

ES Corporate Compliance Manual



ENGAGING SOLUTIONS

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ENGAGING SOLUTIONS, LLC

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Introduction

The Engaging Solutions Corporate Compliance Manual provides an effective program to protect ES by detecting and preventing improper conduct and promoting adherence to the ES legal, regulatory, and ethical obligations. It also helps protect our reputation, customers, suppliers, and other business partners. It is not a comprehensive policy or rulebook.

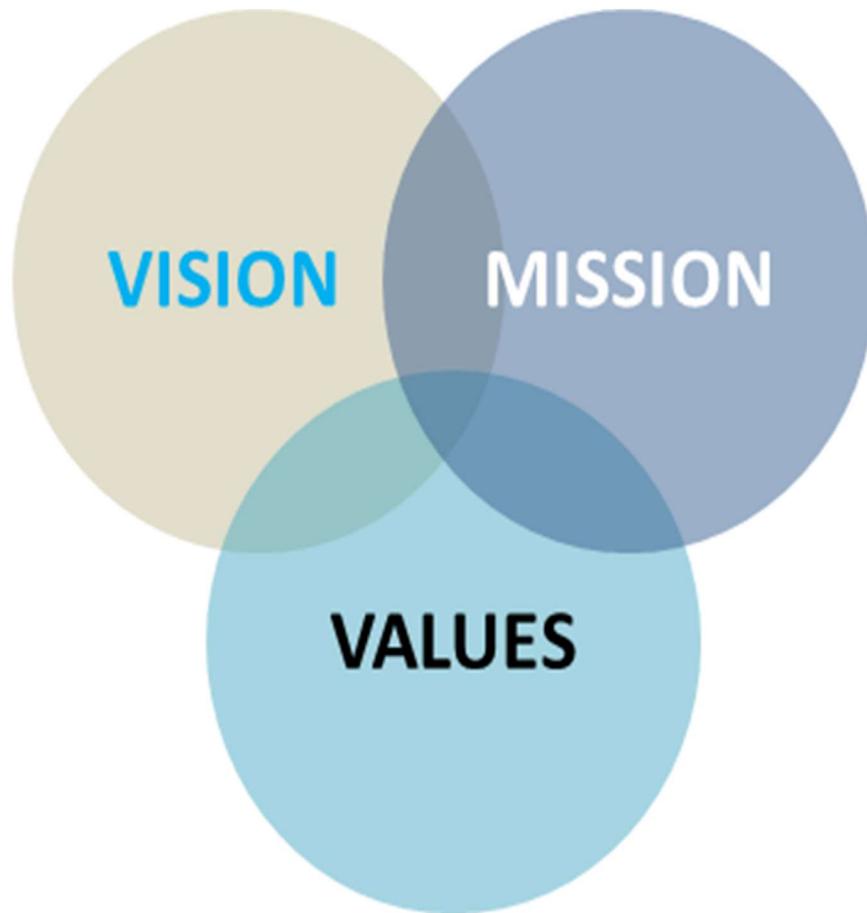
Retaliation against anyone reporting a known or suspected ethical or compliance concern is prohibited.

The ES Corporate Compliance manual applies to Engaging Solutions, its affiliates, and subsidiaries.

The ES Corporate Compliance Manual does not create any contractual rights between you and Engaging Solutions. The ES Compliance Manual maybe changed or modified by Engaging Solutions at any time. One should not interpret the manual as a promise of current or continued employment.

The Managing Principals may grant a waiver of all or part of the code at their discretion. Any waivers will be disclosed as required.

The ES Corporate Compliance Manual has been reviewed and approved by all Managing Principals of Engaging Solutions, LLC.



VISION

To be a center of excellence for business solutions.

MISSION

To create superior value for clients, employees, and partners by providing tailored solutions for evolving business needs.

We will honor the communities in which we operate by giving back to improve the quality of life.

CORE VALUES

Integrity

Accountability

Trust

Customer Service/Quality/Professionalism/Humility

Corporate Compliance – Why it Matters

As a company, ES has always valued trust and respect among employees, members, management and vendors. ES has always maintained high standards of legal and ethical behavior. The Federal Government has added rules that make companies prove their commitment to ethical behavior in all their business dealings. At ES this effort is called corporate compliance.

What does corporate compliance mean for ES?

At ES doing the right thing – complying with rules and laws – is nothing new. What is new at ES is a group of employees who are dedicated to policing themselves when it comes to all the ethical and legal practices that are part of corporate compliance.

What does corporate compliance mean for me?

It means that it is up to each of us to do what is appropriate and trustworthy every time we deal with anyone in our role as a representative of ES. It means that we need to comply with all federal and state standards preventing fraud and abuse. We have a responsibility to report any behavior that may be considered fraudulent or wrongful acts. What are examples of fraudulent or wrongful acts?

- Billing for services not provided on a contract or project.
- Inappropriately changing or destroying a medical or financial record.
- Receiving pay for hours not worked.
- Diverting ES business for personal gain.

What are Compliance Guiding Principles?

An understanding of these guiding principles will greatly facilitate the implementation of the rest of this manual. The guiding principles are listed below:

- We will comply with all applicable federal and state standards.
- We will behave in a trustworthy and ethical manner in everything we do.
- We will take all required trainings to insure compliance and understanding requirements.
- We will read, approve, and follow all approved policies and procedures.

How do I report a Concern?

We will use one of the following methods when we suspect or become aware of non-compliance:

- Contacting one's direct supervisor
- Contacting the Corporate Compliance Officer
- Compliance Officer email: gwen@engagingsolutions.net
- Hotline: 317.662.0194
- Contacting a Managing Principal

Knowing and Complying with Corporate Compliance

Every ES employee is responsible for knowing, understanding, and complying with all applicable policies and laws. Commitment to these responsibilities will allow us to conduct our business with integrity. We will be able to maintain the trust and high level of service expected from us. However, once a violation has been reported, the ES staff member who has committed the will be subject to disciplinary action up to and including termination of employment.

Monitoring and Auditing

Monitoring is an on-going process of review of the operations of Engaging Solutions. An audit consists of conducting an independent review of identified higher risk areas. The importance of monitoring and auditing cannot be understated since they are required for an effective corporate compliance program. It is important to take part in a monitoring or audit in a helpful and timely manner. It is the goal to complete them both accurately and on-time to meet terms of the contract.

Corrective Action Plans

For a compliance program to be effective, ES must take steps to insure the correction of any compliance plan violations. The ES Corporate Compliance Officer will investigate any allegations to determine their scope, root cause, and risk to company. Non-compliance behavior will be halted immediately. Corrective Action Plans (CAP) will be issued to the ES Manager responsible for non-compliance. A CAP should be taken seriously and given priority focus until it is corrected.

Disclosure of a state of non-compliance must be made in a timely manner to all parties concerned such as vendors, contractors, or employees.

Compliance Officer Responsibilities

- Develop, initiate, maintain, and revise policies and procedures for the general operation of the compliance program as well as manage the day-to-day operation of the program.
- Promote an awareness and understanding of positive ethical and moral principals consistent with the mission, vision, and values of the organization.
- Ensure efficient processes for documenting all compliance-related initiatives and activities.
- Lead and support activity to monitor adherence to policies, procedures, and legal/regulatory requirements. Identify and evaluate exposures and develop corrective action plans.
- Collaborate with Human Resources to ensure the enforcement of compliance program standards through appropriate disciplinary mechanism.
- Act as an independent review and evaluation body to ensure that compliance issues/concerns with ES are dealt with appropriately.
- Work with Human Resources (H.R.) to develop an effective training plan, including introductory training for new employees, as well as ongoing training for all employees.

ES Code of Conduct

Our Standard of Conduct provides the framework to put ES values into action. We all have a responsibility to comply with our policies and all applicable laws. By committing ourselves to these practices, we conduct our business with integrity and maintain the trust of customers, vendors, and business partners. Below you will see what the ES Code of Conduct means in your work life:

Section 1: Conflict of Interest

We as ES employees must avoid conflicts of interest or the appearance of said conflict. A conflict of interest occurs when one has a competing professional and personal interest. One will not take part or engage in any activity or practice that creates an actual or potential conflict of interest with ES.

To avoid conflict of interest, one should not take part in activities that:

- Result in profit for one or others at the expense of ES.
- Interfere with your professional judgement.
- Using company assets for illegal or unethical activities.

Examples of conflict of interest include:

- Outside employment with competitors.
- Accepting gifts from vendors, suppliers, or business partners valued over \$100.00.
- Holding a financial interest in a competitor (example: investing in a competitor).
- Knowingly asking for any compensation in return for providing a service at less than normal ES rate.
- Making contracting or purchasing decisions without acting with integrity in negotiating or awarding contracts.

Section 2: Drug Free Workplace Policy

It is ES policy to maintain a healthy, safe, and productive workplace. An employee under the influence of drugs or any substance that impacts one's ability to complete a job function is a danger to themselves and others. ES is committed to provide an alcohol and drug free workplace for all employees.

Testing

Pre-employment drug testing is required of all potential employees as a condition of employment. Failure to fulfill this pre-hiring requirement or failing of the drug test will result in not being hired.

Drug testing of current employees will occur for controlled substances and alcohol if there is reasonable cause to believe that said employee is under the influence of drug and alcohol or at any time at the sole discretion of ES. Employees will be in violation of the Drug and Abuse Policy if testing confirms the presence of any controlled substance or alcohol in the blood system. Refusal to consent to the drug test within one hour of the request will be considered the same as failure of said test. Refusal to consent to a drug test or a positive test result may lead to termination even if for the first offense.

Section 3: Workplace Violence

ES is committed to maintaining a safe and healthy work environment for employees and visitors. ES does not condone or permit any form of harassment, threats, or violence. ES will enforce a zero-tolerance approach for any violent behavior. Violent behavior is defined as the use of physical force to restrict the freedom of movement of another person. It also includes endangering the health and safety of another person or property of the organization.

ES is committed to maintaining a culture that provides a safe and healthy environment for employees and visitors. To this end, ES will not condone or permit harassment, bullying, threats, or violence. All employees, customers, vendors and business associates must be treated with courtesy and respect always. A zero-tolerance approach for violence of any kind will be maintained. Violent behavior is so serious that any employee engaging in it can expect termination of their employment. Examples of violent behavior include, but are not limited to:

- Physical assault.
- Unwelcome physical contact.
- Slapping, punching, striking, pushing or any physically aggressive behavior toward another person.

Indirect or direct threats or acts of violence and suspicious individuals or activities should be reported as soon as possible to a supervisor, Human Resources, or a member of the Safety Committee. Employees should not place themselves in peril, nor should they attempt to intercede during an incident. Threatening behavior is defined as an expressed or implied threat to interfere with an individual's health, safety, and/or property, or with the property of the organization, which causes a reasonable apprehension that harm is about to occur.

Examples of threatening behavior include, but are not limited to:

- Direct or indirect threats of harm (verbal or non-verbal)
- Words or gestures that are threatening to others (including profanity)
- Prolonged or frequent shouting
- Stalking or following an individual
- Conduct that causes others to fear for their safety

Employees should promptly inform H.R. of any protective or restraining orders they have obtained that lists the workplace as a protected area. Employees are encouraged to report safety concerns about spouse or partner abuse.

ES will promptly and thoroughly investigate all reports of threats or actual violence as well as suspicious activities or individuals. ES encourages employees to bring their disputes to the attention of their supervisor or H.R. before a situation escalates. If the complaint involves an immediate supervisor, employees should share their complaint with the next level of management to which the supervisor reports, the managing principal, or to H.R. H.R. will ensure that the complaint will be thoroughly investigated in a timely and confidential manner.

The investigation of a complaint will normally include conferring with the parties involved and any named or apparent witness. ES will not retaliate against employees making any good-faith reports. All employees shall be protected from coercion, intimidation, retaliation, interference or discrimination for filing a complaint or assisting in an investigation.

If the investigation reveals that workplace violence, harassment or threatening behavior has taken place, prompt attention and disciplinary action designed to stop the behavior and to prevent its reoccurrence will be taken.

ES is committed to a worker-supportive environment and will act proactively to address in an expedient manner behavior that is considered harassing, threatening or violent in nature. Violations of this policy may result in disciplinary action up to and including termination.

Weapons Policy

In an effort to create the safest working environment for all employees, ES prohibits any employee from having weapons, firearms, and any other dangerous or hazardous devices on company property.

Violations of this policy may result in disciplinary actions, up to and including terminations.

Section 4: Anti-Harassment Policy

ES is committed to maintaining a workplace free of harassment and intimidation based on sex/gender, race, color, religion, national origin, age, disability, veteran status, or any other category protected by State or Federal law.

Harassment is a form of employee misconduct that undermines the integrity of the employment relationship. All employees are entitled to work in an environment free from harassment. While it is difficult to define what constitutes illegal harassment under the law, ES realizes that any type of harassing behavior based on race, color, sex/gender, religion, age, national origin, disability, veteran status, or any other category protected by State or Federal law is inappropriate in the workplace.

Therefore, ES will not tolerate any behavior that creates an intimidating, offensive, or hostile work environment or that interferes with work performance. Examples of harassing behavior include, but are not limited to: racial slurs, ethnic jokes, stereotyping, the display of posters or other materials that are offensive or show hostility to a group or individual.

Examples of Sexual Harassment:

- Unwelcome sexual advances, propositions, or requests for sexual favors
- Verbal harassment such as suggestive comments, sexual innuendos, and jokes of a sexual nature.
- Any implicit or explicit implication that submission to such behavior is a term or condition of a persons continued employment.

Examples of Discriminatory Behavior

- Epithets, derogatory comments, slurs, or unwanted sexual advances.
- Derogatory posters, screen savers, cartoon drawings or gestures.

Reporting Harassment

Any employee who believes that he or she has been a victim of any form of workplace harassment, inappropriate behavior, or conduct from a fellow employee should report the incident to their supervisor. If the supervisor is the cause of the complaint, then the employee should report the incident to Human Resources or a Managing Principal.

Investigation of Complaint

Employees submitting complaints of harassment or inappropriate conduct are assured that a thorough investigation of the complaint will be conducted. The contents of the investigation will be kept confidential.

Sanctions

If, following a complaint of harassment or inappropriate conduct, an investigation reveals that inappropriate behavior has occurred, the person who has violated this policy will be subject to appropriate sanctions or penalties. The sanction or penalty administered under this policy will depend on all circumstances, including the offending employee's prior work record and the specifics regarding the nature of the violation. It should be understood that suspension and/or termination of employment may be the penalty administered to persons who violate the policy.

Retaliation Prohibited

ES does not tolerate retaliation against any employee for making a complaint under this policy or for cooperating in an investigation of any complaint under this policy. Any employee who believes that he/she is the subject of such retaliation should report this immediately to the Managing Principals and, if necessary, to another member of management. If such retaliation involves the Managing Principals, it must be reported to another member of management. We also recognize the serious impact a false accusation can have. We trust that employees will continue to act responsibly.

Equal Employment Opportunity

It is the policy of ES that equal employment opportunities are available to applicants and employees without regard to race, color, sex, religion, national origin, age, sexual orientation, disability, veteran status or any other protected class under State or Federal law. To further support this policy, H.R. is available to consult with you if you have any questions or problems concerning the application of the Equal Opportunity policy. Any employee who violates this policy, or retaliates in any way is subject to discipline up to and including dismissal.

Protecting ES Assets

Engaging Solutions has a variety of information that is vital to our success. This includes confidential and proprietary information about our strategies, products, services, vendors, business partners and contracts. Employees should never disclose confidential or proprietary information to anyone without authorization to do so by company policy or authorization from the Compliance Officer. ES protects our assets and the assets others have entrusted to us. Assets include physical and intellectual property. ES must protect physical and intellectual assets against loss, theft, or misuse. Examples of company assets are: cash, checks, credit cards, buildings and fixtures, computer hardware and software, telephone and voice mail systems, and intranet and internet access.

Section 1. Confidential and Proprietary Information about our business

Engaging Solutions' confidential and proprietary information includes any information not given to individuals outside the company that would be useful to our competitors or which is not otherwise available to the public. Each ES employee is obligated to protect ES confidential and proprietary information even after leaving employment.

Examples of Propriety and /Confidential Information

- Financial data
- Trade secrets
- Contracts
- Marketing Strategies
- Pricing policies and rates
- Business forecasts and rates
- List of vendors, customers, and employees

Protection of these types of information insures that ES can continue to grow and prosper.

Confidential information about our members

Federal and State Laws govern our use of members' health information. The Health Insurance Portability and Accountability Act of 1996 (HIPPA) prevents the disclosure of Protected Health Information (PHI). Never access or share members' information unless you are authorized by policy and your job duties to do so. ES must protect the trust placed by the companies with whom we have contracts.

Examples of confidential member information

- Name
- Date of birth
- Social Security number
- Health status or medical history

Never access or provide confidential information about ES employees, providers, vendors and business partners unless it authorized by policy or the Compliance Officer.

Information related to government contracts is government property. The Freedom of Information Act of 1974 addresses the disclosure of this information. Forward requests for confidential information to your manager, managing principles, or the corporate compliance officer.

Section 2: Protecting ES Physical Assets

We use a variety of equipment to conduct our business. ES employees are to limit their use of company equipment with the approval of their manager. Use of company equipment for personal business must not affect productivity. Company assets may not be used for illegal activity, personal gain, solicitation of personal business, public advancement of personal views, harassment of any type or viewing of sexually explicit materials.

Section 3: Electronic Assets

The policy on electronic information security can be found in the Employee Handbook. ES is responsible for protecting information that is proprietary to Engaging Solutions. ES employees do not have the expectation of privacy in the electronic messaging system. Electronic mail can be reviewed as part of a legal matter, ethical and compliance investigation or whenever deemed necessary. Engaging Solutions has the right to review, copy, audit, investigate, intercept, and disclose any use of the ES email, internet, instant messaging, voice mail, telephone messages, other forms of electronic data transfers, or computer usage. The contents of all electronic storage, physical on-site or in the “cloud” may be disclosed within the company to all those who have need to know and outside the company (law enforcement or government agencies) without employees’ knowledge or approval. Protection of electronic assets requires that ES staff be aware of the following types of attempts to gain access to company secured assets:

Passwords and access codes.

Passwords are required to be changed every ninety days. Passwords should be a combination of capital and lowercase letters, numbers, and special characters such as !@&. Never share your password or access codes with anyone.

Shoulder surfing

Shoulder surfing occurs when an unauthorized individual, staff or visitor, can view PHI by seeing the information on your computer screen while looking over your shoulder. One must be conscious to avoid allowing unauthorized individuals from viewing PHI due to the need to prevent a security breach.

Monitoring Visitors

Staff should inquire of any unescorted visitors to our facilities as to the reason for their visit or with whom they need to speak. Monitoring and accompanying of all visitors prevents shoulder surfing, stealing unattended equipment, and gaining access to PHI.

Phishing

Phishing is the attempt by scammers to access computer systems by adding attachments or links to and email that make them appear to be legitimate. These emails could appear to be from vendors, other employees or authorities such as police. If you are uncertain of the source either delete, hover your mouse over the link to be sure before clicking on the link, or request advice from the ES IT Department.

Social Engineering

Social Engineering is similar to Phishing, but it relies more on one's sense of curiosity. For example, there may be a video that is not work related, but appeals to one's sense of wonder. Scammers know how to appeal to a person's fear of authorities, curiosity, and tempting subjects in videos. The result of taking this kind of action is access to ES systems. The best practice is think twice and click once.

Security Breach

A security breach can occur from any of the above undesirable actions. If you are aware of any breach that has occurred to you or a fellow associate, inform the Corporate Compliance Officer, William Brown, your supervisor or a Managing Principal. A security breach should be called to the attention of one of the above as quickly as is possible.

Social Networking

If employees use on-line communications such as social networking, blogs, Facebook, Twitter or any other form of social media not specifically covered here, you must not disclose ES confidential information. They must make it clear that views expressed are theirs alone and not Engaging Solutions. Content may not reflect negatively on Engaging Solutions or clients of Engaging Solutions.

Please be aware that committing a security breach or failure to report the same will result in disciplinary actions up to and including dismissal.

A security breach can cost thousands of dollars to ES for each breach and can be the reason ES loses a contract. Loss of a contract could mean a loss of jobs.

(Policies and Procedures and Date Adopted on next page)

As part of the protection of ES electronic assets the following table is a list of all Policies and Procedures that apply to the safeguarding of said assets:

Name of Policy	Date Adopted
Data Classification and Retention	12/1/2016
Data Classification Policy	12/1/2016
Engaging Solutions Access Control Policy 1	11/1/2016
Engaging Solutions Auditing and Accountability Policy 3	11/1/2016
Engaging Solutions Configuration Management Policy 4	11/1/2016
Engaging Solutions Contingency Management Policy 5	11/1/2016
Engaging Solutions Identification and Authentication Policy 6	11/1/2016
Engaging Solutions Information Security Policy 7	11/1/2016
Engaging Solutions Integrity Policy 8	11/1/2016
Engaging Solutions Maintenance Policy 9	11/1/2016
Engaging Solutions Security Assessment Policy 10	11/1/2016
Engaging Solutions Security Planning Policy 11	11/1/2016
Engaging Solutions Security Policy 2	11/1/2016
FWA Reporting and Tracking Policy	12/21/2016
Information Security and Awareness Training Policy	12/1/2016
Procedure for NPP and PHI Request	12/21/2016
Operating Procedures	12/01/2016
Policy on Encryption and Cryptographic Controls	12/01/2016

The above policies can be found on the P drive under Training> Fiscal & Accountability>Compliance Policies. You are required to read and accept each of these policies. You are required to send an e-mail to H.R. at HR@engagingsolutions.net acknowledging your review and acceptance of the policies after you have reviewed the policies. These policies are in addition to all the information in this manual.

Financial Transactions and Reporting

All Engaging Solutions financial records will be kept in accordance with (GAAP) Generally Accepted Accounting Principles. All transactions made and recorded must be in alignment with the Engaging Solutions Accounting Manual. No payments approved, requested, and made can be used for any purpose other than that which was indicated in the supporting documentation for the payments.

Internal Control

Engaging Solutions has established control standards and procedures to protect all assets. All records and reports kept in the course of business for ES must be accurate and reliable. All employees share the responsibility for maintaining and complying with all internal controls.

Record retention and destruction

All Engaging Solutions business information, including supporting documentation, must be kept accurately and completely. These records are vital to decision making processes. Accurate and complete records are required to meet our reporting obligations for financial, legal, and regulatory requirements.

Destroying or disposing of company records is not at the discretion of any staff. Records relevant to any legal or regulatory action may not be altered or destroyed. They must be kept until permission for destruction by a Managing Principal or legal counsel.

Laws and Regulations

ES follows all Federal and State laws and regulations. We conduct ES business with the highest standards of ethics, integrity, honesty, and responsibility and act in a timely manner that enhances our standing in the community.

Each employee should be familiar with the following laws and their conduct should be influenced by them:

- Health Insurance Portability and Accountability Act
- False Claims and False Statements Act
- Fraud, Waste, and Abuse
- Procurement Integrity Act
- Foreign Corrupt Practices Act
- Federal Subcontractor laws
- Employment Law

Section 1: Health Insurance Portability and Accountability Act

The purpose of HIPAA is to assure that the Public Health Information (PHI) we receive or record as is part of fulfilling the terms of our contracts is properly protected. Issued by the United States Department of Health and Human Services, the rule focuses on limiting the use and disclosure of sensitive PHI while still allowing relevant health information to flow through the proper channels.

HIPAA violations are expensive. The penalties for noncompliance are based on the level of negligence and can range from \$100 to **\$50,000** per violation (or per record), with a maximum penalty of **\$1.5 million per year** for violations of an identical.

Section 2. False Claims and False Statements Act

The Federal False Claims Act allows individuals to bring federal “whistleblower” lawsuits on behalf of the government. These suits can be against companies, groups or individuals who knowingly defraud the government. Engaging Solutions is a government contractor through our work via our Medicare and Medicaid contracts and therefore this law is applicable.

The Act establishes liability when any person or entity improperly receives from or avoids payment to the Federal government (tax fraud is excepted). Under the FCA, individuals and entities are liable for three times the loss to the government plus civil fines of \$ 5,500 to 11,000 per false claim. The Act prohibits:

1. Knowingly presenting, or causing to be presented, a false claim for payment or approval;
2. Knowingly making, using, or causing to be made or used, a false record or statement material to a false or fraudulent claim;
3. Conspiring to commit any violation of the False Claims Act;

Violations of the False Claims Act are punishable by prison terms up to five years and substantial criminal fines. Violations will also result in substantial criminal fines.

The FCA prohibits employers from retaliating against their employees who report fraud, waste, and abuse to the government, or who file a lawsuit on behalf of the government. Those reporting false claims may be entitled to a percentage of the funds recovered.

Engaging Solutions' retaliation policy protects Engaging Solutions employees from retaliation or retribution for making reports.

Section 3: Fraud, Waste, and Abuse

ES requires all its employees to exercise due diligence in the prevention, detection, and correction of fraud, waste, and abuse. Annual training is required to ensure that ES staff have the required knowledge to do so. ES mandates the reporting of all instances of fraud, waste, and abuse to their supervisor, Corporate Compliance Officer or Managing Principal.

Definitions:

Fraud – Is an intentional deception or misrepresentation that an individual knows to be false or believes and knows that the deception would result in some unauthorized benefit to themselves or some other person.

Waste – Inappropriate utilization and/or inefficient use of resources.

Abuse - Includes actions that directly or indirectly result in unnecessary costs to ES.

ES takes its responsibility for prevention of fraud, waste, and abuse seriously.

Section 4: Procurement Integrity Act

The Procurement Integrity Act and Federal Acquisition Regulations restrict the activity of government contractors, individuals, or companies seeking contracts with the Federal Government.

The following activities are not allowed:

- Offering gifts to government officials or competing contractors.
- Discussing future employment possibilities with government officials or competing contracts.
- Soliciting or obtaining any proprietary information about competitors or source selection from government officials.

Section 5: Foreign Corrupt Practices Act

Any form of bribery is prohibited. At all times employers are required to comply with all applicable U.S. and local anti-bribery laws such as the U.S. Foreign Corrupt Practice Act. Employees must not directly or indirectly make bribes, kickbacks, or other payments of money or anything of value to anyone.

Section 6: Employment Law

Engaging Solutions follows the below listed laws as it is required by various Federal agencies:

- Fair Labor Standards Act (FLSA)
- Occupational Safety and Health Act (OSHA)
- Family and Medical Leave Act (FMLA)
- Employee Retirement Income Security Act (ERISA)
- Procurement Integrity Act

A. Fair Labor Standards Act – Prescribes standards for wages and overtime pay.

B. Occupational Safety and Health Act – Employers have a responsibility to provide a workplace free from recognized, serious hazards.

C. Family Medical and Leave Act – requires employers of 50 or more employees to give up to 12 weeks of unpaid, job-protected leave to eligible employees for the birth or adoption of a child or for the serious illness of the employee, spouse, child or parent.

D. Employee Retirement Income Security Act – is a federal law that establishes minimum standards for pension plans in private industry and provides for extensive rules on the federal income tax effects of transactions associated with employee benefit plans. ERISA was enacted to protect the interests of employee benefit plan participants and their beneficiaries by:

- Establishing standards of conduct for plan fiduciaries.
- Providing for appropriate remedies and access to the federal courts.

Acknowledgement

- I have received Engaging Solutions Ethics and Compliance training and have access to a copy of our code of conduct.
- I have read and reviewed this Corporate Compliance Manual and agree to abide by its terms and conditions.
- I have read the code of conduct and understand its purpose and how it applies to me.
- I agree to comply with the code of conduct.
- I understand that strict adherence to Engaging Solutions policies and procedures is a condition of employment and Engaging Solutions may take corrective action, including termination, for violations of such policies and procedures, including but not limited to the following:
 - The code of conduct.
 - Engaging Solutions policies and procedures.
 - Failure to report instances of non-compliance with the code of conduct.
 - Applicable laws and regulations.
 - Terms and guidelines of government health care contracts.
- I understand that a component of my annual performance review includes adherence to the code of conduct, policies and procedures, laws and regulations, terms and guidelines of government health care contracts, as applicable.
- I have a responsibility to discuss the importance of the code of conduct with associates whom I supervise, as applicable.
- I acknowledge that I have access to Human Resources policies via the Engaging Solutions intranet site. I understand that I am responsible for reading and abiding by the policies and procedures listed therein and as amended from time to time.
- I understand and acknowledge that the Company reserves the right to monitor my internet access or usage, telephone conversations or transmissions, electronic mail or transmissions, computer usage, and other electronic data activities. I further acknowledge and understand that I should have no expectation of privacy in e-mails stored on or passing through the Company's e-mail system, my access or usage of Company assets, or in my usage or access to any other Company system.

Employee Signature

Employee Name (Printed)

Date

Confidentiality Statement

- I recognize that during my employment at Engaging Solutions, its affiliates and/or subsidiaries, I may have access to confidential, proprietary, private and/or material nonpublic information. Confidential, proprietary, private and/or material nonpublic information includes, but is not limited to: medical, health, and financial information about customers and their dependents; information not publicly available about Engaging Solutions' operations, employees, plans, development, financial information, purchasing, marketing, sales, provider contracts and costs, pricing, improvements, ideas (whether patented or not) that are related to Engaging Solutions' activities; personnel records including but not limited to information about associates' salaries, benefits, medical information and other personnel matters; and information about business customers and clients.
- I understand that I am to protect the confidentiality of information that I have access to or am in possession of, both inside and outside of the physical locations of company offices and that I will not directly or indirectly use or disclose this confidential, proprietary, private and material nonpublic information unless permitted under Engaging Solutions' confidentiality policies.
- I understand and agree that all inventions, discoveries, ideas, and improvements of any kind relating to the business of Engaging Solutions ("inventions and discoveries") that result from any work performed by me during my employment with Engaging Solutions are the exclusive property of Engaging Solutions. I will promptly disclose these inventions and discoveries to Engaging Solutions and will assist Engaging Solutions in obtaining legal protection for these inventions and discoveries. I hereby grant ownership of all inventions and discoveries to Engaging Solutions and I hereby assign, transfer and convey to Engaging Solutions the inventions and discoveries. I also understand that this agreement does not apply to any inventions and discoveries that qualify fully under the provisions of any law to the contrary.
- I agree that all Engaging Solutions files and other records or data of Engaging Solutions in any form are the exclusive property of Engaging Solutions. I further agree that upon termination of my employment, I will return to the company all manuals, letters, notes, notebooks, reports, customer or prospect lists, lists of employees, data, information or files which were in my possession or control during the term of my employment.
- I understand that these obligations continue after my employment with Engaging Solutions ends. I understand that unauthorized disclosure of information may subject me to immediate termination and possible criminal and civil penalties.
- Nothing in this statement or the company's policies is intended or will be applied in a manner to limit employee rights under the National Labor Relations Act.

Date and Signature:
Printed Name:

Please (print) sign and date this acknowledgment/signature page and return it to your supervisor immediately.