



Quality Health Plans of New York
A Medicare Advantage Plan

**QUALITY HEALTH PLANS OF NEW YORK, INC. CODE
OF BUSINESS CONDUCT AND ETHICS**

**Adopted as of August 8, 2011
Revised January 10, 2014**

INTRODUCTION

About Quality Health Plans of New York, Inc.

Quality Health Plans of New York, Inc. (“QHPNY” or the “Company”) is a Medicare Advantage Plan dedicated to providing high quality standards, and the most effective, innovative, and optimum care programs in the healthcare industry.

QHPNY strives to be recognized as the highest quality, most innovative, cost-efficient, and effective delivery system for healthcare services in the State of New York.

QHPNY is dedicated to providing quality care and services for all members. QHPNY fulfills its responsibilities to members, practitioners, providers and the community through continuous and systematic measurement, assessment and improvement of its systems and processes.

Values QHPNY shares as a Company:

- Teamwork;
- Fair & Ethical Conduct;
- Commitment to Quality; and
- Consumer Focus.

About the Code of Business Conduct and Ethics

The Board of Directors for QHPNY established this Code of Business Conduct and Ethics (“Code”) to aid the Company’s directors, officers and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties.

QHPNY’s Board of Directors or a committee of the Board is responsible for administering this Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Jill Demian has been appointed the Company’s Compliance Officer under this Code.

QHPNY expects its directors, officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officer and employees to review this Code and to refer back to it frequently to ensure that they are acting within both the letter and the spirit of this Code. QHPNY also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, QHPNY encourages each officer and employee to speak with his or her supervisor, or if you are uncomfortable doing that, with the Compliance Officer appointed for this Code.

Training

The Company, under the guidance of its Compliance Officer, will maintain and update training and monitoring programs to educate its directors and employees on the legal and regulatory requirements of their respective duties and positions, and to detect possible violations. These programs may include additional written policies, informational handouts and memoranda or, when appropriate, training seminars in selected areas. The Company will continue to monitor and promote compliance with existing and new federal and state laws and regulations.

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages. If you have questions, ask them; if you have ethical concerns, raise them.

The Compliance Officer, who is responsible for overseeing and monitoring compliance with the Code and the other resources set forth in the Code, is available to answer your questions and provide guidance and for you to report suspected misconduct. Our conduct should reflect QHPNY's values, demonstrate ethical leadership, and promote a work environment that upholds the Company's reputation for integrity, ethical conduct and trust.

OUR COMPANY

QHPNY employees are expected to dedicate their best efforts to conduct QHPNY business in compliance with all applicable laws, rules and regulations and avoid any actual or apparent conflicts with the interests of the Company.

Compliance with Governmental Laws, Rules and Regulations

We each have a duty to conduct the Company's business in compliance with all applicable governmental laws, rules and regulations.

Conflicts of Interest

In order to maintain the highest degree of integrity in the conduct of QHPNY's business and to maintain your independent judgment, you must avoid any activity or personal interest that creates or appears to create a conflict between your interests and the interests of the Company. A conflict of interest occurs when your private interests interfere in any way, or even appear to interfere, with the interests of the Company as a whole. A conflict situation can arise when you take actions or have interests that make it difficult for you to perform your company work objectively and effectively.

You should never act in a manner that could cause you to lose your independence and objectivity or that could adversely affect the confidence of our members, customers, providers, vendors and business partners or your fellow employees in the integrity of the Company or its procedures.

Although we cannot list every conceivable conflict, following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

Improper Personal Benefits from the Company

Conflicts of interest arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to QHPNY policy and procedure, including any QHPNY loans or guarantees of your personal obligations.

Financial Interests in Other Businesses

QHPNY employees and their immediate families may not have an ownership interest in any other enterprise if that interest compromises or appears to compromise the employee's loyalty to the Company. For example, you may not own an interest in a company that competes with QHPNY. Executive officers and members of the Board of Directors must obtain the written approval of the Audit Committee of the Board of Directors before making any such investment.

Business Arrangements with the Company

Without prior written approval from the Company's Compliance Officer, you may not participate in a joint venture, partnership or other business arrangement with the Company or any of its affiliates. (Executive officers and members of the Board of Directors must obtain the prior written approval of the Audit Committee of the Board of Directors before participating in such an arrangement.)

Outside Employment or Activities With a Competitor

Simultaneous employment with, or serving as a director, or other representative of a competitor of QHPNY is strictly prohibited, as is any activity that is intended to or that you should reasonably expect to advance a competitor's interests. You may not market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Company's Compliance Officer to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question.

Compliance with this standard requires full disclosure on the part of all Company personnel. Accordingly, you must disclose all actual or potential conflicts of interest, and any material transaction or relationship that reasonably could be expected to give rise to such a conflict, to your supervisor, the Company's Compliance Officer or a member of the Board of Directors, so that the Company can determine whether a conflict exists and if so, what actions should be taken to eliminate or avoid the conflict.

Corporate Opportunities

As employees, officers and directors of the Company, we owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You may not take for yourself personally opportunities that are discovered through the use of corporate property, information or position or use corporate property, information or position for personal gain, nor may you compete with the Company.

Entertainment, Gifts and Gratuities

When you are involved in making business decisions on behalf of the Company, your decisions must be based on uncompromised and objective judgment. Employees interacting with any person who has business dealings with the Company (including providers, customers, competitors, or consultants) must conduct such activities in the best interest of QHPNY, using consistent and unbiased standards. Employees must not accept any gifts, entertainment or gratuities that could influence or be perceived to influence our decisions, or be in a position to derive any direct or indirect benefit or interest from a party having business dealings with the Company. You must never request or ask for gifts, entertainment or any other business courtesies from people doing business with the Company.

Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift. Gifts that are extravagant in value or unusual in nature should not be accepted without the prior written approval QHPNY's Compliance Officer. Gifts of cash or cash equivalents (including gift certificates, securities, below-market rate loans, *etc.*) in any amount are prohibited and must be returned promptly to the donor.

Offering Gifts and Entertainment

When you are providing a gift, entertainment or other accommodation in connection with QHPNY business, you must do so in a manner that is in good taste and without excessive expense. You may not give or offer to give any gift that is of more than token value or that goes beyond the common courtesies associated with accepted business practices.

Our providers and customers likely have gift and entertainment policies of their own. You must be careful never to provide a gift or entertainment that violates the other company's gift and entertainment policy.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the government. There are strict laws in the United States that govern providing gifts, including meals, entertainment, transportation and lodging, to government officials and employees. You are prohibited from providing gifts or anything of value to government officials or employees or members of their families in connection with Company business without prior written approval from the Company's Compliance Officer. For more information, see the section of the Code regarding "Interacting with Government."

Giving or receiving *any* payment or gift in the nature of a bribe or kickback is absolutely prohibited.

If you encounter an actual or potential conflict of interest, face a situation where declining the acceptance of a gift may jeopardize a Company relationship, are requested to pay a bribe or provide a kickback, or encounter a suspected violation of this policy, you must report the situation to the Company's Compliance Officer immediately.

Protection and Proper Use of Company Assets

We each have a duty to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. We should take measures to prevent damage to and theft or misuse of Company property. When you leave the Company, all the Company property must be returned to the Company. Except as specifically authorized by the Company, Company assets, including Company time, equipment, materials, resources and proprietary information, must be used for legitimate business purposes only.

Company Books and Records

The Company's books, records and accounts must accurately and fairly reflect the business transactions and assets of the Company. You must complete all Company documents accurately, truthfully, and in a timely manner. When applicable, documents must be properly authorized. You must record the Company's financial activities in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. You must never create a false or misleading report or make a payment or establish an account on behalf of the Company with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

If you are not sure about the accuracy or completeness of the information, do not guess. Do what you can find to correct the information or discuss the situation with your supervisor.

Accurate Medical Records and Information

The Company's medical records and information must be complete and accurate in all respects and maintained in material conformity with practice standards and applicable requirements of any government authority having regulatory jurisdiction over QHPNY. You must ensure at all times that all billing policies, arrangements, medical records, protocols and instructions comply with reimbursement requirements under Medicare, Medicaid and other applicable medical reimbursement programs.

Record Retention

In the course of its business, QHPNY produces and receives large numbers of documents. Numerous laws require the retention of certain Company documents for various periods of time. The Company is committed to compliance with all applicable laws and regulations relating to the preservation of records. The Company's policy is to identify, maintain, safeguard and destroy or retain all records in the Company's possession on a systematic and regular basis. Under no circumstances are Company records to be destroyed selectively or to be maintained outside Company premises or designated storage facilities.

If you become aware of a subpoena or other order for the production of documents or a pending, imminent or contemplated litigation or government or regulatory investigation, you should immediately contact the Company's Compliance Officer.

You must retain and preserve all records that may be responsive to the subpoena/document production order or relevant to the litigation or that may pertain to the investigation until you are advised by the Company's Compliance Officer as to how to proceed. You must not destroy any such records in your possession or control. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as e-mails and voicemail messages).

Destruction of such records, even if inadvertent, could seriously harm the Company. Any questions regarding whether a particular record pertains to a pending, imminent or contemplated investigation or litigation or may be responsive to a subpoena/document production order or regarding how to preserve particular types of records should be directed to the to the Company's Compliance Officer.

Confidential Information

All employees may learn, to a greater or lesser degree, facts about the Company's business, plans, finances, strategies, operations that are not known to the general public or to competitors. Sensitive information such as member data, the terms offered or prices charged to particular customers, marketing or strategic plans, product specifications and production techniques are examples of the Company's confidential information or trade secrets.

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its members, customers, providers, vendors and business partners, if disclosed. During the course of performing your responsibilities, you may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our customers, which the Company may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized or legally mandated. Employees who possess or have access to confidential information or trade secrets must:

- Not use the information for their own benefit or the benefit of persons inside or outside of the Company;
- Guard carefully against disclosure of that information to people outside the Company. For example, you should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants;
- Not disclose confidential information to another Company employee unless the employee requires the information to carry out business responsibilities; and

Confidentiality agreements are used commonly when the Company needs to disclose confidential information to providers, consultants, or others. A confidentiality agreement puts the person receiving confidential information on notice that he or she must maintain the secrecy of such information. If, in doing business with persons not employed by the Company, you foresee that you may need to disclose confidential information, you should contact the

Compliance Officer and discuss the utility of entering into a confidentiality agreement.

Your obligation to treat information as confidential does not end when you leave the Company. Upon the termination of your employment, you must return everything that belongs to the Company, including all documents and other materials containing Company and customer confidential information. You must not disclose confidential information to a new employer or to others after you are no longer a QHPNY employee.

You may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

Confidential Member Information

As part of its business, QHPNY receives medical information and other personal information from health care providers and members, including information related to members' medical conditions and health status. You must respect and preserve the confidentiality of all member health information, and other personal, confidential, or non-public information of our member. All QHPNY employees, providers and vendors are required to abide by the rules and regulations of the Health Insurance Portability and Accountability Act ("HIPAA"), as well as any applicable state law, concerning the privacy of customer health information and must do their part to protect it. You may make use of such information only for purposes of carrying out your job responsibilities, and must comply with all safeguards established by QHPNY for this purpose. Except as expressly permitted by the customer and by an federal and state law, you must not disclose such information to any third party.

Trademarks, Copyrights and Other Intellectual Property

Trademarks

Our logos and the names "Quality Health Plans of New York, Inc.," and "Quality Health Plans" are examples of Company trademarks. You must always properly use our trademarks and advise the Company's Compliance Officer of infringements by others. Similarly, the trademarks of third parties must be used properly.

Copyright Compliance

Works of authorship such as books, articles, drawings, computer software and other such materials may be covered by copyright laws. It is a violation of those laws and of QHPNY's policies to make unauthorized copies of or derivative works based upon copyrighted materials. The absence of a copyright notice does not necessarily mean that the materials are not copyrighted.

QHPNY licenses the use of much of its computer software from outside companies. In most instances, this computer software is protected by copyright. You may not make, acquire or use unauthorized copies of computer software. Any questions concerning copyright laws should be directed to the Compliance Officer.

Intellectual Property Rights of Others

It is Company policy not to infringe upon the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on QHPNY's website, you must do so properly and in accordance with applicable law. If you have questions, please contact the Compliance Officer.

Computer and Communication Resources

QHPNY's computer and communication resources, including computers, voicemail and e-mail, provide substantial benefits, but they also present significant risks to you and the Company. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords. All sensitive, confidential or restricted electronic information must be password protected, and, if sent across the Internet, must be protected by Company-approved encryption software. If you have any reason to believe that your password or the security of a QHPNY computer or communication resource has in any manner been compromised, you must change your password immediately and report the incident to the Compliance Officer.

When you are using Company resources to send e-mail or voicemail or to access Internet services, you are acting as a representative of QHPNY. Any improper use of these resources may reflect poorly on the Company, damage its reputation, and expose you and QHPNY to legal liability.

All of the computing resources used to provide computing and network connections throughout the organization are the property of QHPNY and are intended for use by QHPNY employees to conduct the Company's business. All e-mail, voicemail and personal files stored on QHPNY computers are the Company property.

You should therefore have no expectation of personal privacy in connection with these resources.

You may use the Company's computers and communication resources for minor personal use. This must never compromise the security of the Company's information. Remember, also, that QHPNY may access, review, and disclose any information contained on its systems (including information and computer systems) or other property, unless restricted by federal, state or local law. QHPNY may also request that its property be returned at any time.

You should not use Company resources in a way that may be disruptive or offensive to others or unlawful. At all times when sending e-mail or transmitting any other message or file, you should not transmit comments, language, images or other files that you would be embarrassed to have read by any person. Remember that your "private" e-mail messages are easily forwarded to a wide audience. In addition, do not use these resources in a wasteful manner.

Use of computer and communication resources must be consistent with all other Company policies, including those relating to harassment, privacy, copyright, trademark, trade secret and other intellectual property considerations.

Responding to Inquiries from the Press and Others

Information disseminated about QHPNY must be full, fair, accurate, consistent and understandable. For this reason, only Company employees who are not official Company spokespersons may not grant interviews, make public appearances, post comments on internet blogs, write “letters to the editor” or speak with the media, the press, other groups or organizations or the public as a Company representative unless specifically authorized to do so by the Compliance Officer.

FAIR DEALING

Antitrust (Competition) Laws

While the Company competes vigorously in all of its business activities, its efforts in the marketplace must be conducted in accordance with the letter and spirit of applicable antitrust and competition laws. While it is impossible to describe antitrust and competition laws fully in any code of business conduct, the Code will give you an overview of the types of conduct that are particularly likely to raise antitrust concerns. If you are or become engaged in activities similar to those identified in the Code, you should consult the Compliance Officer for further guidance.

QHPNY complies with all applicable antitrust laws. Anticompetitive behavior in violation of antitrust laws can result in criminal penalties, both for you and for the Company. The following conduct could raise issues under the antitrust laws. Do not engage in this conduct, and if you are asked to do so by a competitor, consult with your supervisor on how to proceed:

- Entering into any agreement, understanding, or even discussion with a competitor regarding which providers the Company will contract with and any terms of those provider contracts.
- Entering into any agreement, understanding, or even discussion with a competitor regarding which health plan offerings or other products or services the Company will sell, and the terms of such offerings, products or services.

In addition, certain contract terms can raise antitrust issues, and should be reviewed by counsel. These include terms that involve exclusivity, make the agreement to provide one product or service conditioned on an agreement to provide another, or “most-favored nation” provisions.

QHPNY prohibits taking unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealings.

OUR WORKPLACE

Respecting One Another

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a work place where they are respected and appreciated. Everyone

who works for the Company must contribute to the creation and maintenance of such an environment, and supervisors and managers have a special responsibility to foster a workplace that supports honesty, integrity, respect and trust.

Employee Privacy

We respect the privacy and dignity of all individuals. QHPNY collects and maintains personal information that relates to your employment, including medical and benefit information. Special care is taken to limit access to personal information to Company personnel with a need to know such information for a legitimate purpose. Employees who are responsible for maintaining personal information and those who are provided access to such information must not disclose private information in violation of applicable law or in violation of the Company's policies.

Personal items, messages, or information that you consider to be private should not be placed or kept in telephone systems, computer or electronic mail systems, office systems, offices, work spaces, desks, or file cabinets. QHPNY reserves all rights, to the fullest extent permitted by law, to inspect such systems and areas and to retrieve information or property from them when deemed appropriate in the judgment of management.

Equal Employment Opportunity and Nondiscrimination

The Company is an equal opportunity employer in hiring and promoting practices, benefits and wages. We will not tolerate discrimination against any person on the basis of race, religion, color, gender, age, marital status, national origin, sexual orientation, citizenship, Vietnam-era or disabled veteran status or disability (where the applicant or employee is qualified to perform the essential functions of the job with or without reasonable accommodation), or any other basis prohibited by law in recruiting, hiring, placement, promotion, or any other condition of employment.

You must treat all Company employees, customers, suppliers and others with respect and dignity.

Sexual and Other Forms of Harassment

QHPNY policy strictly prohibits any form of harassment in the workplace, including sexual harassment. The Company will take prompt and appropriate action to prevent and, where necessary, discipline behavior that violates this policy.

Sexual Harassment

Sexual harassment includes unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when:

- submission to such conduct is made a term or condition of employment;
- submission to or rejection of such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, offensive, hostile or humiliating work environment.

Forms of sexual harassment include, but are not limited to, the following:

- verbal harassment, such as unwelcome comments, jokes, or slurs of a sexual nature;
- physical harassment, such as unnecessary or offensive touching, or impeding or blocking movement; and
- visual harassment, such as derogatory or offensive posters, cards, cartoons, graffiti, drawings or gestures.

Other Forms of Harassment

Harassment on the basis of other characteristics is also strictly prohibited. Under this policy, harassment is verbal or physical conduct that degrades or shows hostility or hatred toward an individual because of his or her race, color, national origin, citizenship, religion, sexual orientation, marital status, age, mental or physical handicap or disability, veteran status or any other characteristic protected by law, which

- has the purpose or effect of creating an intimidating, hostile, or offensive work environment;
- has the purpose or effect of unreasonably interfering with an individual's work performance; or
- otherwise adversely affects an individual's employment.

Harassing conduct includes, but is not limited to, the following: nicknames; slurs; negative stereotyping; threatening, intimidating or hostile acts; and written or graphic material that ridicules or shows hostility or aversion to an individual or group and that is posted on QHPNY premises or circulated in the workplace.

Reporting Responsibilities and Procedures

If you believe that you have been subjected to harassment of any kind, you should promptly report the incident to your supervisor, the harasser's supervisor, the Compliance Officer or the Human Resources Department. If you feel comfortable doing so, you may also wish to confront the offender and state that the conduct is unacceptable and must stop. Complaints of harassment, abuse or discrimination will be investigated promptly and thoroughly and will be kept confidential to the extent possible. QHPNY will not in any way retaliate against any employee for making a good faith complaint or report of harassment or participating in the investigation of such a complaint or report.

QHPNY encourages the prompt reporting of all incidents of harassment, regardless of who the offender may be, or the offender's relationship to the Company. This procedure should also be followed if you believe that a non-employee with whom you are required or expected to work has engaged in prohibited conduct. Supervisors must promptly report all complaints of harassment to the Human Resources Department and the Compliance Officer.

Any employee who is found to be responsible for harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including termination.

Remember that, regardless of legal definitions, QHPNY expects employees to interact with each other in a professional and respectful manner.

Safety in the Workplace

The safety and security of employees is of primary importance. You are responsible for maintaining our facilities free from recognized hazards and obeying all Company safety rules. Working conditions should be maintained in a clean and orderly state to encourage efficient operations and promote good safety practices.

Drugs and Alcohol

QHPNY intends to maintain a drug-free work environment. You may not use, possess or be under the influence of alcohol on QHPNY premises.

You cannot use, sell, attempt to use or sell, purchase, possess or be under the influence of any illegal drug on QHPNY premises or while performing the Company business on or off the premises.

INTERACTING WITH THE GOVERNMENT

Prohibition on Gifts to Government Officials and Employees

The various branches and levels of government in the United States have different laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and government employees. You are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without prior written approval from the Compliance Officer.

Political Contributions and Activities

Laws of certain jurisdictions prohibit the use of Company funds, assets, services, or facilities on behalf of a political party or candidate. Payments of corporate funds to any political party, candidate or campaign may be made only if permitted under applicable law and approved in writing in advance by the Compliance Officer.

Your work time may be considered the equivalent of a contribution by the Company. Therefore, you will not be paid by QHPNY for any time spent running for public office, serving as an elected official, or campaigning for a political candidate. Nor will QHPNY compensate or reimburse you, in any form, for a political contribution that you intend to make or have made.

Lobbying Activities

Laws of some jurisdictions require registration and reporting by anyone who engages in a lobbying activity. Generally, lobbying includes: (1) communicating with any member or employee of a legislative branch of government for the purpose of influencing legislation; (2) communicating with certain government officials for the purpose of influencing government action; or (3) engaging in research or other activities to support or prepare for such communication.

So that QHPNY may comply with lobbying laws, you must notify the Compliance Officer before engaging in any activity on behalf of the Company that might be considered "lobbying" as described above.

AUDITS AND INVESTIGATIONS

All employees have a duty to cooperate fully in all audits, inquiries, investigations, or other reviews conducted by the Compliance Department, Finance Department, Human Resources, Board of Directors or any Committee thereof, and any of these entities' outside advisors consultants and/or counsel.

Full cooperation includes promptly, completely and truthfully complying with all requests for documents, information and interviews, including, but not limited to:

- retaining and producing, as requested, all potentially relevant corporate data, documents, files and records;
- attending interviews and responding completely and truthfully to any and all interview questions; and
- where an audit, inquiry, investigation or other review is being conducted by an outside advisor, consultant or counsel, complying with that outside entity's requests under the direction of the Legal Department.

Failure to comply with this provision of the Code will lead to disciplinary action, up to and including termination.

IMPLEMENTATION OF THE CODE

Responsibilities

While each of us is individually responsible for putting the Code to work, we need not go it alone. QHPNY has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of the Code are available from the Compliance Officer and on the Compliance Portal. A statement of compliance with the Code must be signed by all directors, officers and employees on an annual basis.

Seeking Guidance

The Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in the Code or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Compliance Officer or the other resources identified in the Code.

Non-Retaliation

The Company prohibits retaliation against any employee for reporting in good faith a possible violation of this Code or of a law, rule or regulation. Retaliation for reporting a federal offense is illegal under federal law.

In no event will the Company take or threaten any action against you as a reprisal or retaliation for making a complaint or disclosing or reporting information in good faith. However, if a reporting individual was involved in any improper activity, the individual may be disciplined appropriately, even if he or she was the one to disclose the information to the Company. In these circumstances, we may consider the decision to report the matter, and any subsequent cooperation, as mitigating factors in any disciplinary decision.

Reporting Violations

If you know of or suspect a violation of applicable laws, rules or regulations, the Code, or the Company's related policies, you must immediately report that information to your supervisor, the Compliance Officer or a member of the Board of Directors. Failure to report a suspected violation of the Code is itself a violation of the Code and could subject you to disciplinary action, up to and including suspension or termination in each case, in accordance with applicable laws.

Investigations of Suspected Violations

All reported violations will be promptly investigated and treated confidentially to the greatest extent possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal and other issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

Discipline for Violations

QHPNY intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with its Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. QHPNY personnel who violate the Code and/or other Company policies and procedures may be subject to disciplinary actions, up to and including suspension or discharge. In addition, disciplinary measures, up to and including suspension or termination, may be taken against anyone who directs or approves infractions or has knowledge of them and does not promptly report and correct them in accordance with Company policies.

Waivers of the Code

The Company will waive application of the policies set forth in the Code only where circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. Waivers of the Code for directors and executive officers may be made only by the Board of Directors.

No Rights Created

The Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor or any other person or entity.

Remember

Ultimate responsibility to assure that we as a Company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and the Company's policies and guidelines pertaining to them.