



Flinthills Services, Inc.
Board of Directors
Resolution
Re: Corporate Compliance Plan

Presented July 28, 2011

Flinthills Services, Inc. (FIS) Board of Directors is committed to conducting their business in compliance with the law. In some circumstances, the interpretation and application of the law is highly technical, and common concepts of right and wrong lend little guidance. Thus, employees, and agents who believe that they are conducting themselves properly may, in fact, be violating applicable laws. Violations of the law by employees, and agents, even when these violations are unwitting, can subject FSI to the risk of substantial fines, loss of income and public embarrassment.

FSI can meet this commitment only through the efforts of our highly skilled care givers and dedicated support staff. It is they who must earn the trust and respect of the people we serve and others by continuing to conduct their daily affairs with honesty, integrity, and in compliance with the letter and spirit of all applicable laws. Although honesty and integrity are individual attributes, and each individual is responsible for his or her own conduct, FSI is committed to maintaining a working environment that promotes these ideals and permits our employees, and agents to demonstrate the highest ethical standards in performing their daily tasks.

In our interactions with our clients, their families and/or guardians, each other and members of the communities in which we work, we will treat everyone with dignity and respect. We value honesty, integrity, hard work and adhere to the highest ethical standards of our work with the developmentally disabled. We embrace the concepts of personal and professional accountability in the workplace and will always strive to treat others as we would like to be treated. These core values have been approved by the Board of Directors of Flinthills Services, Inc.

Revised: May 7, 2015

In order to avoid violations of federal, state and local laws, the Board adopts a formal Corporate Compliance Plan which encompasses all of FSI's operations. This action in directing FSI's Officers and Management in the development and implementation of the Corporate Compliance Plan should not be interpreted as concern that present management systems are inadequate. Rather, development and implementation of a Corporate Compliance Plan is an element in FSI's continuing effort to improve quality and performance. The Board also recognizes that federal and state agencies responsible for enforcement of Medicare and Medicaid laws and regulations recently have encouraged the development and implementation of Corporate Compliance Plans.

WHEREFORE, BE IT RESOLVED ON THIS DATE THAT:

1. The Officers and Management of FSI are directed to dedicate the necessary resources toward development of an effective Corporate Compliance Plan designed to prevent and detect violations of federal, state or local law in the conduct of FSI's operations by employees and agents.
2. Compliance Activities of the Corporate Compliance Plan shall be the overall responsibility of the Chief Executive Officer of FSI who will delegate a Corporate Compliance Officer.
3. The Corporate Compliance Plan will meet or exceed the elements of an effective compliance program as required by law, which requires an organization to:
 - (a) Establish compliance standards and procedures reasonably capable of reducing the prospect of wrongful conduct;
 - (b) Appoint a specific, high-level individual with overall responsibility to oversee compliance with such standards and procedures;
 - (c) Exercise due care not to delegate substantial discretionary authority to individuals with a propensity to engage in unlawful activities;

- (d) Take steps to communicate effectively the compliance standards and procedures to all employees and agents by disseminating a memorandum on the position assigned as the Corporate Compliance Officer, ensuring all employees receive a copy of the Corporate Compliance Policy and providing all new employees with an orientation on the organization's corporate compliance program with an emphasis on FSI's Code of Ethics.
 - (e) Take reasonable steps to achieve compliance by publicizing to all employees the methodology of reporting suspected non-compliance issues and the system whereby employees and agents can report perceived wrongful conduct by others within the organization without fear of retribution.
 - (f) Consistently enforce its standards through appropriate disciplinary mechanisms, including, as appropriate, discipline of individuals for failure to detect non-compliance; and
 - (g) Take responsible steps to respond appropriately to non-compliance after detection and to prevent recurrence, which may require modifications to the compliance program.
4. The development and implementation of specific standards, educating and training employees with respect to those specific standards, reviewing and enhancing internal controls, as necessary and monitoring systems will be time-consuming. Accordingly, FSI as an organization should proceed in phases, but the progress should be steady towards the creation and implementation of specific standards and systems relating to all material areas of FSI's operations where there are compliance obligations. The Chief Executive Officer and the Corporate Compliance Officer shall provide periodic progress reports to the Board.
5. The Board of Directors of FSI adopts this Corporate Compliance Plan, the Code of Ethics, and the Corporate Compliance Policy all in the form presented to the Board, and copies of which are filed with the original Board Minutes.