

MODA HEALTH CODE OF CONDUCT

I. Introduction

Moda Health has a longstanding tradition of caring for our members, communities, and employees. We strive to act with absolute integrity in the way we do our work and the way we live our lives. Our Code of Conduct provides guidance to ensure our work is performed in an ethical and legal manner. The Code of Conduct emphasizes the shared common values and culture which guide our actions, and contains resources to help resolve any questions about appropriate conduct in the work place.

No Code of Conduct can substitute for each person's own internal sense of fairness, honesty, and integrity. Thus, in your daily work, if you encounter a situation or are considering a course of action that does not feel right, please discuss the situation with Human Resources, or your manager or supervisor. We must never sacrifice ethical and compliant behavior in the pursuit of our business objectives.

We have a rich heritage, which is reflected in our Mission and Values Statement and in this Code of Conduct. We are equally committed to assuring our actions consistently reflect our words. In this spirit, we want this organization to reflect a community of shared values, and we expect the actions of our officers, directors, and employees to reflect the high standards set forth in this Code of Conduct.

II. Purpose of the Moda Health Code of Conduct

The Moda Health Code of Conduct is intended to be both comprehensive and easily understood, and applies to all Moda Health officers, directors, and employees and extends across all lines of business, including Medicare and Medicaid. The employee handbook sets forth additional expectations of employee behavior and should also be consulted on a regular basis. Certain policies and procedures apply only to specific departments. These department specific policies and procedures expand upon or supplement many of the principles articulated in the Code.

III. Standards of Conduct

Moda Health is committed to the highest standards of business ethics and integrity. Members of the organization will accurately and honestly represent Moda Health and may not engage in any activity intended to defraud anyone of money, property, or services. Our reputation and integrity are essential to our organization.

Our expectations of our officers, directors, employees, contractors and vendors include the following:

- Pursue the highest possible standards of performance, quality, service, and achievement
- Observe the highest standards of professionalism at all times
- Exhibit a high degree of personal integrity at all times
- Refuse to engage in or tolerate any fraud, misuse, abuse or waste of resources
- Honor the privacy of employees, members, and providers
- Show respect for others we encounter in our business activities and treat them fairly
- Solicit the opinions of others as appropriate and encourage different viewpoints when

warranted

- Seek to resolve dissent and discord, and, if it cannot be resolved, keep it in perspective and respect and support the decision and the decision-maker(s)
- Encourage others to report violations of this Code of Conduct and protect those who do report

IV. Legal and Regulatory Compliance

Healthcare is a highly regulated industry, as the government often seeks to protect the members and providers with whom we do business. In addition to laws specific to healthcare, Moda Health must also comply with regulations applicable to all corporations, regardless of the type of industry. The healthcare services provided by Moda Health are subject to Federal, State, and local laws and regulations, as well as the conditions of participation for Federal healthcare programs (e.g., Medicare and Medicaid). Such laws, regulations, and conditions of participation address various issues including access to care, consent to treatment, medical record-keeping, medical records and confidentiality, member rights, and Medicare and Medicaid program requirements.

Moda Health officer, directors, employees and contractors are expected to comply with all applicable laws, regulations, and conditions of participation, and we have developed policies and procedures to address many of these legal and regulatory requirements. Certain requirements are specific to certain departments within Moda Health, and thus may be subject to further department specific policies, procedures, and training.

If you suspect a violation of any applicable law, regulation, condition of participation, or Moda Health policy and procedure, you must report such violation immediately to Human Resources, your manager or supervisor, to Legal and Regulatory Affairs, or through EthicsPoint.

V. Member Rights

Moda Health members have certain rights and responsibilities regarding the services they receive from Moda Health and the health care they receive from contracted providers, as well as additional rights regarding privacy and security. Certain of these rights and responsibilities are listed below. Additional policies and procedures on member rights and responsibilities are maintained by other departments within Moda Health, including but not limited to Information Security/Privacy Department and Healthcare Services.

Non-Discrimination

Moda Health does not discriminate in the benefits and services we provide to our members based upon age, gender, disability, race, color, religion, marital status, sexual orientation, or national origin. We recognize and respect the diverse backgrounds and cultures of our members and make every effort to equip our employees with the knowledge and resources to respect each member's cultural heritage and needs. We are mindful that the populations in the communities we serve are continually becoming even more diverse. Moda Health respects its members rights to and need for effective communication.

Member Rights

In the promotion and protection of member rights, members are given information regarding confidentiality, privacy, and security, and the opportunity for resolution of complaints and appeals. Members have the right to be treated in a manner that preserves their dignity, autonomy, self-esteem, civil rights, and involvement in their own care.

Involvement in Healthcare Decisions

We seek to involve members in all aspects of their care, including consent for treatment and the making of healthcare decisions, which may include foregoing or withdrawing treatment. As applicable and as appropriate under the terms of the member's plan, each member or his or her representative is provided information regarding the member's right to refuse treatment, make advance directives regarding treatment decisions, financial issues regarding a proposed course of treatment, and the designation of surrogate healthcare decision-makers.

Confidentiality of Member Information

In the course of providing services to our members, we often obtain information about the member's medical condition, history, and personal data to pay claims, provide quality care and develop health improvement interventions. We appreciate the sensitive nature of this information and are committed to maintaining its confidentiality. Consistent with the Health Insurance Portability and Accountability Act (often referred to as "HIPAA"), we do not use, disclose or discuss member-specific information with others unless it is necessary to serve the member, to determine eligibility for benefits, or as otherwise required or permitted by law.

Moda Health officers, directors, and employees may not use or disclose confidential information in any manner that violates the privacy rights of our members. In accordance with Moda Health privacy policies and procedures, no Moda Health officer, director, employee, contracted entity, or other healthcare partner may access any member information other than the minimum necessary to perform his or her job.

VI. Contracted Entities

Interactions with Contracted Entities

Federal and State laws and regulations address the relationships between Moda Health and third parties with whom it contracts, including but not limited to providers, brokers, and vendors. It is important that those Moda Health individuals who interact with contracted entities, particularly with respect to payments for services rendered, are aware of the laws, regulations, and policies that govern the interactions between Moda Health and such contracted entities.

Generally, any arrangement with a contracted entity must comply with legal requirements, Moda Health policies and procedures, including this Code, and with any applicable operational guidance that has been issued. In addition, most arrangements with contracted entities must be in writing and approved by Moda Health's Legal and Regulatory Affairs department.

No Moda Health officer, director, employee, or any other person acting on behalf of the organization is permitted to solicit or receive anything of value, directly or indirectly, in exchange for the referral of business to a contracted entity.

Excluded or Ineligible Persons

Moda Health does not contract with individuals or entities that are excluded or otherwise ineligible to participate in Federal healthcare programs. This limitation extends to individuals or entities that have been suspended or debarred from Federal government contracts, or convicted of a criminal offense related to the provision of healthcare items or services and have not been reinstated in a Federal healthcare program after a period of exclusion, suspension, debarment, or ineligibility. We regularly monitor State and Federal databases to identify such excluded individuals and entities.

VII. Moda Health Confidential Information

Personal Information

Information about Moda Health officers, directors, and employees, such as salary, Social Security Number, age, status, type of leave, banking or other financial information should not be shared with third parties unless required for Moda Health business operations. It should also only be shared with others on a “need to know” basis. Remember, many Moda Health officers, directors and employees are also our members and we must provide these individuals with the same protections regarding their protected health information as we do all of our members.

Intellectual Property and Trade Secrets

Moda Health officers, directors, and employees may not disclose information about Moda Health’s intellectual property and trade secrets to unauthorized third parties. Internal disclosures of intellectual property or trade secrets should be limited to those individuals for whom such information is required in the performance of that individual’s job duties.

Proprietary Business Information

Moda Health officers, directors, and employees may not give confidential or proprietary company information to unauthorized persons such as competitors, suppliers, or outside contractors without proper authorization. This includes financial information, customer lists, rates, computer data, and computer programs, as well as descriptions of Moda Health processes or operations. Moda Health officers, directors, and employees may not discuss potential business relationships, purchases, mergers or acquisitions or other organizational changes either internally or with unauthorized third parties except on a “need to know” basis.

VIII. Information of Third Parties

It is not unusual to obtain public information about other organizations, including our competitors, through legal and ethical means such as public documents, public presentations, journal and magazine articles, and other published and spoken information. However, officers, directors, and employees should avoid seeking or receiving information about a competitor through other non-public means if they know or have reason to believe the information is proprietary or confidential.

Although Moda Health is not publicly traded, many of the companies that we do business with are. During the course of dealing with such clients, Moda Health officers, directors, and employees may become aware of “insider information.” The law prohibits the use of this information for the financial gain of Moda Health or any Moda Health officer, director, or employee.

IX. Accuracy, Retention, and Disposal of Documents and Records

Each Moda Health officer, director, and employee is responsible for the integrity and accuracy of our organization’s documents and records. Officers, directors and employees of Moda Health should recognize that the business records and communications that they create have the potential to become public in the future. Therefore, we should all avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies in any and all work-related communications. This applies equally to e-mail, internal memos and formal reports.

In addition, all officers, directors, and employees are required to comply with regulatory and legal requirements to ensure records are available to support our business practices and actions. No one may alter or falsify

information on any record or document. Records must be retained and destroyed only in accordance with established Moda Health records retention policies.

X. Accounting

Every officer, director and employee of Moda Health, and particularly the Chief Executive Officer, Chief Financial Officer, and Controller, are required to comply in all respects with all applicable laws, rules and regulations regarding financial accounting and reporting. Good financial reporting starts with accurate recordkeeping, and Moda Health must rely on its records to prepare financial statements that present its results of operations and financial position in a full, fair, accurate, timely and understandable manner. Accordingly, all employees involved with recording, summarizing and maintaining business and accounting records must do so fully, openly and honestly.

XI. Antitrust and Competition Laws

Antitrust and competition laws prohibit certain conduct involving competitors, customers or suppliers. The purpose of these laws is to ensure that the market for goods and services operates efficiently and competitively. Violations of these laws can subject corporate violators to criminal penalties and civil damages, and individual violators to criminal penalties involving substantial fines, imprisonment or both. It is the company's policy that its directors, officers and employees will comply strictly with these laws.

No officer, director, or employee should under any circumstances:

1. Discuss with competitors prices of, or marketing plans for, any Moda Health products, or prices paid or to be paid for products, services or materials purchased by Moda Health, or other business information affecting such prices ("price" includes all terms of sale, including discounts, allowances, promotional programs, credit terms and the like);
2. Discuss with competitors or customers the boycotting of or implementation of pricing strategies intended to harm third parties; or
3. Engage in any conduct which is deemed anti-competitive.

It is our intent to comply with all applicable antitrust and competition laws. If you have a question concerning the possible application or interpretation of such laws, contact the Legal and Regulatory Affairs Department.

XII. Conflict of Interest

In the performance of their duties for Moda Health, all officers, directors, and employees should be guided solely by the best interests of Moda Health. Where a possible conflict of interest exists or appears to exist, this should be revealed to Moda Health. Each officer, director and employee should refrain from participating in decisions on behalf of Moda Health where such a conflict exists.

A conflict of interest exists when an individual is in a position to benefit personally, whether financially or otherwise, either directly or indirectly, from dealings of Moda Health with individuals or businesses outside the company.

XIII. Political Activities

It is important to separate personal and corporate political activities in order to comply with the appropriate rules and regulations relating to lobbying or attempting to influence government officials. No use of corporate resources, including e-mail, is appropriate for personally engaging in political activity. An officer, director, and employee may, of course, participate in the political process on his or her own time and at his or her own expense. While doing so, it is important Moda Health officer, director, and employee not give the impression they are speaking on behalf of or representing Moda Health in these activities, unless they have been given express permission from Moda Health to do so. Officers, directors, and employees cannot seek to be reimbursed by Moda Health for any personal contributions for such purposes.

XIV. Administration of the Code of Conduct

This Code of Conduct is meant to supplement, and not to replace, other company policies that may relate to similar matters. Moda Health expects each officer, director, and employee to abide by and to act in a manner consistent with this Code of Conduct. As part of this responsibility, all officers, directors, and employees are expected to report any activity or practice that they believe violates this Code of Conduct. Failure to abide by this Code of Conduct or the guidelines for behavior which the Code of Conduct represents, may lead to disciplinary action. Discipline for failure to abide by the Code of Conduct may range from verbal warning to termination. Moda Health reserves the right to modify, amend or alter the Code of Conduct without notice.

XV. Suspected Violations of the Code

If you have questions regarding this Code or encounter any situation which you believe violates provisions of this Code, you should immediately contact Human Resources, the Compliance Department at compliance@modahealth.com, your manager or supervisor, or EthicsPoint (1-866-294-5591 or www.ethicspoint.com). You have our personal assurance there will be no retribution for asking questions or raising concerns about the Code or for reporting possible improper conduct.

ACKNOWLEDGEMENT FORM

I, the undersigned employee of Moda Health, do hereby acknowledge that I have read and reviewed the Moda Health Code of Conduct and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and Moda Health's related policies and procedures, including the Moda Health Compliance Plans and policies on Fraud, waste and Abuse. I understand that I have an obligation to report to Moda Health any suspected violations of the Code of Conduct or other Moda Health policies and procedures of which I become aware.

I acknowledge that the Code of Conduct is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment or relationship with Moda Health.

Printed Name: _____

Signature: _____

Date: _____

Please return signed form to the Moda Health Human Resources Department

