

**CORPORATE INTEGRITY AGREEMENT  
BETWEEN THE  
OFFICE OF INSPECTOR GENERAL  
OF THE  
DEPARTMENT OF HEALTH AND HUMAN SERVICES  
AND  
WELLCARE HEALTH PLANS, INC.**

**I. PREAMBLE**

WellCare Health Plans, Inc. and its affiliates and subsidiaries (WellCare) hereby enters into this Corporate Integrity Agreement (CIA) with the Office of Inspector General (OIG) of the United States Department of Health and Human Services (HHS) to promote compliance with the statutes, regulations, and written directives of Medicare, Medicaid, and all other Federal health care programs (as defined in 42 U.S.C. § 1320a-7b(f)) (Federal health care program requirements). Contemporaneously with this CIA, WellCare is entering into a Settlement Agreement with the United States (Settlement Agreement).

**II. TERM AND SCOPE OF THE CIA**

A. The period of the compliance obligations assumed by WellCare under this CIA shall be 5 years from the effective date of this CIA, unless otherwise specified. The effective date shall be the date on which the final signatory of this CIA executes this CIA (Effective Date). Each one-year period, beginning with the one-year period following the Effective Date, shall be referred to as a “Reporting Period.”

B. Sections VII, X, and XI shall expire no later than 120 days after OIG’s receipt of: (1) WellCare’s final annual report; or (2) any additional materials submitted by WellCare pursuant to OIG’s request, whichever is later.

C. The scope of this CIA shall be governed by the following definitions:

1. “Covered Persons” includes:

a. all natural persons who are owners (other than shareholders who: (1) have an ownership interest of less than 5%; and (2) acquired the ownership interest through public trading or in connection with

equity awards made pursuant to an employment contract or Company equity compensation plans), officers, directors, and employees of WellCare; and

b. all contractors, subcontractors, agents, and other persons who perform Reimbursement Related Functions.

Notwithstanding the above, this term does not include (1) part-time or per diem employees, contractors, subcontractors, agents, and other persons who are not reasonably expected to work more than 160 hours per year, except that any such individuals shall become “Covered Persons” at the point when they work more than 160 hours during the calendar year; or (2) employees, contractors, subcontractors, agents, and other persons of WellCare who perform only physical plant maintenance, facility security, janitorial and/or cafeteria-related duties.

2. “Relevant Covered Persons” includes all Covered Persons whose job responsibilities relate to Reimbursement Related Functions.

3. “Reimbursement Related Functions” includes those functions related to reimbursement from any Federal health care program, including, but not limited to: (a) the preparation and submission of reports of costs and expenditures, claims and/or encounter data, reconciliation data or any other information used to support or substantiate the receipt of reimbursement from any Federal health care program; (b) coding, billing, auditing, and accounting, and/or preparation and submission of material information related to any claim or request for payment from any Federal health care program; and (c) the preparation and submission of bids and other data or information in response to requests for proposals.

4. “Plan” includes WellCare and any subsidiary of WellCare that contracts with Medicare or any Medicaid program.

### **III. CORPORATE INTEGRITY OBLIGATIONS**

WellCare shall establish and maintain a Compliance Program that includes the following elements:

A. Compliance Responsibilities of Corporate Officers, Corporate Compliance Committee, Board Regulatory Compliance Committee, and Management.

1. *Chief Compliance Officer.* Prior to the Effective Date, WellCare appointed a Chief Compliance Officer, and WellCare shall maintain a Chief Compliance Officer throughout the term of the CIA. The Chief Compliance Officer shall be responsible for developing and implementing policies, procedures, and practices designed to ensure compliance with the requirements set forth in this CIA and with Federal health care program requirements. The Chief Compliance Officer shall be a member of senior management of WellCare, shall report directly to the Chief Executive Officer of WellCare, shall make periodic (at least quarterly) reports regarding compliance matters directly to the Board of Directors of WellCare, and shall be authorized to report on such matters to the Board of Directors at any time. The Chief Compliance Officer shall not be, or be subordinate to, the General Counsel or the Chief Financial Officer (CFO). The Chief Compliance Officer shall be responsible for monitoring the day-to-day compliance activities engaged in by WellCare as well as for any reporting obligations created under this CIA. Any noncompliance job responsibilities of the Chief Compliance Officer shall be limited and must not interfere with the Chief Compliance Officer's ability to perform the duties outlined in this CIA.

WellCare shall report to OIG, in writing, any change in the identity of the Chief Compliance Officer, or any actions or changes that would affect the Chief Compliance Officer's ability to perform the duties necessary to meet the obligations in this CIA, within five days after the change.

2. *Corporate Compliance Committee.* Prior to the Effective Date, WellCare appointed a Compliance Committee comprised of members of senior management (Corporate Compliance Committee), and WellCare shall maintain the Corporate Compliance Committee throughout the term of the CIA. The Corporate Compliance Committee shall, at a minimum, include the Chief Compliance Officer and other members of senior management necessary to meet the requirements of this CIA (e.g., senior executives of relevant departments, such as billing, clinical, human resources, audit, and operations). The Chief Compliance Officer shall chair the Corporate Compliance Committee and the Committee shall support the Chief Compliance Officer in fulfilling his/her responsibilities (e.g., shall assist in the analysis of the organization's risk areas and shall oversee monitoring of internal and external audits and investigations). The Corporate Compliance Committee shall meet at least quarterly.

WellCare shall report to OIG, in writing, any changes in the composition of the Corporate Compliance Committee, or any actions or changes that would affect the Corporate Compliance Committee's ability to perform the duties necessary to meet the obligations in this CIA, within 15 days after such a change.

3. *Compliance Liaisons.* Within 120 days after the Effective Date, WellCare shall appoint, and shall maintain during the term of the CIA, individuals to serve as compliance liaisons at each of WellCare's seven principal locations (Compliance Liaisons). The Compliance Liaisons shall be responsible for: (a) assisting the Chief Compliance Officer to implement the policies, procedures, and practices designed to ensure compliance with the requirements set forth in this CIA, applicable Plan contracts with Medicare, Medicaid, and Federal health care program requirements for the applicable Plans; (b) assisting the Chief Compliance Officer to monitor the day-to-day compliance activities at the applicable Plans; and (c) serving as a contact person for the Chief Compliance Officer for compliance activities at the applicable Plans. The Compliance Liaisons shall make periodic (at least semi-annual) written reports regarding compliance matters directly to the Chief Compliance Officer, and shall be authorized to report on such matters directly to the Board Regulatory Compliance Committee at any time. The Compliance Liaisons shall be independent from WellCare's Legal Department. WellCare shall report to OIG, in writing, any changes in the identity or position description of any Compliance Liaisons, or any actions or changes that would affect any Compliance Liaison's ability to perform the duties necessary to meet the obligations in this CIA, within 15 days after any such change.

4. *Board Regulatory Compliance Committee.* Prior to the Effective Date, WellCare formed the Regulatory Compliance Committee of the Board of Directors (Board Regulatory Compliance Committee). The Board Regulatory Compliance Committee is charged with overseeing WellCare's regulatory Compliance Program, its compliance with federal and state laws and regulations, and its compliance with the WellCare Code of Conduct and Business Ethics (Code of Conduct) and related policies. The Board Regulatory Compliance Committee shall also be responsible for oversight of the obligations of this CIA. The Board Regulatory Compliance Committee's Reporting Policy requires that compliance issues and concerns be timely reported to the Board Regulatory Compliance Committee. In addition, WellCare's Code of Conduct provides that employees may report violations of the Code of Conduct, or pose questions about reporting violations, to the Chair of the Board Regulatory Compliance Committee. At least quarterly, the Chief Compliance Officer reviews with the Board Regulatory Compliance Committee all aspects of WellCare's compliance program, focusing on

specific areas of risk and concern. In addition, the Chief Compliance Officer and other members of senior management provide interim reports to the Chair of the Board Regulatory Compliance Committee, and to the Committee, during informal briefings and specially-convened meetings. The Board Regulatory Compliance Committee understands that it may be advisable, in certain circumstances, to consult with its own independent professionals, and the Chair of Board Regulatory Compliance Committee will promptly notify OIG upon such consultation with such professional. The Board Regulatory Compliance Committee shall, at a minimum, be responsible for the following:

a. The Board Regulatory Compliance Committee shall meet at least quarterly to review and oversee WellCare's Compliance Program, including but not limited to, the performance of the Chief Compliance Officer and Compliance Department.

b. Within 120 days of the Effective Date, and annually thereafter, the Board Regulatory Compliance Committee shall review the effectiveness of WellCare's Compliance Program (Compliance Program Review) for each Reporting Period of the CIA. The Board Regulatory Compliance Committee shall document its findings and conclusions in writing (Compliance Program Review Assessment). The Compliance Program Review Assessment shall be in addition to any mention of the Compliance Program Review in minutes of the Board Regulatory Compliance Committee. A copy of the Compliance Program Review Assessment shall be provided to OIG in each Annual Report submitted by WellCare.

c. For each Reporting Period of the CIA, the Board Regulatory Compliance Committee shall adopt a resolution, signed by each individual member of the Board Regulatory Compliance Committee, summarizing its review and oversight of WellCare's compliance with Federal health care program requirements and the obligations of this CIA.

At minimum, the resolution shall include the following language:

"The Board Regulatory Compliance Committee has made a reasonable inquiry into the operations and efficacy of WellCare's Compliance Program, including the performance of the Chief Compliance Officer and the Compliance Department. Based on the information it has received and obtained, and the findings contained in its Compliance Program Review Assessment, the Board Regulatory Compliance Committee has concluded that, to the best of its knowledge, WellCare has implemented an effective

Compliance Program to meet Federal health care program requirements and the obligations of the CIA."

If the Board Regulatory Compliance Committee is unable to provide such a conclusion in the resolution, the Board Regulatory Compliance Committee shall include in the resolution a written explanation of the reasons why it is unable to do so and the steps it is taking to implement an effective Compliance Program at WellCare.

WellCare shall report to OIG, in writing, any changes in the composition of the Board Regulatory Compliance Committee, or any actions or changes that would affect the Board Regulatory Compliance Committee's ability to perform the duties necessary to meet the obligations in this CIA, within 15 days after such a change.

5. *Management Accountability and Certifications:* In addition to the responsibilities set forth in this CIA for all Covered Persons, certain WellCare officials ("Certifying Employees") are specifically expected to monitor and oversee activities within their areas of authority and shall annually certify that the applicable WellCare component is compliant with Federal health care program requirements and the obligations of this CIA. The Certifying Employees include, at a minimum, the following: Chief Executive Officer; CFO; Chief Administrative Officer; Chief Medical Officer; General Counsel; President of National Health Plans; President of Florida/Hawaii Division; President of South Division; President of Northeast Division; Senior Vice President of Health Services; all Vice Presidents in Health Services Department; all Vice Presidents in Finance Department (Direct reports to CFO); Regional Chief Operating Officers or Market Directors; and Compliance Liaisons.

For each Reporting Period, each Certifying Employee shall sign a certification that states:

"I have been trained on and understand the Federal health care program compliance requirements and obligations and responsibilities of the Corporate Integrity Agreement (CIA) as they relate to [department or functional area], an area under my supervision. I have had the opportunity to obtain supplemental guidance on those requirements and responsibilities from the Compliance and Legal Departments and my management when necessary. My job responsibilities include ensuring compliance of the [department or functional area] with all applicable Federal health care program requirements, obligations of the CIA, and WellCare policies, and I have undertaken to do so. In the event that I have identified potential issues of non-compliance with these requirements, I have

referred all such issues to the Compliance and Legal Departments for further review and follow-up. Apart from those referred issues, I am not currently aware of any potential violation of Federal health care program requirements, the requirements of the CIA, or any WellCare Policy. I understand that this certification is being provided to and relied upon by the United States.”

B. Written Standards.

1. *Code of Conduct.* Prior to the Effective Date, WellCare developed, implemented, and distributed a written Code of Conduct to all Covered Persons. WellCare shall make the promotion of, and adherence to, the Code of Conduct an element in evaluating the performance of all employees. To the extent not already accomplished, within 90 days after the Effective Date, WellCare shall ensure that the Code of Conduct shall, at a minimum, set forth:

- a. WellCare’s commitment to full compliance with all Federal health care program requirements;
- b. WellCare’s requirement that all of its Covered Persons shall be expected to comply with all Federal health care program requirements and with WellCare’s own Policies and Procedures;
- c. the requirement that all of WellCare’s Covered Persons shall be expected to report to the Chief Compliance Officer, or other appropriate individuals designated by WellCare, suspected violations of any Federal health care program requirements or of WellCare’s own Policies and Procedures; and
- d. the right of all individuals to use the Disclosure Program described in Section III.E, and WellCare’s commitment to nonretaliation and to maintain, as appropriate, confidentiality and anonymity with respect to such disclosures.

Within 90 days after the Effective Date, each Covered Person shall certify, in writing or electronically, that he or she has received, read, understood, and shall abide by WellCare’s Code of Conduct. New Covered Persons shall receive the Code of Conduct and shall complete the required certification within 30 days after becoming a Covered Person or within 90 days after the Effective Date, whichever is later. Covered Persons

who had made the required certification within 60 days prior to the Effective Date are not required to recertify.

WellCare shall periodically review the Code of Conduct to determine if revisions are appropriate and shall make any necessary revisions based on such review. Any revised Code of Conduct shall be distributed within 30 days after any revisions are finalized. Each Covered Person shall certify, in writing or electronically, that he or she has received, read, understood, and shall abide by the revised Code of Conduct within 30 days after the distribution of the revised Code of Conduct.

2. *Policies and Procedures.* Prior to the Effective Date, WellCare implemented written Policies and Procedures regarding the operation of WellCare's compliance program and its compliance with Federal health care program requirements. To the extent not already accomplished, within 90 days after the Effective Date, WellCare shall ensure that the Policies and Procedures address or shall continue to address:

- a. the subjects relating to the Code of Conduct identified in Section III.B.1;
- b. appropriate ways to conduct Reimbursement Related Functions in compliance with all Federal health care program requirements;
- c. WellCare's commitment to fair, accurate, and complete accounting and reporting of all revenues, expenditures and costs incurred in providing any service to any Federal health care program beneficiary;
- d. measures designed to ensure that WellCare's accounting and reported revenues, expenditures, and costs are fair, accurate, and complete;
- e. measures designed to ensure complete and accurate reporting of all Federal health care program information;
- f. measures designed to ensure complete and appropriate documentation of medical records;



- g. measures designed to ensure all claims submitted for Federal health care program reimbursement are accurate and complete;
- h. measures designed to ensure the accurate and complete preparation, certification, and submission of bids to Federal health care programs; and
- i. measures designed to ensure adherence to Federal health care program requirements for managed care organizations, including, but not limited to, requirements related to marketing and advertising, and the enrollment and disenrollment of beneficiaries.

Within 90 days after the Effective Date, the Policies and Procedures shall be distributed to all Covered Persons. Appropriate and knowledgeable staff shall be available to explain the Policies and Procedures.

At least annually (and more frequently, if appropriate), WellCare shall assess and update, as necessary, the Policies and Procedures. Within 30 days after the effective date of any revisions, any such revised Policies and Procedures shall be distributed to all Covered Persons.

### C. Training and Education.

1. *General Training.* Within 90 days after the Effective Date, WellCare shall provide at least two hours of General Training to each Covered Person. This training, at a minimum, shall explain WellCare's:

- a. CIA requirements; and
- b. Compliance Program, including the Code of Conduct.

New Covered Persons shall receive the General Training described above within 30 days after becoming a Covered Person or within 90 days after the Effective Date, whichever is later. After receiving the initial General Training described above, each Covered Person shall receive at least one hour of General Training in each subsequent Reporting Period.

2. *Specific Training.* Within 90 days after the Effective Date, WellCare shall require that Relevant Covered Persons receive at least three hours of Specific Training in addition to the General Training required above.

This Specific Training shall include a discussion of:

- a. all applicable Federal health care program requirements related to Reimbursement Related Functions;
- b. all WellCare policies, procedures, and other requirements related to Reimbursement Related Functions;
- c. the personal obligation of each individual in Reimbursement Related Functions to comply with all applicable Federal health care program requirements and all other applicable legal requirements;
- d. the accurate and complete accounting and reporting of all revenues, expenditures and costs incurred in providing any service to any Federal health care program beneficiary or submitted to any Federal health care program;
- e. the accurate and complete reporting of all Federal health care program information;
- f. the accurate and complete preparation, certification, and submission of bids to Federal health care programs;
- g. policies, procedures, and other requirements applicable to the documentation of medical records;
- h. Federal health care program requirements regarding the accurate coding and submission of claims;
- i. all applicable reimbursement statutes, regulations, and program requirements and directives;
- j. the legal sanctions for violations of the Federal health care program requirements; and

- k. examples of proper and improper accounting and reporting of expenditures and other information to Federal health care programs, and proper and improper claims submission practices.

To the extent that WellCare provided Specific Training to Relevant Covered Persons during the 180 days immediately prior to the Effective Date that satisfied the requirement set forth in Section III.C.2 above, WellCare is not required to repeat initial Specific Training for those individuals for the first Reporting Period.

New Relevant Covered Persons shall receive this training within 30 days after the beginning of their employment or becoming Relevant Covered Persons, or within 90 days after the Effective Date, whichever is later. A new Relevant Covered Person who has not completed the Specific Training shall not perform Reimbursement Related Functions until such time as he or she completes his or her Specific Training consistent with categories of work that trigger training in this Section.

After receiving the initial Specific Training described in this Section, each Relevant Covered Person shall receive at least two hours of Specific Training in each subsequent Reporting Period.

3. *Certification.* Each individual who is required to attend training shall certify, in writing, or in electronic form, if applicable, that he or she has received the required training. The certification shall specify the type of training received and the date received. The Chief Compliance Officer (or designee) shall retain the certifications, along with all course materials. These shall be made available to OIG, upon request.

4. *Qualifications of Trainer.* Persons providing the training shall be knowledgeable about the subject area.

5. *Update of Training.* WellCare shall review the training annually, and, where appropriate, update the training to reflect changes in Federal health care program requirements, any issues discovered during internal audits or the Reviews, and any other relevant information.

6. *Computer-based Training.* WellCare may provide the training required under this CIA through appropriate computer-based training approaches or modules. If WellCare chooses to provide computer-based training, it shall make available

appropriately qualified and knowledgeable staff or trainers to answer questions or provide additional information to the individuals receiving such training.

D. Review Procedures.

1. *General Description.*

a. *Engagement of Independent Review Organization.* Within 120 days after the Effective Date, WellCare shall engage an entity (or entities), such as an accounting, auditing, or consulting firm (hereinafter “Independent Review Organization” or “IRO”), to perform reviews to assist WellCare in assessing and evaluating its Reimbursement Related Functions and certain other obligations pursuant to this CIA and the Settlement Agreement. The applicable requirements relating to the IRO are outlined in Appendix A to this CIA, which is incorporated by reference.

The IRO shall evaluate and analyze: (1) WellCare’s reporting practices related to Federal health care programs (Program Report Review); (2) WellCare’s bid submissions to Federal health care programs (Bid Submissions Systems Review); and (3) if applicable, whether WellCare sought payment for certain unallowable costs (Unallowable Cost Review) (collectively, the “Reviews”).

b. *Frequency of Reviews.* The Reviews shall be performed annually and shall cover each of the Reporting Periods. The IRO(s) shall perform all components of each annual Review.

c. *Frequency of Unallowable Cost Review.* If applicable, the IRO shall perform the Unallowable Cost Review for the first Reporting Period.

d. *Retention of Records.* The IRO and WellCare shall retain and make available to OIG, upon request, all work papers, supporting documentation, correspondence, and draft reports (those exchanged between the IRO and WellCare) related to the reviews.

