

The Opis Director of Compliance plays an important role in our efforts to ensure alignment with our Mission, specifically to our commitment to managing an ethical operation characterized by the highest standards. The Director of Compliance is responsible for overseeing the implementation of the Opis Compliance and Integrity Program. They are also responsible for answering questions, initiating internal investigations where necessary, resolving problems, and monitoring the overall Program. A chart identifying the Director of Compliance, along with the Compliance Liaisons is included as “Exhibit A.”

General Duties of the Director of Compliance and the Oversight Team

1.1. *Team member Training and Education*

The Director of Compliance establishes a comprehensive compliance education and training program. This program effectively communicates the requirements of the Plan to all team members. Standards of Conduct will be distributed to all team members. Each Opis team member is required to sign a certification indicating that they have reviewed the Standards and understand that violations may lead to disciplinary actions. The Director of Compliance is also responsible for establishing a system for maintaining all certifications that are required upon hire and annually thereafter.

1.2. *Reports of Wrongdoing*

Team members are expected to report wrongdoing within Opis in writing, via email or via telephone. This is why we have established the Opis Connection. It is available to receive oral and/or email reports from team members, customers, families or vendors. Team members communicating a report of wrongdoing should provide sufficient detail to launch an investigation. These details should include, but not be limited to, the following elements: identification of individuals allegedly involved; where the incident occurred; when it occurred; what, specifically, happened; and the violation of law which is suspected to have occurred.

Legal counsel should be consulted in all major situations involving reports of wrongdoing. It is counsel's responsibility to evaluate the following: whether a wrongdoing occurred; the liability, if any, for Opis; the rights or duties of team members and other involved parties.

The personnel answering the Opis Connection line does not make any promises or guarantees to the reporting party. It is not their responsibility to assess liability or define the steps that Opis may take in response to the report. Each caller who provides his or her name is informed that Opis will maintain their confidentiality to the extent permitted by law. Anonymous calls will be investigated to the fullest extent possible with the information provided. No caller should fear retaliation as a result of reporting suspected wrongdoing.

1.3. *Employee Disciplinary Procedures*

The Director of Compliance is responsible for monitoring the disciplinary measures utilized by the Human Resources Department. These measures are explained in the Team Member Handbook. The goal of this oversight is to assure consistency with the objectives of the Plan. In the event the Director of Compliance determines that the discipline imposed was not appropriate, the

Director of Compliance may recommend additional action to the Human Resources Department.

1.4. *Reporting To Authorities*

The Director of Compliance's role is an important one. The Officer will evaluate all allegations of wrongdoing as potential infractions of this Plan. If it appears, after a thorough internal investigation, that an allegation is well-founded and merits reporting to appropriate governmental authorities, the Director of Compliance shall follow the established protocol to make the report. The protocol requires the Director of Compliance to consult with legal counsel and Opis Senior Management regarding the potential need for reporting the alleged violations. The Director of Compliance, legal counsel and the Opis CEO will collaboratively develop a clear plan for reporting the alleged violations to the appropriate government agency.

1.5. *Records Retention Policy*

The Director of Compliance is responsible for working with the Vice President of Clinical Risk to implement a records retention policy. This policy ensures adequate records will be developed to document Opis' willing compliance with all relevant laws. It will track the applicable state or federal laws regarding the minimum period for which records are to be maintained. The Director of Compliance will work to ensure that the policy protects the privacy and security of all records. This includes those records that are maintained on magnetic tape or other electronic data processing storage media.

The Director of Compliance will implement a uniform records destruction policy. This policy avoids the unfounded implication that Opis deliberately destroyed records in anticipation of an investigation. The destruction policy will describe a mechanism that can be implemented to immediately halt the destruction of records upon receipt of applicable legal notice (e.g. subpoena for records) for which those records might be relevant.

1.6. *Employment of Subcontractors, Agents and Consultants*

The Director of Compliance will implement a policy to assure that Opis enters into commission or fee arrangements only with firms or persons serving as bona fide subcontractors, agents or consultants, including Business Associates (hereinafter referred to as "agents".) These arrangements may not be entered into with any firm in which a government official or team member is known to have an interest unless such arrangement is permitted by applicable law. All commission and fee arrangements shall be covered by a written contract.

The Director of Compliance will assure that all agents' names and entities have been cleared through the Office of Inspector General's Exclusivity List. OIG's List

of Excluded Individuals/Entities (LEIE) provides information to the health care industry, patients and the public regarding individuals and entities currently excluded from participation in Medicare, Medicaid and all other Federal health care programs. Individuals and entities who have been reinstated are removed from the LEIE.

The Director of Compliance will assure that every consultant's contract contains a clear description of the services to be rendered and a representation that nothing will be done to improperly influence the actions of government officials. Commissions or fees paid to an agent, subcontractor or consultant must be reasonable as to amount and consistent with the normal practice of the industry for the products involved and for services rendered. The Director of Compliance will assure that consultants are also required by contract to comply with this policy statement, applicable law and the government contracting standards of conduct applicable to Opis' team members.

1.7. *Team member Discipline*

The Human Resources Department, in conjunction with the Director of Compliance, will follow uniform disciplinary procedures to avoid violations of the Plan. The Department will coach and counsel team members who fail to detect or fail to report detected violations of the plan.

Failure to comply with the Opis Compliance Program may result in disciplinary action up to and including discharge from employment. The progressive discipline plan will be consistent with what is outlined in the Team Member Handbook.

1.8. *Departing Team members*

The Human Resources Department will make every effort to conduct exit interviews. These interviews should provide departing team members with the opportunity to share information that may provide Opis with valuable information for improving its operations.

2. **Compliance Liaisons**

The Compliance Liaison position is important in building fluid communication throughout the company regarding the full range of compliance issues. The Compliance Liaison is available to address questions, complaints, concerns or suggestions regarding the Opis Compliance and Integrity Program. The Compliance Liaison, like all Opis team members, is expected to report all compliance issues to the Director of Compliance and assist the Director of Compliance in any way necessary.

3. **Compliance Committee Members**

The Compliance Committee is a cross-functional team comprised of managers and team members drawn from various parts of the business. The Committee will serve in an advisory capacity for the Director of Compliance. The Committee may play a more formal role with decision-making authority as necessary. The Committee may require that certain types of decisions first come to them for a determination.

The Committee will hear appeals of decisions made by the Director of Compliance that are challenged.

4. **Outside Consultants**

Outside consultants may be retained by or with the approval of the Director of Compliance. The purpose of these external resources is to assist the Director of Compliance and Compliance Liaisons in the administration of the Compliance Program. These consultants may provide legal, financial, investigative or clinical assistance.

5. **Organization Management**

All Opis managers are responsible for clearly communicating, both formally and informally, the paramount importance of compliance to all team members. The goal of this on-going communication is consistent adherence to the Compliance Program. Opis managers are responsible for fostering open communication about compliance, creating an atmosphere that encourages integrity, and encouraging the reporting of compliance issues. Managers are responsible for answering questions raised by Team members. They have the Compliance Liaison and Director of Compliance as resources when they do not have the answers to team member questions. Managers and other staff are responsible for providing periodic compliance training programs to team members. These training programs will explain the Compliance plan and provide instructions to team members on how to deal with various situations in accordance with the Opis Mission.

COMPLIANCE PLAN

II. STANDARDS OF CONDUCT

1. Integrity of Business Practices

Opis is committed to its role as a leading health care delivery organization that strives to provide the highest quality care in a cost-effective manner. The competence and professionalism of team members is imperative in communicating the value of Opis' services to customers, physicians, and consumers. Each team member is expected to utilize legitimate competitive practices that are aligned with the Opis Mission.

1.1. *Ethical Practices*

Opis fully expects that each team member will maintain the highest level of integrity in business conduct. Team members are also expected to avoid conduct that could reflect negatively upon the Company.

1.2. *Team member Conduct*

Each manager, supervisor and Service Location Administrator is expected to perform his or her employment responsibilities in accordance with the Opis Mission. This Mission identifies the specific behaviors required for successful interactions with customers, families, team members, vendors and all others.

Team members are expected to avoid any action that he or she knows (or could be reasonably expected to know) is in violation of any statute, rule or regulation.

Ethical conduct is a critical component of the Opis Mission. As a result, each team member is expected to be open and honest in his or her business relationships with everyone encountered. This includes other team members, legal counsel, accountants, surveyors and other professionals who interact with the Company. The failure to deliver information that is known or thought to be necessary in an honest and forthright manner is unacceptable and will result in disciplinary action. Providing information that is known or thought to be inaccurate, misleading or incomplete will also result in disciplinary action.

1.3. *Improper Payments*

Team members will not directly or indirectly engage in any corrupt business practice. These practices include, but are not limited to, bribery, kickbacks and payoffs. Team members will not induce, influence or reward favorable decisions of any government personnel or representative, customer, contractor or vendor in a commercial transaction, or any person in a position to benefit Opis or the team member in any way. Team members will not make or offer to make any payment or provide items of

value to another person or entity with the intention that the payment is to be used for an unlawful or improper purpose.

1.4. *Business Entertainment and Gifts*

Opis team members may provide ordinary and reasonable business entertainment and gifts of nominal value if such entertainment and gifts do not violate the laws of the locale in which the business is transacted. The entertainment and gifts cannot be given for the purpose of influencing the business behavior of the recipient. Entertainment and gifts may be given only with prior approval from the designated Opis senior management representative. The management representative will be guided by the Opis Mission and will exercise discretion in authorizing such entertainment or gifts.

1.5. *Transactions Involving Government Employees*

Team members or representatives may not offer or give anything of monetary value, including gifts, gratuities, favors, entertainment or loans, to an employee of a government agency with which Opis has or is seeking to obtain contractual, business or financial relations. The same prohibition applies to government agencies that regulate Opis. The payment of the reasonable costs of meals for members of legislative bodies in connection with lawful lobbying efforts is a highly regulated area. All team members must act in accordance with statutory and regulatory guidelines regarding meals for members of legislative bodies. Team members are encouraged to consult the Director of Compliance prior to entering into a transaction involving meals with members of legislative bodies.

1.6. *Integrity of Financial Reporting*

Opis' assets and liabilities are accounted for properly in compliance with all tax and financial reporting requirements, Generally Accepted Accounting Principles, and the Company's established accounting and financial policies. False or artificial records will not be created for any reason. All assets are recorded and documented. Opis' financial records reflect all income, expense, assets and liabilities. Reporting to governmental authorities are accurate and executed in accordance with proper authorization. Access to Opis' assets is permitted only in accordance with authorization. Financial reporting, like all aspects of Opis' operation, is conducted in accordance with Opis' Mission which dictates the highest ethical standards.

Any team member who knows or has reason to believe that a transaction is not recorded in compliance with the above requirements is responsible for reporting the discrepancy to the Director of Compliance in a timely manner.

1.7. *Control of Funds*

Each Opis manager is responsible for monitoring the commitment and expenditure of funds by team members reporting to that manager. Managers are responsible for ensuring that expenditures and transfers of funds are for valid business purposes, have proper authorization and are paid to the correct recipient.

1.8. *Document Retention*

Opis has a defined document retention policy. Team members may not destroy any document except in accordance with the Company's policies and guidelines regarding document retention.

Records and documents may not be copied or removed from Opis' facilities for personal use. This prohibition includes, and is not limited to, documents created by team members.

2. **Conflicts of Interest**

Opis expects to have trusting relationships characterized by loyalty and mutual respect with all of its team members. This means that team members are free from any external influence that could potentially interfere with their ability to reflect the Mission as they fulfill the duties of their employment. Team members will avoid conflicts of interests as they will damage the relationship between the team member and the Company.

2.1. *Definition*

A conflict of interest is a situation where an individual's actions or activities, on behalf of Opis or otherwise, involves a personal gain or advantage, or has an adverse effect upon the interest of the Company.

Team members are responsible for ensuring that none of his or her outside personal, business or investment interests are in conflict with the interests of Opis. Team members may not use their position with the Company for personal gain. While it is impossible to describe all of the situations and conditions that potentially involve a conflict of interest, the following paragraphs indicate areas where conflicts of interest may arise.

2.2. *Personal Benefit*

Team members will conduct the business of Opis in the best interests of the Company, in accordance with the tenets of its Mission. Team members will not become involved with competitors, contractors, customers or suppliers if involvement would result in personal gain or the appearance of personal gain. Any involvement with competitors, contractors, customers or suppliers must have the

consent of Opis' management. Inappropriate and unacceptable involvements include, but are not limited to, the purchase, sale or lease of any goods or services from or to any customer or supplier; serving as an officer, director or in any other management or consulting capacity with a competitor, contractor, customer or supplier. A team member is not prohibited from purchasing goods or services from a customer or supplier if those goods or services are purchased on terms generally available to all.

2.3. *Gratuities*

Efficient, courteous service that reflects Opis' highest standards is the norm of conduct for all Team members. There is to be no expectation of reward, additional compensation or tips from customers, families or others. Team members are prohibited from soliciting and accepting gratuities and gifts. This includes cash, cash equivalents, payments, services, or favors from suppliers, vendors or any other person, firm, or corporation that does or seeks to do business with Opis.

Team members may not solicit or accept gratuities, tips, or gifts from customers, their families, or visitors. All Opis' customers receive service and care based on the tenets of the Opis Mission. If a customer or family member offers a tip or gift, the acceptable, expected response is "Thank you for the thought, but it is not permitted." In the case where a gratuity is forced upon a team member, it must immediately be given to the immediate supervisor or Nursing Home Administrator who will either return it with a tactful explanation or donate it to the team member's selected charity.

2.4. Transactions or Arrangements between Customers and Team members

Transactions and arrangements between team members and customers must have the prior approval of the Director of Compliance. The Director of Compliance is responsible for reviewing the proposed transaction or arrangement to ensure that it is fair and reasonable to the customer and does not result from any improper influence or other impropriety. Any proposed transaction or arrangement with a customer must be disclosed to the Director of Compliance or designee in advance. The Director of Compliance or designee will communicate with the supervisor and Service Location Administrator.

2.5. *Outside Business Activities*

Team members' working hours are to be devoted exclusively to the performance of the duties required by their employment with Opis. Outside business or consulting activities that would divert their time, interest or talents from their designated duties should be avoided. The same prohibition applies to outside business activities that could potentially create a conflict of interests.

Any team member who finds that he or she has, or is considering, a financial interest or business relationship which might involve a conflict of interest, whether or not such interest or relationship is specifically described in this Compliance Code, must report the potential conflict to the department head or Service Location Administrator to whom he or she reports. The team member is also responsible for reporting this to the Director of Compliance.

3. **Medicare and Medicaid Fraud and Abuse**

Physicians refer their patients to our facilities because of the quality of our services and equipment, the location and technological sophistication of our facilities, and the competence of our entire team. They are drawn to our operation because our Mission distinguishes us from other providers.

3.1. *No Payments for Patient Referrals*

The Medicare and Medicaid Fraud and Abuse provisions of the Social Security Act prohibit, among other things, any person from paying any remuneration, directly or indirectly, to a referral source of Medicare and Medicaid patients for submitting or recommending referrals of patients and for making false claims for Medicare and Medicaid reimbursement. In addition, most state laws contain similar limitations on such conduct. There are, however, a number of safe harbors, or transactions that are expressly stated to not violate the fraud and abuse limitations. Opis makes legal counsel available, including outside Ad Hoc General Counsel, to assist in the structuring of, and preparation of documentation reflecting legal arrangements with physicians and others. Legal counsel must be consulted on these issues.

No team member shall solicit or receive, or offer to pay or pay, any remuneration in any form (including kickbacks, bribes or rebates) in return for referring, or recommending the referral of, an individual to another person, hospital or medical facility for services.

Every agreement with an entity that constitutes a referral source for Opis will be in writing and approved by the Director of Compliance. Team member may not offer or grant any benefit to a referring entity with the intent that such entity refers any customers to Opis.

Team members are urged to use caution when engaging in transactions that involve referral sources. If any team member believes that an illegal arrangement has been, or may be, entered into involving Opis and a referral source, he or she shall immediately report such arrangement directly to the Director of Compliance. Team members are encouraged to solicit the advice of the Director of Compliance when they are uncertain about how to handle issues related to referral sources.

3.2. *Joint Ventures with Physicians*

Team members are prohibited from incurring obligations to joint ventures or partnerships with referral sources until the Director of Compliance has reviewed and approved the terms and provisions. The Director of Compliance, with the assistance of the Compliance Committee and legal counsel, is responsible for ensuring that all joint ventures and partnerships comply with applicable laws, regulations, lender agreements and policies.

3.3. *Medicare and Medicaid Payments*

Team members' reimbursement submissions to Medicare or Medicaid program must be timely, truthful and accurate. Team members who have reason to believe that false documentation may exist must report the concern to their Service Location Administrator or to the Director of Compliance immediately.

3.4 *Quality of Care*

The Opis Mission dictates that we provide the highest quality care to attain and maintain the best outcomes for customers' physical, mental and psychological well-being.

3.5 *Admission, Transfer and Discharge Practices*

Opis has established criteria driven by ethical consideration for the admission of customers. Team members may only admit customers who meet our requirements for admission. They may only bill Medicare or Medicaid for customers who meet all applicable legal requirements for the Company's services. Opis team members only provide necessary services, supplies and equipment to customers.

Our policy is to provide orderly transfer of customers and their records when another service provider is needed. Our primary consideration is the welfare of the customer. As a result of this concern, we ensure continuity of care, compliance with regulatory standards. We make every effort to ensure that all customers receive medically necessary services.

When medically necessary services are recommended to customers based on referrals, Team members will first advise the customer if the Company receives financial benefit from the referral.

4. **Employment Policies**

Opis strongly supports equal employment and advancement opportunities for all persons without regard to race, color, religion, sex, national origin, age, veteran or disability status or any status protected by law.

4.1. *Equal Employment Opportunity*

Team members charged with responsibility for personnel decisions should keep abreast of current legal developments in this area. Questions concerning employment matters not related to this Compliance plan should be directed to the Human Resources Department.

4.2. *Hostile Environment*

Opis prohibits any form of sexual harassment and intimidation by its team members in its facilities. Verbal and physical contact of a sexual nature by any team member, regardless of their position, including sexual advances, requests for sexual favors or other conduct which tends to create an intimidating, hostile or offensive work environment, is strictly prohibited.

4.2.1 Workplace Violence

Opis is committed to creating and maintaining a safe workplace for all Team members. The Company strives to minimize the potential for violent incidents. As a result, physical, verbal and mental abuse or intimidation of team members, customers, and visitors is prohibited. Fighting or disorderly conduct on the job are also prohibited. Any team member who violates the Opis Workplace Violence policy will be subject to discipline. If you feel you are a victim of workplace violence or if you witness another team member being victimized, you should report this immediately to a supervisor and Service Location Administrator.

4.2.2 Harassment in the Workplace

Opis Mission dictates that all team members are treated with respect. Therefore, we prohibit harassment of any team member by another Team member or supervisor on the basis of race, color, religion, age, sex, national origin, sexual orientation, ancestry, military status, veterans status, or disability.

Harassment may or may not include unwelcomed conduct of various forms. This includes slurs, threats, insults, unwelcome jokes, teasing, or other similar verbal, visual, or physical conduct. If you are a victim of harassment or if you witness another team member being harassed, you should report immediately to a supervisor and the Service Location Administrator.

4.3 *Occupational Safety and Health Act*

The Occupational Safety and Health Act (OSHA) requires employers to provide team members with a working environment free from recognized hazards which are likely to result in death or serious physical harm. All Opis environments are in compliance with the occupational and health standards established under the Act. Team

members must also comply with regulations related to their own conduct. Opis is committed to complying with these laws and regulations. Any team member having knowledge of any suspected violation of OSHA requirements should report the problem to their supervisor and the Service Location Administrator.

4.4 *Fair Labor Standards Act*

The Fair Labor Standards Act establishes minimum wages and maximum hours. Opis complies with all provisions of the Fair Labor Standards Act. Team members with questions related to this section should consult their supervisor and the Service Location Administrator.

4.5. *ERISA*

The Employee Retirement Insurance Security Act governs all Employee benefits. These include both “vesting” benefits, such as pensions and “non-vesting” benefits, such as medical insurance plans and severance pay.

4.6. *Immigration*

Opis establishes the identity and work authorization of all team members, verifies that this has been done through Form I-9, and maintains required records. This process requires team members to present documents, such as a social security card, passport, or visa. The company inspects the documents and records them as required by law.

5. **Compliance With Environmental And Safety Laws**

Any team member who detects an existing or potential condition that is hazardous to human health or the environment or that violates Opis’ environmental practices should report the condition immediately to the immediate supervisor and the Nursing Home Administrator. Prompt disclosure of such events is critical to effective remedial action and to the Company’s efforts to ensure that such events do not recur. Team members with responsibility for the proper handling and disposal of hazardous substances and infectious waste should ensure that the contractors hired to dispose of such materials do so in a proper manner.

6. **Compliance With Antitrust Laws**

The basic purpose of the antitrust laws is to protect and preserve competition from unreasonable restraints, both in the United States and abroad.

6.1. *Relationships with Competitors*

Under United States law, certain agreements with competitors are unlawful *per se*, i.e., without regard to their reasonableness from a commercial or business viewpoint. Such unlawful agreements generally involve understandings or arrangements that affect prices or output (e.g., bid-rigging, price fixing and market or customer allocations). These *per se* violations are punishable by severe personal and institutional criminal fines and penalties. In no event shall any Opis team member engage in discussions, agreements or understandings (explicit or implicit) with any competitor with regard to prices, or other terms or conditions of sale, or with regard to product, service, and territory or customer allocation.

In addition to any *per se* violations, other agreements with competitors or customers may constitute punishable crimes and result in civil damages (including triple damages) if they produce an unreasonable restraint of trade or a substantial lessening of competition. Examples of conduct that may be anti-competitive include exclusive buying or selling agreements and certain mergers and acquisitions. The facts of a particular course of conduct are important to an evaluation of the anti-competitive consequences of such conduct, and require expert legal guidance. Opis recognizes that routine communications with competitors may be appropriate and reasonable in many instances, but such communications should not involve any sort of agreement or understanding that lessens competition.

6.2. *Obtaining Information about Competitors*

General business information about competitors is important to Opis' efforts to maintain and improve upon a competitive position in the markets in which we operate. However, only legal and ethical means are used to gather information about existing and potential competitors. Agreements to exchange such information are improper and cannot be entered into by any team member. Competitive information should be collected only from generally available industry sources or from information within the public domain.

Opis does not induce, through social relationships or otherwise, present or former employees of competitors to disclose any proprietary or confidential information. New team members should be advised against disclosing or using confidential information of their former employer; however, all team members are expected to make full use of the skills, experience and general knowledge learned in their previous employment.

7. **Disclosure of Organization Information**

7.1. *Proprietary Organization Information*

Proprietary or confidential information developed or acquired by Opis and not generally available to others is a valuable asset of the Company and must be protected against theft, loss or improper disclosure. Team members must not misuse information, disclose confidential information to competitors, suppliers or others outside the Company. Additionally, they may not prematurely disclose confidential information to friends, family or others.

Team member will not discuss, disclose or permit the disclosure of, Opis' proprietary information, data, systems, pricing, finances or policies, to any competitor or to any person who might be in a position to disclose or discuss such matters with the Company's competitors. Team members should use discretion and sound judgment when disclosing any such information to other team members. This obligation to maintain the confidentiality of proprietary information continues to apply after leaving the Company.

7.2. *Confidential Information*

HIPAA establishes rules for the handling of certain types of protected confidential information. All protected information concerning our customers and team members must be kept strictly confidential and can only be released where appropriate under HIPAA guidelines. It is a serious offense to release protected health information to unauthorized persons. Prior to sharing any medical or health information regarding a customer to a family member or any other third party, Team members must ensure that the customer has given their authorization for the person to receive the information. Team members should consult their supervisors for guidance on disclosing information about customers and team members.

8. **Political Contributions and Communications**

Although team members are encouraged to participate freely and actively in the political process, each team member should ensure that his or her political activities are kept separate from work at Opis.

9. **Preventing and Detecting Fraud And Abuse/Overview Of Federal And State False Claims Acts/Whistleblower Protection**

9.1. *Policy*

Opis leadership, staff and vendors conduct business ethically and in accordance with applicable state and federal regulations and the Company's Standards of

Conduct. This includes, and is not limited to, federal and state laws that prohibit the submission of false claims to federal health care programs, including Medicare and Medicaid.

The entire Company is committed to detecting and preventing fraud, waste and abuse through its comprehensive Compliance Program. Our Compliance Program provides for reporting of actual or potential violations of law, regulation, internal policy and procedure and/or Standards of Conduct. We demonstrate our commitment by providing on-going education throughout the organization, consistent monitoring, audits and investigations.

9.2. *Explanation of Laws*

Set forth below are summaries of certain statutes that may result in liability for certain inappropriate conduct. This is not intended to be an exhaustive list.

9.2.1. Federal False Claims Act (31 U.S.C. §§ 3729 – 3733)

The Federal False Claims Act (FCA) is a broad statute that prohibits fraud in any federally funded program, including Medicare and Medicaid. The FCA establishes liability for any person who knowingly presents, or causes to be presented, a false or fraudulent claim to the U.S. government for payment. “Knowingly” means:

- actual knowledge that the information on the claim is false;
- acting in deliberate ignorance of whether the claim is true or false; or
- acting in reckless disregard of whether the claim is true or false.

A person or entity found liable under the FCA is subject to a civil money penalty of between \$5,500 and \$11,000 for each claim plus three times the amount that the government paid for the claim. There are also criminal penalties for the intentional submission of a false claim. In addition, the Office of Inspector General (OIG) may seek exclusion from any federal health care program of an individual or entity convicted of submitting false claims.

9.2.2. Program Fraud Civil Remedies Act (31 U.S.C. §§ 3801 – 3812)

The Program Fraud and Civil Remedies Act (PFCRA) create administrative remedies for making false claims and false statements. These penalties are separate from and in addition to any liability that may be imposed under the FCA. The PFCRA imposes liability on those who file a claim they knew or should have known:

- is false, fictitious or fraudulent;

- includes or is supported by any written statement that contains false, fictitious or fraudulent information;
- includes or is supported by any written statement that omits a material fact, which causes the statement to be false, fictitious or fraudulent, and the person or entity submitting the statement has a duty to include the omitted fact; or
- is for payment for property or services not provided as claimed.

In addition, a person or entity violates this act if they submit a written statement that they know or should know:

- asserts a material fact that is false, fictitious or fraudulent; or
- omits a material fact that they had a duty to include, the omission caused the statement to be false, fictitious or fraudulent and the statement contained a certification of accuracy.

A violation of this section is punishable by a \$5,000 civil penalty for each wrongfully filed claim plus an assessment of twice the amount that has been paid.

9.2.3. “Whistleblower” Claims and Anti-Retaliation Protections

The FCA allows for any private individual, or "whistleblower", with knowledge of past or present fraud committed against the U.S. federal government to bring suit on its behalf. This is known as a “Qui tam” or whistleblower” suit. If the government declines to proceed with this suit, the individual has the right to pursue the action on his or her own. If the government proceeds, the “whistleblower” may receive between 15% and 25% of any recoveries.

In line with the organization’s policy and Standards of Conduct, any individual who observes activities or behaviors at the organization that may violate the law will report the matter to organization our management and/or the Director of Compliance so that potential violations can be investigated and corrected.

Individuals who report their observations to management, MH and/or government agencies are provided protection under certain laws. The FCA states that any employee who is discharged, demoted, suspended, threatened, harassed or in any other manner discriminated against in terms and conditions of employment because of lawful actions taken in furtherance of a qui tam action is entitled to recover damages. The employee can also be awarded litigation costs and reasonable attorneys’ fees.

Our organization policies and Standards of Conduct prohibit retaliation against an employee who, in good faith, reports an issue or concern.

9.2.4. Florida False Claims Act – 2012 Florida Statute §§ 68.081-68.092

The purpose of the Florida False Claims Act is to deter persons from knowingly causing or assisting in causing state government to pay claims that are false or fraudulent, and to provide remedies for obtaining treble damages and civil penalties for state government when money is obtained from state government by reason of a false or fraudulent claim.

10. **Procedure For Plan Compliance**

The Opis Compliance plan is most effective when there is active participation by all Team members. Mandatory reporting, thorough investigation, uniform and fair remedial action are necessary activities that the Company utilizes to have an effective program.

10.1. *Team member Disclosure Obligations*

The actions of each team member should reflect sound judgment, competence and a commitment to the Opis Mission. Team member actions related to compliance are an important element in the evaluation for position assignments and promotion. Insensitivity to or disregard for the principles of compliance could expose the Company to civil liability, criminal prosecutions and other adverse consequences. Actions of this sort will subject the team member to disciplinary action, including discharge.

Team members are required to notify the Director of Compliance if they acquire information, have knowledge of facts that indicate a violation or potential violation of this Plan. They must also report requests to make, authorize or agree to payments which are in violation of this Plan directly to the Director of Compliance. If the team member believes that disclosure to the Director of Compliance has not resulted in timely and appropriate resolution, the Team member should report the problem through the Opis Connection.

If the team member reports using the Opis Connection, they should specifically identify if what they are reporting is related to an alleged infraction of the Compliance plan. Team members are encouraged to report any information they acquire that gives them reason to believe that any member of the Company is engaged in conduct (whether or not in connection with a transaction involving Opis) which, if engaged in by a team member, would violate this Plan.

The toll-free Opis Connection Line is available twenty-four hours a day. Team members should use the line to report ethical violations, violations of law, or any other information that cannot otherwise be reported to a supervisor.

The Compliance Hotline number is: **Opis Connection 1-888-846-8906**

Any team member who is uncomfortable about making a telephone report is welcome to send a written report to:

ComplianceOfficer@opismr.com
or
Director of Compliance
Opis Senior Services Group
10150 Highland Manor Drive, Suite 300
Tampa, FL 33610-9712

Whether reporting by telephone or in writing, it is important to provide as much detail as possible. These details should include, but are not limited to: names; dates; times; locations; and a complete description of the specific conduct that is thought to violate the law or Opis' policy. Opis takes retaliation very seriously. No team member who makes a good faith report of a suspected violation of law or Opis' Standards of Conduct will experience retaliation. However, any team member who knowingly makes false allegations will be subject to discipline. Anonymous complaints or concerns will be investigated to the fullest extent possible with the information provided.

As with all other reports of potential wrongdoing, arrests and convictions reported by a Team member to the supervisor and Service Location Administrator will be reviewed by the Human Resources Department to determine whether the team member's unlawful conduct violates the requirements of the Plan or needs further review.

10.2. *Department Heads and Administrators*

While every team member is responsible for compliance with this plan, department heads and Service Location Administrators have the added responsibility of ensuring that the team members they supervise understand and act in accordance with the Opis Mission, Opis Standards of Conduct and the Compliance plan. Department heads and Service Location Administrators are responsible for providing guidance on the meaning and applicability of the Plan. They are also responsible for utilizing consistent standards in the implementation of the Plan. Department heads and Service Location Administrators are responsible for maintaining regular programs for familiarizing team members with matters pertinent to this Plan in their areas of operation. They should also consistently demonstrate their personal commitment to compliance and be positive role models for team members. Department heads and Service Location Administrators should seek guidance from the Director of Compliance or the Human Resources Department.

Any department head or Service Location Administrator receiving a disclosure from a team member relating to conduct alleged to be in violation of this plan is required to conduct investigations and take appropriate action. If the alleged

conduct constitutes a violation of any law, rule or regulation, then the department head or Service Location Administrator receiving the disclosure should first consult with the Director of Compliance and the Human Resources Department.

10.3. *Financial Personnel*

Department heads and Service Location Administrators whose scope of responsibilities include financial activities will review the activities on at least an annual basis. Compliance with the financial standards of the Company is required of all department heads and Service Location Administrators. Financial activities must comply with the standards specified in this plan. In addition, they may also request that the Opis Accounting Department review aspects of this plan that relate to the financial aspects of their operation. A representative of the Accounting Department will provide advice and guidance as requested.

11. **Adherence to Plan**

This plan has been carefully developed to assure that the Opis makes consistent efforts to act in accordance with applicable laws and regulations. The highest standards of ethical conduct are expected of all team members. This Compliance plan and the Opis Mission do not impact the at-will employment status of every team member. This plan does not create a policy of progressive discipline. It does not guarantee any disciplinary measures.

This plan will be modified to accommodate changes in the law and as other situations necessitate. This document contains confidential and proprietary information. It is the exclusive property of Opis.

EXHIBIT "A"

Contact Information

Director of Compliance

10150 Highland Manor Drive
Suite 300
Tampa, Florida 33610
Phone: 813-558-6600
ComplianceOfficer@opismr.com

Note: All compliance issues should be promptly reported to the Opis Connection at 1-888-846-8906

Compliance Liaisons

Organization:

Vice President of Operations
10150 Highland Manor Drive
Suite 300
Tampa, FL 33610
Phone: 813-558-6600

Other Service Entities:

Director of Team Member Relations
10150 Highland Manor Drive
Suite 300
Tampa, FL 33610
Phone: 813-558-6600

The Administrators are the Compliance Liaisons of their respective Service Location.

Opis Connection Line

1-888-846-8906

Callers may remain anonymous if they choose*

****Please be aware that anonymity has the potential to impact the thoroughness of the investigation. Without having a designated person to speak with, important details may be overlooked, and/or unverifiable.***