EXHIBIT A

ProMedica Compliance Plan Supplement

Plan Summary & Employee Guide

This document supplements the ProMedica Compliance Plan and is specifically limited to operations conducted at Paramount inclusive of the following Paramount Corporations: Paramount Care, Inc. (DBA Paramount Health Care), Paramount Care of Michigan, Inc., Paramount Advantage, and Paramount Insurance Company.

Paramount
1901 Indian Wood Circle
Maumee, OH 43537

Plan Summary

The following is a brief summary of the key points of the Compliance program and is not meant to be comprehensive of all compliance issues and policies.

Why we need a Compliance Plan

This supplement document supports required compliance activities for Paramount product lines including Medicare Advantage (Part C), Medicare Prescription Drug Plans (Part D), Medicaid Managed Care, Federally-Facilitated Health Insurance Marketplace (Exchange) and Commercial.

Paramount

As a payor for healthcare services, Paramount is at risk for the same false claims, frauds, etc. being perpetrated against it that led the government to insist that providers have self-monitoring compliance plans. Paramount also has its own compliance risks relative to marketing practices, member rights, contracting, and regulatory filings. Therefore, Paramount's primary objectives under the compliance plan are twofold – to ensure compliance with regulations and to monitor for provider and member frauds against the company.

Overview

Paramount is an integral part of ProMedica, an integrated delivery system with multiple companies and business units. Due to the complexity of the federal and state regulations in an ever-changing environment, the best approach to ensure ProMedica is in compliance with all applicable laws and regulations is the implementation of an effective compliance plan. As part of ProMedica, Paramount is covered by the ProMedica Compliance Plan. Also, Paramount has taken additional steps to ensure compliance with the regulations governing its operations. This document is designed to highlight the provisions of the ProMedica Compliance Plan with which all Paramount employees should be familiar, as well as those aspects unique to Paramount. This Compliance Plan, at a minimum, will include current requirements found in 42 CFR §423.504 (b) (4) (vi) (A – G) and 42 CFR §422.503 (b) (4) (vi).

Although it is imperative that ProMedica comply with all federal and state statutes, a compliance program too broad in nature will be ineffective. An effective compliance plan will be one that will address the issues most critical to ProMedica, with the flexibility to add additional areas of concern.

HIPAA significantly impacts Paramount's operational policies/procedures across all product lines. Thus, everyone at all levels within the organization will need to be familiar with the changes and the impact on their daily activities. The Stark laws, Medicare and Medicaid Anti-kickback Statutes and False Claims provisions are regulations that Paramount personnel need to be familiar with from the payor's perspective, especially as they relate to the government programs (Paramount Elite,

Paramount *Advantage*, and the Federally-Facilitated Health Insurance Marketplace). All organizations are susceptible to Fraud. Health plans are at risk not only for the ordinary types of fraud that can occur in any industry, but also the member and provider frauds that occur.

The Patient Protection and Affordable Care Act (ACA) of 2010 sets forth provisions outlining compliance requirements and mandates that Qualified health Plans (QHP) meet those requirements as one of the conditions to participate in the insurance/exchange marketplace. This program meets the requirements for participation.

Standards of Conduct

In addition to governmental laws and regulations, ProMedica also has internal policies with which all employees, managers, directors, and affiliated persons (FDRs/delegates) are expected to comply. These include departmental and administrative policies, one of which is the Standards of Conduct policy. This policy attempts to define what ProMedica considers ethical behavior. Compliance with laws and regulations is but a small piece of ethics. All Paramount employees receive a copy of the Standards of Conduct policy upon hire as part of their Employee Handbook, and receive a copy annually with the ProMedica Standards of Conduct Certification statement. See also the Compliance Standards section of this summary.

Plan Structure

All employees, managers, directors, and affiliated persons (FDRs/delegates) are responsible for compliance. Below is the formal structure to oversee and monitor the plan.

Paramount Regulatory Compliance Director

Paramount has designated a Regulatory Compliance Director to ensure that Paramount remains in compliance with all requirements of regulatory bodies for Medicare, Health Insurance Marketplace and Commercial products and in coordination with the Paramount Executive Director, Medicaid Operations as it relates to the Medicaid sector. The primary responsibilities of this position include:

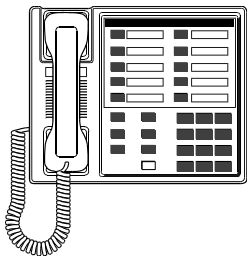
- Manage operation of the Compliance, FWA and Delegation Oversight Programs.
- Identify and address potential areas of non-compliance, FWA, areas for risk.
- Ensure proper reporting of Compliance violations/FWA issues or potential Compliance violations/FWA issues to regulatory agencies, as appropriate, as required.
- Create and conduct Compliance, FWA and HIPAA Privacy & Security training to all levels of organization.
- Coordinate legislative influence and strategic evaluations of possible legislation.

- Act as organization's HIPAA Privacy Officer.
- Ensure all regulatory and contract requirements outlined for Medicare Advantage/Prescription Drug Plans by CMS are addressed.
- Ensure, in coordination with the Executive Director, Medicaid Operations, all regulatory and contract requirements outlined for Medicaid Managed Care Plans by the Ohio Department of Medicaid are addressed.

Any questions/concerns regarding the above should first be directed to the Paramount Regulatory Compliance Director.

Hotline

All employees, managers, directors, and affiliated persons (FDRs/delegates) have an affirmative duty and responsibility for reporting perceived misconduct, including actual or potential violations of laws, regulations, policies, procedures, or applicable organization's standards/code of conduct. An "open-door-policy" is maintained at all levels of management to encourage the reporting of problems and concerns.



In furtherance of this organization's protection against retaliation, individuals may utilize the compliance hotline – employees, providers, members, FDRs/delegates. The hotline will be answered by voice-mail (with an option to dial out to the ProMedica Vice President of Audit & Compliance) and there will be no attempt to identify the caller. However, if the individual chooses to identify him/herself, under no circumstances will any retaliation be tolerated against the reporting individual. S/he must leave **complete** information - including the location of the evidence to facilitate investigation.

The hotline number is:

Toledo Local: 419-824-1815 Long-Distance: 1-800-807-2693

Questions may also be discussed directly with the personnel listed below. Please direct Paramount compliance questions to Paramount Compliance Contacts listed below. The ProMedica Vice President of Audit & Compliance may also be contacted at any time for compliance questions.

ProMedica Vice President of Audit & Compliance/Chief Compliance Officer:

Vivien Townsend 419-291-6707

Paramount Compliance Contacts:

Primary Contact for all Products:
Laura Munk
Regulatory Compliance Coordinator 419-887-2924

Secondary Contacts for Governmental Products:

Advantage (Medicaid)
Dale Ocheske 419-887-2804
Executive Director, Medicaid Operations

Elite (Medicare)
Nicole Beadle 419-887-2859
Manager, Medicare Compliance &
Medicare Compliance Officer

Federally-Facilitated Health Insurance Marketplace (Exchange)
Laura Munk
Regulatory Compliance Coordinator 419-887-2924

Compliance Standards

The following are the basic standards established for Paramount that all employees, managers, directors, and affiliated persons (FDRs/ delegates) involved in the given processes must follow:

Standards of Conduct

1) All employees, managers, directors, and affiliated persons (FDRs/delegates) are expected to abide by the highest moral and ethical standards.
2) All employees, managers, directors, and affiliated persons (FDRs/delegates) are required to comply with the ProMedica Standards of Conduct policy (or their own comparable standards), including submission of all appropriate disclosures and/or attestations as defined in policy. On an annual basis, all Paramount employees, managers and directors are required to review the ProMedica Standards of Conduct policy and sign the ProMedica Standards of Conduct Certification Statement.

Marketing and Enrollment

1) Enrollment in any of the plans will not be restricted due to discriminatory practices, including unauthorized health status inquiries.
2) All marketing information will be accurate, potentially misleading statements will be avoided, and member coverage will not be overstated.
3) All marketing practices and communications will be performed in accordance with state and federal laws.

Member Rights

1) Claims for covered services will be paid in a timely and accurate manner. Payment for emergency services will conform to prudent lay person standards.
2) Appeals will be processed in an expeditious manner according to the terms of the applicable member agreement and state and federal law.
3) Member records will be treated with strict confidentiality and only released with member consent or in response to valid legal proceedings.
4) Refer to the complete listing of member rights and responsibilities for each product line.

Contracting and Other Ventures

1) All governmental contracts will be accurate in accordance with state and federal laws and comply with CMS, Ohio Department of Medicaid, and Department of Insurance requirements.
2) Contracts with providers will prohibit remuneration that violates the Stark laws or motivates physicians to reduce member benefits through denial/reduction of medically necessary services.
3) All transactions will be at fair market value.
4) All contracts shall be reviewed by legal counsel.
5) All contractors are required to be in compliance with applicable state and federal laws and regulations. The Regulatory Compliance Department will ensure oversight of all FDRs/Delegates.

Administration

1) All claims will be approved for payment in accordance with the terms of the applicable agreements and in accordance with state and federal prompt payment requirements.
2) All reports to the government will be accurate and in accordance with state and federal laws.
3) All identified areas of misconduct, inclusive of those related to the payment or delivery of items or services will result in a timely, reasonable inquiry into that conduct by the Regulatory Compliance Department.

4) Instances of potential Fraud or misconduct will be reported upon identification to the appropriate state/federal agency by the Regulatory Compliance Department.

Training and Education

1) Training and education will occur at least annually and will be part of the orientation for new employees, managers, directors, and affiliated persons (FDRs/Delegates) within 90 days of hire, new appointments to chief executive, senior administrator or governing body member. Training and education will also include first tier, downstream and related entities as required by CMS.

2) First tier, downstream, and related entities who have met the fraud, waste, and abuse certification requirements through enrollment into the Medicare Program or accreditation as Durable Medical Equipment, Prosthetics, Orthotics and Supplies (DMEPOS) are deemed to have met the training and educational requirements for fraud, waste and abuse.

Lines of Communication

1) ProMedica's Vice President, Audit & Compliance is the Chief Compliance Officer (VP/CCO) and is responsible for internal compliance operations for all ProMedica business units, including Paramount. The VP/CCO chairs the Compliance and Privacy Councils, reports to the Compliance Council annually (as Chaired by the CEO), and the ProMedica Audit and Compliance Committee at least semi-annually. The VP/CCO is an active member of Paramount's Enterprise Risk Committee and Paramount's Loss Prevention Team.

   The Enterprise Risk Committee is the oversight committee for all Paramount compliance committees that meet regularly – Commercial Steering, Medicare Steering, and Medicaid Operations and Oversight.

2) Confidentiality will be ensured with FDRs/Delegates.

Internal Monitoring and Auditing

1) Established procedures for effective internal monitoring and auditing will be maintained.

2) Internal monitoring and auditing will be conducted on an on-going basis.

3) Risk analysis, for all Paramount lines of business, will be completed at least annually and will be used to prepare the subsequent year audit plan.

4) Suspected and/or detected irregularities will be reviewed and fully investigated.