



COMPLIANCE CODE OF CONDUCT

COMPLIANCE PROGRAM INFORMATION SHEET

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4391 Sturbridge Drive
Harrisburg, PA 17101

REPORTING INFORMATION

Compliance Hotline Telephone Number:

888-857-5007

MESSAGE FROM THE PRESIDENT AND CEO

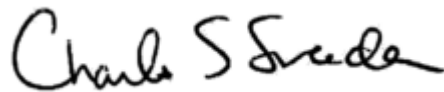
Dear Keystone Colleague:

At Keystone Human Services, we have an important responsibility to the communities and individuals we support. As we fulfill our mission as a leading provider of human services, we strive to achieve our vision through inclusion and excellence. We have also established a comprehensive Compliance Program, which includes the Keystone Code of Conduct. As we support our individuals with compassion and integrity, each of us can use the Code of Conduct to ensure our daily activities are done in an ethical and legally responsible manner. The Code is the foundation of our Compliance Program. It outlines clear principles and rules for how we conduct our business and contains resources to help answer questions about appropriate conduct at work. Please review it thoroughly.

All Keystone employees are responsible for understanding and complying with the Code of Conduct, our policies and procedures, applicable laws, and regulations. Compliance is doing the right thing all the time and your support is vital to the success of our Compliance Program. It is important that we understand the integrity risks we face in our roles, how to manage them, and who to turn to for advice and help if ever in doubt. We all have a responsibility to raise compliance and integrity concerns. When you speak up, we can resolve issues before they become more serious, and we have the opportunity to improve. If you have seen or heard anything that might constitute a breach of law or regulation or our Code of Conduct, you should report it to your manager, supervisor, or the Compliance Department. You may also call the Compliance Hotline at 888-857-5007.

Thank you for your commitment to the principles and high standards held by Keystone Human Services and to further our purpose of building an inclusive world and changing lives where everyone belongs.

Sincerely,

A handwritten signature in black ink, appearing to read "Charles Sweeter". The signature is fluid and cursive, with the first name "Charles" being more prominent than the last name "Sweeter".

Charles Sweeter,
President and CEO
Keystone Human Services

PROGRAM OVERVIEW

Keystone Human Services Code of Conduct has been incorporated into a compliance program developed to help reduce risk and foster a culture of high ethical standards. The Code of Conduct is meant to aid in the development of effective internal controls that promote adherence to internal policy as well as applicable federal and state laws and regulations. The implementation of our compliance program will significantly reduce our risk by helping our staff navigate through increasingly complex regulatory environments. Our compliance program also furthers the fundamental mission, vision and common values of Keystone Human Services.

This Code of Conduct was designed to provide all employees, staff members, independent contractors, representatives or agents who act on behalf of Keystone with guidance to perform their daily activities in accordance with all of Keystone's policies as well as federal, state and local laws and regulations. **Please take the time to read and understand the content of this Code of Conduct.**

Initially every employee will receive compliance training, with annual training thereafter. Control and monitoring systems are in place to ensure that any violations, should they be discovered, will be corrected on a timely basis.

The success of Keystone's compliance program depends on the support and participation of all our employees. I encourage you to ask questions when they arise and report any activity that may violate any of Keystone's compliance policies and procedures as well as any federal, state and local laws and regulations.

Keystone is committed to ensuring that all employees perform their job responsibilities with integrity, pride and excellence. Compliance affects every employee and together we are all responsible for adhering to the policies and procedures that govern our business. If you have any questions regarding Keystone's expectations of you, of the Code of Conduct or the Compliance Program, please ask your supervisor and/or you can contact any member of the Compliance Department directly.

Sincerely,

A handwritten signature in black ink, appearing to read "Lindsay Lebo". The signature is stylized with a large, looping initial "L" and a cursive "Lebo".

Lindsay Lebo, CHC, CFE

Vice President of Corporate Compliance/Chief Compliance Officer

PURPOSE

This Code of Conduct has been adopted by the Keystone Human Services (collectively “Keystone”) Board of Directors to protect and promote the Keystone mission by providing standards by which employees, staff members, agency staff, contractors, Board Members and others whose work performance is under the direct control of Keystone will conduct themselves when acting on behalf of Keystone or in ways that can bind or affect Keystone. The Keystone Corporate Compliance Program (“Compliance Program”), which includes this Code of Conduct (“Code”), applies to Keystone Human Services and its affiliated entities and organizations.

The Code sets forth Keystone’s commitment to comply with the laws, rules and regulations that govern our business and to provide high-quality care and outstanding customer service to every community we serve.

The Code is intended to:

- Inform employees and associated persons about the importance of compliance with Keystone policies and standards of workplace behavior and all laws, rules and regulations applicable to their professional responsibilities.
- Emphasize our commitment to follow the highest standards of ethical, honest and fair conduct.

In addition to this Code, Keystone will periodically distribute memoranda and policy statements describing matters of interest to Keystone.

While the Code is designed to provide overall guidance, it does not address every situation. If questions or concerns persist about a compliance issue, contact the Compliance Department or the confidential Compliance Hotline at 888-857-5007.

ADMINISTRATION AND APPLICATION

DEFINITIONS:

For purposes of this Code of Conduct, the following definitions shall apply:

1. The term “Keystone Human Services or Keystone” means Keystone Human Services and each of its divisions, operating or business units, affiliates, subsidiaries and controlled entities.
2. The term “Covered Person” means an employee of Keystone and its subsidiaries, affiliates or entities it manages or controls, Board Members, representatives, volunteers, students and trainees, agency staff, contract staff, independent contractors and others whose work performance is under the direct control of Keystone or its subsidiaries, affiliates or entities it manages or controls.
3. The term “employee” means a person actually employed by Keystone.
4. The term “independent contractor” means a person who is not an employee of Keystone nor controlled by Keystone, but who is paid to provide services or goods for or on behalf of Keystone.
5. The term “representative” means a person chosen by Keystone to represent its interests. This includes officers, trustees, executors and administrators empowered to act for Keystone.
6. The term “agent” means a person who may not be an employee, staff member, volunteer or independent contractor of Keystone, but who acts on behalf of Keystone either on a regular or limited basis.

Whenever a Covered Person is acting on behalf of Keystone or in a way that could bind or affect Keystone, Keystone expects each Covered Person to act in a manner consistent with the 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 actions for employees or sanctions or other adverse actions for non-employed Covered Persons. For alleged violations of the Code of Conduct, Keystone will weigh relevant facts and circumstances, including, but not limited to, the extent to, which the behavior was contrary to the expressed language or general intent of this Code of Conduct, the egregiousness of the behavior, the Covered Person's history and nature of existing relationship with Keystone and other factors which Keystone deems relevant.

EMPLOYEE/MANAGER RESPONSIBILITIES

1. Responsibilities of All Employees

Implementation of Keystone's fundamental commitment to legal and ethical standards of business conduct must begin with each employee. Accordingly, all employees are required to comply with all applicable legal and regulatory requirements, including Keystone's compliance policies and procedures. Compliance is a condition of continued employment with Keystone and will be taken into consideration during performance reviews and evaluations. Employees are expected to be knowledgeable of where the Code of Conduct is located, how to access the Code of Conduct, and read the Code of Conduct upon employment in addition to other compliance related materials that may be issued from time to time.

2. Manager/Supervisor Responsibilities (Applicable only to this group)

Managers and/or other Supervisors are responsible for ensuring that each person under their supervision or direction is knowledgeable of where the Code of Conduct is located, how to access the Code of Conduct, and instructs employees to read the Code of Conduct in addition to all other compliance related documents. Managers and/or Supervisors must exhibit a strong commitment to Compliance that will serve as an example for their employees. Open communication regarding compliance matters is strongly encouraged and compliance sensitivity and performance, including the overall compliance performance of employees under their supervision or direction will be taken into consideration during performance reviews and other evaluations.

3. Compliance Certification Form

Upon employment and after review of the Code of Conduct, attestation of knowledge of the Code of Conduct will be completed by each employee through completion and signing of the Compliance Certification Form. The completed Compliance Certification Form will be housed in each employees personnel file. Annually thereafter, all employees are required to complete Compliance Training which reviews the Code of Conduct. Attestation of knowledge and completion of this training will be completed by each employee electronically through the Learning Management System. Employees may be required to reaffirm their certification as determined by Keystone's Compliance Department.

HANDLING QUESTIONABLE SITUATIONS

Employees who find themselves in a situation where a question exists as to whether certain conduct might violate legal or regulatory requirements or Keystone's policies and procedures, should refrain from taking any questionable action and promptly consult their Manager or Supervisor as the first level response. If a situation arises in which upon reporting there is no follow up or you are not comfortable reporting to your Manager or Supervisor, employees may also raise questions directly with the Compliance Department or through the Compliance Hotline.

Employees are expected to be knowledgeable about legal and regulatory requirements in their area of expertise and be sensitive to legal and ethical issues and the application of Keystone's Compliance Program to their conduct. Keystone also expects employees to know enough to ask questions before engaging in any questionable conduct. When in doubt, the right course is to raise questions with appropriate senior personnel, or the Compliance Officer before taking any questionable action.

REPORTING POLICY

Employees have a responsibility to report any information regarding a known or suspected violation of applicable laws, regulations, the Keystone Code of Conduct and/or other elements of the Compliance Program inclusive of Keystone Policy. Employees making a report should maintain all information related to the report in strict confidence and should not discuss the information with anyone except Keystone officials addressing the matter.

There are a number of ways for employees to report a Compliance Incident. It is often helpful, but not required, for employees to provide their identity so that the Compliance Department may contact the employee if further information or clarification is needed.

Reporting can be facilitated through the following methods:

1. In writing or in person to the Manager or Supervisor (or any other supervisory or managerial employee at the time) who must then promptly forward all such reports to the Compliance Department.
2. Directly to the Compliance Department at the following address:

Keystone Human Services
Attn: Compliance Department
4391 Sturbridge Drive
Harrisburg, PA 17101
(mark the envelope CONFIDENTIAL)

3. Compliance Hotline at 888-857-5007
4. Online at <https://keystonehumanservicesorg.sharepoint.com/sites/Compliance/>

COMPLIANCE HOTLINE

Employees may make an anonymous report to the Compliance Hotline. The Hotline allows employees to ask questions in a confidential manner as well as report any suspected unethical or illegal behavior without fear of retribution. Calls made to the Hotline will be checked on a regular basis. All reports will be reviewed by the Compliance Department.

The number of the Compliance Hotline is:

888-857-5007

NON-RETRIBUTION

Keystone will attempt to maintain the identity of the individual reporting the Compliance Incident in confidence to the extent practical under the circumstances and consistent with enforcement of the Code of Conduct and Keystone's legal obligations. Employees must understand that circumstances may arise in which it is necessary or appropriate to disclose information. In such cases, disclosure will be on a "need to know" basis only.

No employee who in good faith reports a Compliance Incident will be subject to disciplinary action or penalized for making such report. However, an employee's submission of a report that is known (or should reasonably be known) to be false or misleading at the time it was made, constitutes a violation of Keystone policy and will subject the employee to disciplinary action, including termination where appropriate. Failure to report a known Compliance Incident is itself a violation of Keystone policy and will subject an employee to disciplinary action, including termination where appropriate.

HANDLING COMPLIANCE INCIDENTS

All Compliance Incident reports will be reviewed by the Compliance Department and appropriate action will be taken. In certain instances, such action may include the conduct of an internal investigation and/or the effectuation of corrective measures. Employees are expected to cooperate in any investigation or other effort by Keystone to respond to a report of a Compliance Incident. Keystone will not tolerate any direct or indirect efforts by an employee to cover up a Compliance Incident or otherwise impede an investigation or corrective action, for example by withholding information, fabricating an inaccurate or misleading version of the facts, creating misleading documents, altering or destroying records or other such deceptive conduct. Any such conduct is itself a violation of the Compliance Program.

DISCIPLINARY ACTION

Decisions with respect to disciplinary action are within the sole discretion of Keystone and will be made based on consideration of all of the relevant facts and circumstances of a particular situation, including whether an employee involved in a Compliance Incident promptly reported the matter, the degree of the employee's cooperation and the nature of the employee's conduct. Employees are required to promptly report Compliance Incidents and to cooperate with Keystone in addressing such matters. However, the fact that an employee fulfills these obligations under the Code of Conduct will not insulate the employee from potential disciplinary action should Keystone deem it appropriate.

INTRODUCTION TO THE CODE OF CONDUCT

The Code of Conduct contains *Principles* articulating categories of compliance and *Standards*, which are intended to provide more specific legal and ethical guidance for compliance with each *Principle*. The Principles and Standards shall be distributed to all Covered Persons at appropriate times as determined by the Compliance Department. All Covered Persons are responsible to ensure that their behavior and activities are consistent with those Principles and Standards that apply to them.

The failure of a Covered Person to receive a copy of the Code of Conduct will not affect the Covered Person's obligation to abide by the Principles and Standards.

PRINCIPLES AND STANDARDS

PRINCIPLE 1: LEGAL AND REGULATORY COMPLIANCE

In all our business dealings, Keystone strives to ensure all activity by or on behalf of Keystone is in compliance with Keystone policy as well as applicable laws and regulations.

The following standards are intended to provide guidance to Covered Persons and assist them in their obligation to comply with applicable laws. These standards are neither exclusive nor complete. Covered Persons are required to comply with all applicable laws, whether or not specifically addressed in these policies. If questions regarding the existence of, interpretation or application of any law arise, they should be directed to Keystone's Compliance Department.

STANDARD 1.1 *BILLING; FRAUD AND ABUSE; FALSE CLAIMS ACT*

A. Billing

It is the policy of Keystone to accurately bill for services rendered. It is also the policy of Keystone to consistently and fully comply with all laws and regulations pertaining to the delivery of, and billing for services, which apply to Keystone on account of its participation in Medicare, Medicaid and other government programs.

No Covered Person may:

1. Inaccurately state or account for any billable good or service;
2. Use inaccurate billing codes or billing codes that do not accurately describe the services or goods provided, or which are in any way false or misleading.

B. Fraud and Abuse Laws

Fraudulent activity is that which is deliberately deceptive in order to secure unlawful or unfair gain. Keystone expects its employees to refrain from conduct that may violate the fraud and abuse laws.

Participation in Medicare, Medicaid and other governmental health programs prohibit:

1. Any direct, indirect or disguised payment in exchange for a referral of individuals and;
2. The making of any false representation to gain or retain participation in the governmental program or to obtain payment for any service.

C. The False Claims Act (FCA)

The FCA is a Federal law** that will punish any individual or entity who:

1. Knowingly presents, or causes to be presented, to the Federal Government a false or fraudulent claim for payment;
2. Knowingly makes, uses, or causes to be made or used, a false record or statement to get a false or fraudulent claim paid or approved by the Government;
3. Conspires to defraud the Government by getting a false or fraudulent claim allowed or paid; or
4. Knowingly makes, uses, or causes to be made or used, a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to the Government.

The terms "knowing" and "knowingly" mean that a person, with respect to information:

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 and no proof of specific intent to defraud is required.

To encourage individuals to come forward and report misconduct, the False Claims Act includes a “qui tam” provision that essentially allows any person with actual knowledge of an alleged false claim to file a lawsuit on behalf of the government. However, if you believe that there is a compliance issue, you should first report your concerns to your manager or supervisor. If your issue remains unresolved, or you are not comfortable discussing the issue with your manager or supervisor, please contact the Compliance Department. Every issue reported will be taken seriously and investigated promptly.

** - If fraud, waste or abuse is identified in the state of New Jersey, then the hotlines below must be contacted for reporting. Additionally, to satisfy Section 6032 of the Deficit Reduction Act of 2005 Keystone maintains the New Jersey False Claims Statutes Policy. All Keystone staff employed in the state of New Jersey must know how to access the policy through PolicyStat and must comply with Section 6032 of which outlines how to prevent, detect and report any fraud, waste or abuse under Medicaid.

- NJ Medicaid Fraud Division Hotline: 888-937-2835 or <https://www.nj.gov/comptroller/about/work/medicaid/complaint.shtml>
- NJ Insurance Fraud Prosecutor Hotline: 877-55-FRAUD or <https://njinsurancefraud2.org/#report>

STANDARD 1.2 ANTITRUST

Keystone's subsidiaries strictly adhere to antitrust and unfair competition laws. Such laws prohibit anticompetitive agreements, such as price fixing and efforts to unfairly eliminate competitors. Employees are expected to seek advice from Keystone's Corporate Compliance Officer when confronted with business decisions involving a risk of violation of the antitrust laws.

Examples of conduct prohibited by the laws include:

1. Agreements to fix prices or rig bids;
2. Collusion (including sharing of price information) with competitors;

3. Boycotts, certain exclusive dealing and price discrimination agreements; and
4. Unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Antitrust laws are complex. Employees are expected to seek advice from the Compliance Department when confronted with business decisions on behalf of Keystone involving a risk of violation of the antitrust laws.

STANDARD 1.3 TAX

As a tax-exempt, charitable organization, Keystone has a legal and ethical obligation to act in compliance with applicable laws, to engage in activities in furtherance of its charitable purposes, and to ensure that its resources are used in a manner which furthers the public good rather than the private or personal interests of any individual. Consequently, those acting on behalf of Keystone will avoid creating or furthering personal compensation arrangements that would be considered excessive, will accurately report payments to appropriate taxing authorities, will file all tax and information returns in a manner consistent with applicable laws, and will refrain from lobbying and political activity prohibited by law (see Standard 1.4 below).

STANDARD 1.4 POLITICAL ACTIVITY AND LOBBYING

The laws of the United States and certain other countries set strict limits on contributions by corporations to political parties and candidates, and violators are subject to severe penalties—including imprisonment and fines. Keystone expects each of its employees to refrain from engaging in activity that could jeopardize the tax exempt status of the organization, including a variety of lobbying and political activities.

A. Personal Political Activity

No individual may make any agreement to contribute any money, property, or services of any officer or employee at Keystone's expense to any political candidate, party, organization, committee or individual in violation of any applicable law. Keystone respects and supports employees who decide to participate in and contribute to political organizations or campaigns, but they must do so as individuals, not as representatives of Keystone, and they must use their own funds.

B. Organization Political Activity

Where its experience may be helpful, Keystone may publicly offer recommendations concerning legislation or regulations being considered. In addition, it may analyze and take public positions on issues that have a relationship to the operations of Keystone when its experience contributes to the understanding of such issues.

C. Lobbying

Keystone has many contacts and dealings with governmental bodies and officials. All such contacts and transactions must be conducted in an honest and ethical manner. Any attempt to influence the decision-making process of governmental bodies or officials by an improper offer of any benefit is absolutely prohibited. Any requests or demands by any governmental representative for any improper benefit should be immediately reported to the Compliance Department.

STANDARD 1.5 ENVIRONMENTAL AND OCCUPATIONAL, SAFETY AND HEALTH REGULATIONS

Keystone expects full and complete compliance with all applicable environmental laws and regulations wherever we serve. We are committed to managing and operating our business in a manner that respects our environment and conserves natural resources. Employees will strive to utilize resources appropriately and efficiently, to recycle where possible and otherwise dispose of all waste in accordance with applicable laws and regulations, and to work

cooperatively with the appropriate authorities to remedy any environmental contamination for which Keystone may be responsible. Every employee of Keystone is required to:

1. Conduct business in accordance with all applicable environmental laws, regulations, requirements and corporate commitments. In addition to legal compliance, this means acting consistently with environmental commitments and goals of your subsidiary.
2. Understand that the goal is to move toward environmentally sustainable practices where feasible—this means we must all know the environmental consequences of what we do, and look for ways to reduce or eliminate any negative consequences.
3. Follow specified procedures, notify management of potential environmental concerns, and share ideas for continuous performance improvement.

STANDARD 1.6 *WORKPLACE CONDUCT AND EMPLOYMENT PRACTICES*

A. Equal Opportunity Employer

Keystone is committed to the goal of providing equal employment opportunities. It is the policy of Keystone to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate its employees based on their own ability, achievement, experience and conduct without regard to race, color, religion, sex, ethnic origin, age or disability, sexual orientation, gender identity or expression, or any other classification prohibited by law. No form of discrimination against an employee on the basis of sex, race, color, age, religion, ethnic origin, disability, sexual orientation, gender identity or expression, or any other classification prohibited by law will be permitted.

B. Sexual Harassment

Keystone is committed to maintaining an environment free of any type of unlawful harassment, sexual harassment, derogatory comments and disruptive behavior. Keystone will not tolerate any harassment which includes any unwelcome physical, verbal or visual conduct that creates an intimidating, offensive or hostile environment.

Any behavior that interferes with a team member's work performance or creates an intimidating, hostile or offensive work environment is strictly prohibited. Management is responsible for preventing discrimination and harassment of any kind. Everyone is responsible for respecting the rights of their fellow team members and for reporting inappropriate behavior to the appropriate parties.

C. Americans with Disabilities Act (ADA)

Keystone will abide by ADA by making reasonable accommodations to the known physical and mental limitations of qualified individuals with disabilities unless such accommodations would result in an undue hardship on Keystone's operations.

D. Controlled Substance

The use, sale, purchase, distribution, or possession of controlled substances, alcohol or unauthorized or illegal drugs by any employee while on the premises of any Keystone home or facility, while representing Keystone or conducting any activity or business on behalf Keystone is prohibited and will not be tolerated. Even off-the-job abuse or misuse of drugs or alcohol may be considered a violation of Keystone policy, subjecting an employee to discipline, where such conduct threatens to adversely affect an employee's job performance, the safety or performance of other employees or the well-being of patients.

STANDARD 1.7 EXCLUDED PROVIDER SCREENINGS

Keystone will not employ, contract with, or engage any individual who is or has been excluded, suspended, debarred or is otherwise ineligible to participate in any federally funded health care program, including the Medicare or Medicaid program. Employment with Keystone is contingent on an employee's certification that he or she has disclosed to Keystone 1) any criminal complaint, indictment, criminal proceeding or conviction (involving other than a misdemeanor offense) in which the employee is, or at any time was, named as a defendant; 2) any investigation or proceeding, whether administrative, civil or criminal, relating to an allegation against the employee of filing a false health care claim, violating any anti-kickback laws, or engaging in other billing improprieties and 3) any past or present threatened, proposed or actual exclusion from any federally funded health care program, including Medicare or Medicaid.

During the course of employment, an employee has a duty to disclose if he or she is under current investigation for criminal charges or proposed debarment or exclusion from any federally funded health care program. Pending resolution, the employee must be removed from direct responsibility for or involvement in any federally funded health care program. If resolution results in conviction, debarment or exclusion, the employee will be terminated immediately.

Should a Keystone employee appear on the Office of Inspector General (OIG) Sanction Report as an excluded individual, reasonable steps will be taken to verify that it is the correct individual. If it is concluded to be the same individual, his or her employment with Keystone will terminate immediately, unless the employee provides satisfactory evidence that he or she is not the individual that appears on the Sanction Report.

STANDARD 1.8 HANDLING GOVERNMENTAL INQUIRIES, INVESTIGATIONS AND REQUESTS FOR INFORMATION

Keystone will promptly and thoroughly investigate reports of illegal activity or violations of the Code of Conduct and corporate policy. Employees must cooperate with these investigations and retain all documentation as directed by the Compliance Department. Keystone will cooperate fully and promptly with all government investigations, including possible civil and criminal violations of law. It is important, however, to protect the legal rights of Keystone and its team members during this process.

If an employee receives an inquiry for information or documents pertaining to Keystone or its activities from a governmental or regulatory representative, whether in writing, over the telephone or by way of a personal visit to a Keystone home or facility, the employee should immediately inform the governmental or regulatory representative that the matter must be referred to the Compliance Department.

PRINCIPLE 2: BUSINESS ETHICS

In furtherance of Keystone's commitment to the highest standards of business ethics and integrity, employees must accurately and honestly represent Keystone and will not engage in any activity or scheme intended to defraud anyone of money, property or honest services.

The following standards are designed to provide guidance to ensure that its business activities reflect the high standards of business ethics and integrity. Employee conduct not specifically addressed by these standards must be consistent with Principle 2.

STANDARD 2.1. CARE IN COMMUNICATIONS

Employees should exercise care and common sense in connection with communications, whether written or oral, made in the course of conducting Keystone's business and other activities. Employees should be aware that Keystone may be required to disclose Company records and other documents, including notes, internal memoranda, handwritten drafts, electronic emails and other documents written by employee, in connection with a governmental investigation or private litigation. Serious consequences may result when entirely lawful conduct is not properly characterized (or subject to misinterpretation) as a result of the careless choice of words in a written or oral communication.

Accordingly, employees should make efforts to avoid creating an appearance of impropriety even though the conduct is completely lawful and consistent with Keystone's policies and procedures. Communications and records should be carefully made so as to avoid speculations and exaggeration. Employees should also endeavor to make a habit of reviewing all written materials before delivery or use, to help ensure that such documents cannot be misinterpreted to suggest improper conduct.

STANDARD 2.2 MISAPPROPRIATION OR IMPROPER USE OF PROPRIETARY INFORMATION

During the course of their work, employees may come into contact with confidential, nonpublic information concerning Keystone. Such information may take many forms and includes information concerning financial performance, operating results, business or strategic plans, marketing and sales programs or strategies, management organization or changes, expansion or acquisition plans, divestitures; processes or business methods, information on current or prospective suppliers or customers, past transactions, pricing and cost data; and other information relating to the conduct of Keystone business activities.

All such confidential, nonpublic information generated, used or acquired in connection with (or concerning) Keystone's business and other activities is proprietary to Keystone and may be used only for Keystone purposes and may not be used in any way for the personal purposes or gain of any employee or third party. Employees may not disclose proprietary information to any person inside or outside of Keystone who is not authorized to receive such information.

An employee's obligations with respect to proprietary information will continue even after he or she has left Keystone, regardless of the reason for the cessation of employment or affiliation with Keystone. Employees leaving Keystone for any reason are required to promptly turn over to Keystone all such information (and other materials or property) belonging to Keystone which are in his or her possession, custody or control.

STANDARD 2.3 ELECTRONIC COMMUNICATIONS

All forms of electronic communication provided by, or on behalf of Keystone including electronic mail ("email"), intranet, Internet access and voicemail are the property of Keystone and must be utilized only by those Covered Persons who have been properly authorized. Every employee who has access to any form of electronic communication has a responsibility to maintain and enhance Keystone's public image and to use Keystone email and access to the Internet in a productive manner.

PRINCIPLE 3: CONFIDENTIALITY

Keystone believes in respecting the confidentiality of our employees' personal information as well as the information of the individuals we support. All employees must strive to maintain confidential information in accordance with applicable legal and ethical standards.

STANDARD 3.1 INFORMATION RELATED TO THE PEOPLE WE SUPPORT

Every Keystone employee has an obligation to conduct themselves in accordance with the principle of maintaining the confidentiality of information from and about people we support in accordance with all applicable laws and

regulations. Employees must refrain from sharing any personal or confidential information unless in conformity with applicable local, state, federal and/or international laws and Keystone's internal policies and procedures.

In the United States, the Department of Health and Human Services (HHS) has issued a set of national standards for the protection of health information under the Privacy Rule. The Privacy Rule standards address the use and disclosure of Protected Health Information (PHI) as well as standards for an individual's privacy rights and their right to control how their health information is used. The Office for Civil Rights has the responsibility for implementing and enforcing the Health Insurance Portability and Accountability Act (HIPAA) Privacy regulations.

Privacy laws in other countries may differ from those of the United States. Keystone recognizes and complies with standards enforced to protect individually identifiable information for individuals we serve in each country where we conduct business. These standards are utilized to address the use and disclosure of protected health information as well as the maintenance and security of transmitted health information. Keystone believes and recognizes every individual we support has a right to privacy and to the protection of their health information. Employees operating overseas must be aware of the privacy laws of the country and locality in which they work and follow them accordingly.

All employees are educated about confidentiality and privacy regulations prior to being responsible for PHI and have an obligation to follow all applicable confidentiality and privacy policies and procedures. These policies and procedures are related to privacy and confidentiality, individual access and disclosure of protected health information and communication preferences.

If questions arise regarding an obligation to maintain the confidentiality of information or the appropriateness of releasing information, employees should seek guidance from management or Keystone's Privacy Officer if they have questions about specific privacy and confidentiality or HIPAA-related policies or procedures.

STANDARD 3.2 INFORMATION SECURITY

Information security refers to safeguarding confidential and sensitive information from damage, loss, unauthorized access or unauthorized modification. All types of information, including, but not limited to, patient data, payroll records, personnel files, access codes and passwords, will be maintained and safeguarded to prevent unauthorized disclosures.

Keystone will maintain and monitor security systems, data back-up systems and storage capabilities. Licensed software from Keystone may be installed and operated on organizational equipment. Employees may not download any software from the Internet or install personally acquired software.

Use of Keystone's electronic communication resources is subject to review and monitoring at any time without notice. Electronic communication resources includes, but is not limited to devices and services such as computers, systems, internet, email and text messaging.

STANDARD 3.3 PROPRIETARY CORPORATE INFORMATION

Information, ideas and intellectual property rights of Keystone are important assets. Information pertaining to Keystone's competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with employees or third parties should be protected and shared only with persons having a need to know such information in order to perform their responsibilities on behalf of Keystone. All Covered Persons should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights and software are carefully maintained and managed to preserve and protect their value.

STANDARD 3.4 PERSONNEL, STAFF AND CONTRACTOR INFORMATION

Personnel files, employee health files, payroll information, disciplinary matters, medical staff and other staff files and records, contractor files and agreements and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws, regulations and policies. All Covered Persons will exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job functions.

STANDARD 3.5 RECORD KEEPING

A. DOCUMENTATION

Keystone produces a large number of records and documents. Examples include individual service records, financial records, emails and presentations. The following rules apply to all types of documentation:

- a. Do not falsify facts or make false records.
- b. Do not sign someone else's name on any document.
- c. Do not document records as someone else.
- d. Only create records that are necessary and required.
- e. Only give records and information to people who have a legal need to know.
- f. Preserve patient and team member security, confidentiality and privacy.

B. RECORD RETENTION AND DESTRUCTION

Keystone has established policies and procedures regarding the proper storage and destruction of records. All records are kept for the legally required timeframe. After the time requirement has been met, it is important to destroy the records in a timely and appropriate manner in accordance with corporate policy.

Records to be disposed of that contain individual, financial or other confidential information must be discarded in a designated shred bin. Under no circumstances should these documents be thrown in the trash.

C. SEARCH WARRANTS, SUBPOENAS, GOVERNMENT INSPECTIONS AND INVESTIGATIONS

Keystone has established policies and procedures regarding search warrants, subpoenas, government inspections and investigations. If an employee is ever approached regarding such matters, immediately contact your Manager or Supervisor who must contact the Compliance Department.

PRINCIPLE 4: CONFLICTS OF INTEREST

Employment with Keystone involves a relationship of trust and loyalty, and employees must be free from any influence that might interfere with the proper and efficient discharge of their duties to be inconsistent with their obligations of loyalty to Keystone. Employees shall avoid any activity that may involve, or may appear to involve, a conflict of interest with their obligations to Keystone or the facility in which they work.

Absent prior approval from Keystone, where appropriate, employees may not pursue any activity, relationship or interest that gives rise to an actual or potential conflict of interest. Accordingly, Employees are required to report any actual or potential conflict of interest situation. Whether approval will be granted rests with the sole discretion of Keystone and will depend on Keystone's assessment of all the relevant facts and circumstances or a particular situation.

PRINCIPLE 5: BUSINESS RELATIONSHIPS

Business transactions with vendors, contractors and other third parties on behalf of Keystone shall be transacted free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction.

The Standards set forth below are intended to guide employees in determining the appropriateness of the listed activities or behaviors within the context of Keystone's business relationships, including relationships with vendors, providers, contractors, third party payors and government entities. It is the intent of Keystone that this policy be construed broadly to avoid even the appearance of improper activity. Employees should contact the Compliance Department if there is any doubt or concern about whether specific conduct or activities are ethical or otherwise appropriate.

STANDARD 5.1 GIFTS AND GRATUITIES

It is the desire of Keystone to at all times preserve and protect its reputation and to avoid the appearance of impropriety.

- A. Receipt of Improper Payment or Gifts by Employees.** Employees may not solicit, accept or receive, directly or indirectly, any improper payment for themselves or others. Employees may not profit outside of Keystone's regular compensation scheme from the performance of their responsibilities on behalf of Keystone. Employees must promptly report any offer of an improper payment (or questionable payment) to the Compliance Department.
- B. Gifts Influencing Decision-Making.** Employees shall not accept gifts, favors, services, entertainment or other things of value to the extent that decision-making or actions affecting Keystone might be influenced. Similarly, the offer or giving of money, services or other things of value with the expectation of influencing the judgment or decision-making process of any purchaser, supplier, customer, government official or other person by Keystone is absolutely prohibited. Any such conduct must be reported immediately to the Compliance Department.
- C. Gifts from Vendors.** Employees may only retain non-monetary gifts from vendors, which have a nominal value. If an employee has any concern whether a gift should be accepted, the employee should consult with his/her manager or supervisor. To the extent possible, these gifts should be shared with the employee's co-workers. Employees shall not accept excessive gifts, meals, expensive entertainment or other offers of goods or services, which have more than a nominal value nor may they solicit gifts from vendors, suppliers, contractors or other persons.

Note: In some of Keystone's functions (i.e. consultants traveling overseas on behalf of Keystone) or subsidiaries that operate internationally, more restrictive standards on gifts and gratuities may apply. Employees of those subsidiaries or functions must not accept any gift or gratuity that violates those standards.

STANDARD 5.2 WORKSHOPS, SEMINARS AND TRAINING SESSIONS

Attendance at local, vendor sponsored workshops, seminars and training sessions may be permitted. However, attendance, at vendor expense, at out of town seminars, workshops and training sessions requires the prior approval of the employee's manager or supervisor and the Compliance Department.

STANDARD 5.3 CONTRACTING

Employees may not utilize "insider" information for any business activity conducted by or on behalf of Keystone. All business relations with contractors must be conducted at arm's length both in fact and in appearance and in

compliance with Keystone's policies and procedures. Employees must disclose personal relationships and business activities with contractor personnel that may be construed by an impartial observer as influencing the employees' performance or duties. Employees have a responsibility to obtain clarification from management on questionable issues that may arise and to comply, where applicable, with Keystone's Conflict of Interest Policy.

STANDARD 5.4 INTERNATIONAL BRIBERY

Because Keystone has an overseas presence, we must abide by the laws of other countries as well as U.S. laws applicable outside of the United States. In many of Keystone's functions, employees work with foreign officials and it is especially important that these dealings be appropriate and free from corruption. When dealing with foreign officials, including government employees and consultants, Keystone employees must follow the guidelines detailed in the Foreign Corrupt Practices Act.

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (FCPA) applies to all Keystone subsidiaries, employees, agents and representatives worldwide. The FCPA prohibits bribes or other unlawful payments made to government officials in order to gain an improper advantage. Violating the FCPA is a criminal offense and results in serious penalties for the company and the individual(s) involved in the bribe. Penalties for violating the FCPA can include fines, loss of business privileges and imprisonment.

The FCPA further requires that payments are honestly described and not used for unlawful purposes. Accordingly, Keystone has developed and continues to maintain a system of accounting controls that assure an accurate detail of books and records.

Facilitating or "Grease" Payments

Facilitating payments, also known as "grease" payments, are made in order to expedite or to secure the performance of routine governmental action, including obtaining permits and licenses, and providing phone service, power and water supply, etc. While facilitating or "grease" payments may not be illegal under the FCPA, they may violate local law or other federal statutes. While Keystone discourages such payments, a payment may only be made if all of the following conditions are met:

- You obtain approval from the Corporate Compliance Department.
- It is legal in the country in question.
- It is necessary to obtain or expedite legitimate, customary duties.
- It is requested by the government official.
- The payment is fully and accurately recorded in Keystone's books.
- It does not relate to a decision to award business to, or to continue doing business with the company.

PRINCIPLE 6: PROTECTION OF ASSETS

All employees will strive to preserve and protect Keystone's assets by making prudent and effective use of Keystone's resources and properly and accurately reporting its financial condition.

A. Internal Control

Keystone has established control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. All employees share the responsibility for maintaining and complying with required internal controls.

B. Financial Reporting

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of Keystone and may be in violation of applicable laws.

C. Travel and Entertainment

It is the policy of Keystone that no person should suffer a financial loss or a financial gain as a result of business travel and entertainment on behalf of Keystone. Employees are expected to exercise reasonable judgment in the use of Keystone assets and to spend the assets of Keystone as carefully as they would spend their own. Employees must comply with Keystone policies relating to travel and entertainment expenses when Keystone is asked to pay for such activities. Travel and entertainment expenses should be consistent with the Employee's activities or responsibilities and the needs and resources of Keystone.

CONCLUSION

Keystone is committed to strict compliance with all laws and ethical standards by all employees. No handbook or policy on business practices can define in complete detail all standards of conduct expected of employees. Keystone depends upon each employee to rely upon his or her judgment and to do the right thing. Any questions regarding issues raised by this Code of Conduct should be directed to the Compliance Department.

*****To the extent that any state or federal law or regulation is more restrictive than this Code of Conduct, such state or federal law or regulation shall be applicable.*****