

**Tarlton Corporation's
Code of Business Ethics and Conduct**

TARLTON CORPORATION’S CODE OF BUSINESS ETHICS AND CONDUCT

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1. Statement of Policy

It is Tarlton Corporation's policy to maintain high ethical standards and comply with all applicable laws, rules, and regulations. We believe that adherence to this policy will ensure our continued success as well as earn and maintain the confidence of our customers and the community in which we live. In order to ensure Tarlton Corporation operates pursuant to this policy, we have established this Code of Business Ethics and Conduct ("Code").

The following general rules apply to the implementation of this Code:

1. All employees must comply with this Code. Any officer, director, principal, or employee violating this Code is subject to discipline, which may include demotion or dismissal.

2. All employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, employees, agents, customers, subcontractors, suppliers, and prime contractors, to the Corporate Compliance Officer. Tarlton Corporation's Corporate Compliance Officer is Denise M. Korte. She can be reached by emailing dmkorte@tarltoncorp.com or by calling 314-633-3461. Phone messages may be left anonymously. All communications concerning related matters are strictly confidential.

3. Employees in management positions are personally accountable for their own conduct and the conduct of those reporting to them for business purposes. This means that employees in management positions should not direct their subordinates to take action in a way that he or she knows may violate the False Claims Act or with deliberate indifference or reckless disregard to whether the action may violate the False Claims Act. Each management employee is expected to inform those reporting to him or her about this Code and take all necessary steps to encourage compliance with this Code. employees should feel free to take full advantage of their ability to contact the Compliance Officer not only in the event of a suspected violation, but also with questions related to compliance with this Code, and in any circumstance in which an employee believes that a violation may be about to occur, or has the potential to occur, absent intervention or proactive investigation by Tarlton Corporation.

4. No employee has the authority to direct, participate in, approve, or tolerate any violation of this Code by anyone.

5. Any employee who has questions about the application of this Code should consult with the designated Corporate Compliance Officer.

2. Definitions

"Agent" means any individual, including a director, an officer, an employee, or an independent Contractor, authorized to act on behalf of the organization.

"Code of Business Ethics and Conduct" or **"Code"** means the written statement of acceptable behavior by the Company's officers, directors, and employees that ensures that the Company operates according to the highest ethical standards.

The **“Company”** means Tarlton Corporation.

“Corporate Compliance Officer” means the Company official designated by the Company to be responsible for implementing and administering the Code. The Corporate Compliance Officer is Denise M. Korte. She can be reached by emailing dmkorte@tarltoncorp.com or by calling 314-633-3461. All communications concerning related matters are strictly confidential.

“Corporate Compliance Program” or **“Program”** means the written procedures and policies used by the Company that are designed to ensure that all officers, directors, and employees are aware of the Code and adhere to its standards and the requirements of FAR 52.203-13. The Corporate Compliance Program is implemented and administered by the Corporate Compliance Officer.

“Employee” means any person employed by the Company, including employees, managers, officers, directors, principals, and persons authorized to act on behalf of the Company.

“Full cooperation”— when the terms, “full cooperation” are used, it means and is intended to include the following conduct from employees:

(1) Disclosure to the Government of the information sufficient for law enforcement to identify the nature and extent of the offense and the individuals responsible for the conduct. It includes providing timely and complete response to Government auditors’ and investigators’ request for documents and access to employees with information; but

(2) It does not foreclose any Company rights arising in law, the FAR, or the terms of the contract. It does not require:

(i) The Company or the employees to waive attorney-client privilege or the protections afforded by the attorney work product doctrine; or

(ii) Any officer, director, owner, or employee of the Company, including a sole proprietor, to waive his or her attorney client privilege or Fifth Amendment rights; and

(3) Does not restrict the Company from:

(i) Conducting an internal investigation; or

(ii) Defending a proceeding or dispute arising under the contract or related to a potential or disclosed violation.

“Principal” means an officer, director, owner, executive, president, vice president, manager, equity partners, or a person having primary management or supervisory responsibilities within a business entity.

“Subcontract” means any contract or purchase order entered into by a subcontractor or vendor to furnish supplies or services for performance of a prime contract or a subcontract.

“**Subcontractor**” means any supplier, distributor, vendor, or firm that furnished supplies or services to or for a prime contractor or another subcontractor.

3. Standards of Conduct

3.1 Conflicts of Interest

Employees must avoid situations in which their personal interests could conflict with, or even appear to conflict with, the interests of the Company. Conflicts of interest arise when an individual’s position or responsibilities with the Company present an opportunity for personal gain of profit separate and apart from that individual’s earnings from the Company or where the employee’s interests are otherwise inconsistent with the interests of the Company. A conflict of interest may arise in any number of situations and it is impossible to describe each and every instance. As a general matter, if you think that any situation may be a potential conflict of interest, you should consult with the Corporate Compliance Officer. Employees have a duty to raise potential conflicts of interest to the attention of the Company. The following situations have a great potential for being considered conflicts of interest:

3.2 Outside Employment

Employees acknowledge their responsibility to follow these guidelines:

- (1) No work may be performed for anyone who is or is attempting to become a competitor of the Company.
- (2) The direct supervisor must be notified when you engage in outside employment and/or self-employment. Such activities will be reviewed for consistency with the best interests of the Company. Employees may not engage in any activity that is hostile or adverse to the Company or that interferes with their job at the Company. The Company reserves the right to prohibit outside employment that creates real or potential conflicts of interest to the Company.
- (3) If your outside employment prohibits effective performance of your duties to the Company, or creates an actual or potential conflict of interest, you may be asked to either resign from your outside employment or resign from the Company.
- (4) No outside work may be performed which adversely affects that employee’s ability to perform their job at the Company. An employee may not use the Company’s premises, equipment, materials, vehicle, or “inside information” in performing outside work.
- (5) Employees engaging in outside activity must advise their client that the work is not by or in the name of the Company.
- (6) The Company assumes no responsibility for outside employment. The Company will not provide Workers’ Compensation and other benefits for injuries arising from outside employment.

(7) Employees have a duty to notify the Company of their outside employment. Failure to report outside employment may result in corrective action up to and including termination of employment.

3.3 Personal Financial Interests

Employees should avoid personal financial interests that might be or appear to be in conflict with the interests of the Company if it is clear that such conflict could harm the Company. Such interests may include, but are not limited to: obtaining a financial or other beneficial interest in a supplier, customer, or competitor of the Company; directly or indirectly having a personal financial interest in any business transaction that may be adverse to the Company; or, acquiring real estate or other property that the employee knows, or reasonably should know, is of interest to the Company. If the employee knows or reasonably should know that a personal financial interest may be in conflict with the interests with the Company in a way that could materially harm the Company, then, in such event, the employee must first consult with the Corporate Compliance Officer and obtain express written approval before proceeding.

3.4 Prohibited Personal Actions

(1) Drugs

The Company provides a Drug Free Workplace. Employees may not manufacture, distribute, dispense, possess, or use controlled substances in the workplace. Controlled substances include illegal drugs. However, they also include the misuse of legal drugs (such as use of a prescription not issued to you). Employees' use and misuse of controlled substances put the Company, individual, other employees, and third parties at risk. The operation of vehicles or equipment while under the influence of alcohol or drugs is also prohibited. If you receive a criminal conviction involving controlled substances in the workplace, you must notify the Company of this immediately (and in no event, more than 5 days after your conviction). Employees must abide by this policy as a condition of their employment. Violations of this policy may result in suspension or termination.

(2) Betting and Gambling

Employees are prohibited from engaging in any betting or gambling activities that are illegal under any local, state, or federal law. Engaging in any betting or gambling activities while performing business on behalf of the Company is prohibited.

(3) Weapons and Firearms

Employees shall comply with federal, state, and local law concerning weapons (including but not limited to firearms). Employees should be particularly conscious of laws pertaining to the possession of firearms and other weapons in federal facilities, if they are required to visit a federal facility during the course of a Company contract or other Company business.

(4) Company Property

The Company reserves the right to inspect any property that is used or assigned to an employee for storage of their personal effects including, but not limited to, desks, lockers, storage areas, or vehicles owned or controlled by the Company. It is a violation of Company policy to store any contraband, controlled substances, or unauthorized toxic material in or on Company property.

4. Meals, Social Activities, Gifts and Favors

The Company recognizes that it is important to the overall health of our business relationships that we make time to spend with our business partners. This might include activities such as sharing a cup of coffee, sponsoring a lunch event, and/or championing a social activity. Similarly, we recognize that it is important to express holiday greetings and to show sympathy for family related losses and other tragedies.

It is said that “people do business with people” and many problems can be solved to the betterment of all organizations incidental to participating in these types of activities. These types of activities are generally healthy and can be considered harmless; however, as a contractor which may periodically contract to perform public sector work or work funded with public dollars, the Company is concerned that we respect the rules of society, so that we are not perceived as buying influence and/or being in violation of contracting language or public law.

To this end, Company employees shall limit involvement in social activities, giving gifts and providing favors to avoid the appearance that the employee and/or the Company is attempting to influence a business relationship by such act(s).

Therefore, in general terms when considering social activities, giving gifts and /or offering favors, Company employees shall comply with the following criteria:

- (1) The giving of gifts and/or favors shall be consistent with the accepted business practices of the applicable client relationship, local business practices, and all governing regulations and laws;
- (2) The gifts and/or favors are sufficiently limited and of nominal value and in a form that does not constitute, and will not be construed as, a bribe or payoff;
- (3) Public disclosure of the facts will not embarrass the Company;
- (4) Cash payments as a gift are strictly prohibited.

To the extent that employees interact with federal, state, county, municipal, or other Governmental agency officials, please check that specific governmental entity’s rules regarding meals, social activities, gifts, and favors. The rules against providing gifts to Government officials can vary and may change periodically. As a result, Company employees should check with the Corporate Compliance Officer prior to giving gifts to any Government officials or inviting Government officials to attend Company events.

More specifically, Company employees are required to comply with the following:

4.1 Bribery and Kickbacks

All forms of bribery and kickbacks are illegal and expressly prohibited. Any employee caught participating in such activity will be promptly terminated. Any employees who knows about or reasonably should know about any such activity is required to report the matter to the Corporate Compliance Officer. Employees who fail to report such matters will be disciplined.

4.2 Government Personnel

As noted above, providing gifts, meals, or entertainment to Government personnel is strictly regulated. No offers should be made to Government personnel without first checking with the Corporate Compliance Officer.

4.3 Non-Governmental Personnel

(1) Receiving or accepting gifts or entertainment in the business context is a particularly sensitive area and can be inappropriate, or even illegal, depending on the circumstances. For this reason, it is important that employees be extra sensitive when it comes to giving or receiving gifts and entertainment from non-governmental personnel (as stated above, the giving or receiving of gifts to or from government personnel is prohibited).

(2) Money, in any form, is never given, offered, solicited, or accepted.

(3) No gift or entertainment may be given or received if it is, or could reasonably be construed to be, intended to influence an employee's behavior (quid pro quo).

(4) Any gift given or received, which can be construed as quid pro quo, is prohibited. If in doubt of the intention of any gift given or received, check with the Corporate Compliance Officer.

4.4 Meals, Social Activities, Gifts and Favors - Conclusion

The foundations for sustainable long-term business relationships are built on healthy interpersonal relationships between the Company employees, our clients and/or business associates. As such, the giving of greeting cards, gestures expressing care or concern (e.g., flowers to show respect for a deceased person, etc.) and other expressions that involve limited expense (time and/or money) are encouraged, *so long as they meet the above stated criteria*. If in doubt of the intention of any gift given or received, check with the Corporate Compliance Officer.

5. Recruitment of Government employees

If the Company decides to consider a government employee for future employment, that decision will be made by the Compliance Officer and the Company's principals, as appropriate and in compliance with the requirements of FAR 3.104-3. Employees should not make offers of

employment to government employees who oversee or help oversee Company contracts without the permission of the Compliance Officer and the Company's principals.

6. Small Business Compliance

The Company is committed to full compliance with government sponsored opportunity programs, such as the U.S. Small Business Administration's Small Business Programs. Where subcontracting opportunities are present, the Company operates to maximize opportunities for small businesses. This is especially true for federal government contracts performed by the Company.

7. Policies Banning Text Messaging While Driving

Pursuant to FAR 52.223-18, employees shall not read from or enter data into any handheld or other electronic device, including for the purpose of short message service texting, e-mailing, instant messaging, obtaining navigational information, or engaging in any other form of electronic data retrieval or electronic data communication. The term does not include glancing at or listening to a navigational device that is secured in a commercially designed holder affixed to the vehicle, provided that the destination and route are programmed into the device either before driving or while stopped in a location off the roadway where it is safe and legal to park. The Company expects employees who are asked to drive a motor vehicle during the course of their employment will do so in accordance with all laws.

8. Antitrust Policy

The Company is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. Not only does the customer benefit by getting the best services and product at the lowest price, but the Company also benefits by being able to compete on a fair level playing field with competitors. The antitrust laws are complex and must be complied with strictly. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters present problems of great sensitivity. It is therefore essential that every employee be generally aware of the antitrust laws and that all employees that are actively involved in the bidding process understand these antitrust policies. Below is a general overview of the antitrust laws:

The Sherman Act is the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in other anticompetitive activity. Violation of the Sherman Act is a felony punishable by a fine of up to \$10 million for corporations, and a fine of up to \$350,000 or 3 years' imprisonment (or both) for individuals and may subject the Company and/or the individual to suspension or debarment. In addition, collusion among competitors may constitute violations of the mail or wire fraud statute, the false statements statute, or other federal felony statutes. In addition to receiving a criminal sentence, a corporation or individual convicted of a Sherman Act violation may be ordered to make restitution to the victims for all overcharges. Victims of bid rigging and price fixing conspiracies also may seek civil recovery of up to three times the amount of damages suffered. Most criminal antitrust prosecutions involve price fixing, bid rigging, or market division or allocation schemes. Under the law, price fixing and bid rigging schemes are *per se* violations of the Sherman Act. This

means that where such a collusive scheme has been established, it cannot be justified under the law by arguments or evidence that, for example, the agreed upon prices were reasonable, the agreement was necessary to prevent or eliminate price cutting or ruinous competition, or the conspirators were merely trying to make sure that each got a fair share of the market.

8.1 Price Fixing

Price fixing is an agreement among competitors to raise, fix, or otherwise maintain the price at which their goods or services are sold. It is not necessary that the competitors agree to charge exactly the same price, or that every competitor in a given industry join the conspiracy. Price-fixing can take many forms, and any agreement that restricts price competition violates the law. Other examples of price fixing agreements include those to:

- Establish or adhere to price discounts;
- Hold prices firm;
- Eliminate or reduce discounts;
- Adopt a standard formula for computing prices;
- Maintain certain price differentials between different types, sizes, or quantities of services and/or products;
- Adhere to a minimum fee or price schedule;
- Fix credit terms; and
- Not advertise prices.

8.2 Bid Rigging

Bid rigging is the way that conspiring competitors effectively raise prices where purchasers—often federal, state, or local governments—acquire goods or services by soliciting competing bids. Essentially, competitors agree in advance, who will submit the winning bid on a contract being let through the competitive bidding process. Bid rigging also takes many forms, but bid rigging conspiracies usually fall into one or more of the following categories:

- **Bid Suppression:** In bid suppression schemes, one or more competitors who otherwise would be expected to bid, or who have previously bid, agree to refrain from bidding or withdraw a previously submitted bid so that the designated winning competitor's bid will be accepted.
- **Complementary Bidding:** Complementary bidding (also known as “cover” or “courtesy” bidding) occurs when some competitors agree to submit bids that either are too high to be accepted or contain special terms that will not be acceptable to the potential customer. Such bids are not intended to secure the potential customer's acceptance, but are merely designed to give

the appearance of genuine competitive bidding. Complementary bidding schemes are the most frequently occurring forms of bid rigging, and they defraud purchasers by creating the appearance of competition to conceal secretly inflated prices.

- **Bid Rotation:** In bid rotation schemes, all conspirators submit bids but take turns being the low bidder. The terms of the rotation may vary. For example, competitors may take turns on contracts according to the size of the contract, allocating equal amounts to each conspirator or allocating volumes that correspond to the size of each conspirator company. A strict bid rotation pattern defies the law of chance and suggests collusion is taking place.
- **Subcontracting:** Subcontracting arrangements can be part of a bid rigging scheme. Competitors who agree not to bid or to submit a losing bid frequently receive subcontracts or supply contracts in exchange from the successful low bidder. In some schemes, a low bidder will agree to withdraw its bid in favor of the next low bidder in exchange for a lucrative subcontract that divides the illegally obtained higher price between them.

8.3 Market Division

Market division or allocation schemes are agreements in which competitors divide markets among themselves. In such schemes, competing firms allocate specific customers or types of customers, products, or territories among themselves. For example, one competitor will be allowed to sell to, or bid on, contracts let by certain customers or types of customers. In return, he or she will not sell to, or bid on, contracts let by customers allocated to the other competitors. In other schemes, competitors agree to sell to or contract with customers in certain geographic areas and refuse to sell to or contract with, or quote intentionally high prices to, customers in geographic areas allocated to conspirator companies.

8.4 Antitrust Policy Conclusion

Compliance with the antitrust laws is a serious matter and, as explained above, violations could subject the Company to substantial civil and criminal liability. Accordingly, any employee who violates antitrust laws shall be terminated. Additionally, any employee who knows, or reasonably should know that an antitrust violation has been, or will be, committed and fails to report it to the Corporate Compliance Officer will be subject to discipline, which may include termination.

9. Statements & Certifications

All statements, representations, and certifications made on behalf of the Company, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee make a false or misleading statement, representation, or certification. Any statements that are false, fictitious, or fraudulent or contain materially false, fictitious, or fraudulent statements or entries, may subject the Company, and/or the individual making the statement, to

criminal liability punishable by up to 5 years' imprisonment, a fine, restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid in connection with a federal government contract or contract funded with federal dollars, then the Company and/or the individual may be subject to civil liability up to 3 times the amount claimed for payment. Finally, if a false statement on a federal government contract or federally funded contract relates to small business size or status, then the Company and/or individual may be subject to civil liability up to 3 times the amount of the entire contract.

Additionally, employees are routinely required to certify that they and the Company are in compliance with various contractual provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, personnel, and health matters, product/service quality and material certifications, and quality control and quality assurance testing certifications. Employees must be aware of the requirements applicable to their jobs and ensure that all certifications are accurate and that there is neither a material omission of fact or materially misleading statements.

To the extent that an employee realizes that he or she may have made a mistake in making a statement or certification, the employee shall take prompt action to correct the mistake. If an employee is not sure about how to correct the mistake, he or she should contact the Compliance Officer or a supervisor.

10. Communications and Records

The Company may maintain communications and records for different periods of time, depending on the department or division of the Company at issue. However, in all cases, the Company maintains communications and records for the length of time required by law and as may be required under the Company's contracts.

Employees are expected to make truthful statements in all communications and records. To the extent that an employee realizes that he or she may have made a mistake in a communication or record, the employee shall take prompt action to correct the mistake. If an employee is not sure how to correct the mistake, he or she should contact the Compliance Officer or a supervisor.

11. Claims

All requests or demands for payment made on behalf of the Company related to any contract or business agreement shall truthfully and accurately reflect the value of the goods or services provided. Under no circumstances may an employee make a false claim. Examples of false claims include, but are not limited to, billing extra time not spent working on a project, charging for materials not used in a project, and artificially inflating a claim in order to negotiate additional compensation from the customer, or representing that a small business performs work on a contract when it truly does not. Any claims on a federal government contract or federally-funded contract that are false, fraudulent or otherwise deceitful may subject the Company, and/or the individual making the claim, to civil liability up to 3 times the amount of the false claim for payment, criminal liability punishable by up to 5 years' imprisonment, a fine, and restitution, and administrative liability through suspension or debarment. False claims related to small business

size or statuses are subject to a higher penalty (3 times the amount of the entire contract or subcontract). Accordingly, any employee who knowingly makes false claims shall be terminated. Additionally, any employee who knows, or reasonably should know, that another employee has submitted, or intends to submit, a false claim and fails to report it to the Compliance Officer will be subject to discipline, which may include termination. All communications concerning related matters are strictly confidential.

12. Discrimination and Harassment

As an Equal Opportunity Employer, the Company is committed to providing employment and advancement opportunities without regard to race, color, creed, gender (including gender identity and gender expression), religion (all aspects of religious beliefs, observance or practice, including religious dress or grooming practices), marital status, registered domestic partner status, age, national origin or ancestry, physical or mental disability, medical condition (including cancer or a record or history of cancer, and genetic characteristics), sex (including pregnancy, childbirth, breastfeeding or related medical condition), genetic information, sexual orientation, veteran status, or any other basis or status protected by federal, state, or local law or ordinance or regulation.

The Company is committed to providing a workplace for all employees that is safe, rewarding, and free of harassment. The Company endeavors to treat all employees with fairness and respect. Harassment based on race, color, creed, gender (including gender identity and gender expression), religion (all aspects of religious beliefs, observance or practice, including religious dress or grooming practices) marital status, registered domestic partner status, age, national origin or ancestry, physical or mental disability, medical condition (including cancer or a record or history of cancer, and genetic characteristics), sex (including pregnancy, childbirth, breastfeeding or related medical condition), genetic information, sexual orientation, veteran status, or any other basis or status protected by federal, state, or local law or ordinance or regulation is not condoned, permitted or tolerated. The Company maintains formal policies related to these Equal Opportunity obligations. For more information, please see the Company's Employee Handbook.

13. Principal Employment Screening Procedures

The Company is committed to appointing as principals (positions with significant management responsibilities within the Company) only individuals that conduct business with the highest degree of integrity and honesty. To accomplish this goal and to comply with FAR 52.203-13(c)(2)(ii)(B), the Company will take the following steps to screen any prospective Company principal:

(1) A background check of each prospective principal will be conducted. The results of this background check shall be reviewed by the Compliance Officer. If the background check reveals any information that the prospective Principal has engaged in conduct that is in conflict with the Company's Code of Business Ethics and Conduct, the Compliance Officer and/or the Company's legal counsel shall investigate the conduct in question and determine whether an offer of employment in that capacity would be inconsistent with the Company's policies and procedures as well as applicable law, in which case no offer of employment shall be

made. The results of the background check shall be retained by the Company until the position is filled by a different individual or, if the individual is appointed or voted as a Principal, until that individual no longer occupies such a position with the Company.

(2) Before making an offer of employment, the Company will search the System for Award Management (SAM.gov) for the name of each prospective principal and, to the extent known, any current or former employers of the prospective principal.

(a) If the individual's name appears in SAM.gov in connection with an exclusion or allegedly improper conduct, the Compliance Officer shall research the exclusion/conduct involved and determine whether employing that individual is consistent with the Company's Code of Business Ethics and Conduct.

(b) If a current or former employer of individual appears in the SAM.gov in connection with an exclusion or allegedly improper conduct, the Company shall:

(i) Confirm whether the prospective principal was employed at that firm at the time when the conduct occurred that resulted in an exclusion; and

(ii) Determine the involvement of the prospective principal in the conduct and determine whether the prospective principal engaged in conduct that would have violated the Company's Code of Business Ethics and Conduct.

OBLIGATION TO REPORT VIOLATIONS AND COOPERATION

Each employee must promptly report any known or suspected violation of this Code of Ethical Conduct and all other unlawful or unethical conduct to the Corporate Compliance Officer. Pursuant to FAR 52.203-13(a)(3)(i), the Company will conduct an internal investigation (with the aid of legal counsel if deemed appropriate), taking all suspected violations seriously, and as a result of this investigation will make all disclosures required by law.

Employees are obligated to report such known or suspected conduct without regard to the identity or position of the suspected offender. Any report made under this section will be strictly confidential and under no circumstances will any employee who makes a report be subject to any acts of retribution or retaliation or disciplinary action. Additionally, all employees must fully cooperate in any investigation of a suspected violation of this Code and fully cooperate with any request by the Corporate Compliance Officer.

Any employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be disciplined. Depending on the severity, frequency and other factors, discipline could range from counseling to dismissal.

PROGRAM TRAINING AND EVALUATION

As set forth in FAR 52.203-13(c)(1), the following program shall be instituted and monitored to ensure compliance of the Company and its representatives with this Code, and with applicable law and regulation. All Company representatives are required to abide by the Code and the following program. In the event that a Company representative knowingly disregards these

policies, he or she may face severe disciplinary action up to and including termination of employment.

(a) Initial Training

Prior to start of work, all Company representatives shall take part in an orientation session by the Compliance Officer. This shall include discussions regarding:

- (i) The Company's ethics philosophy and history;
- (ii) Ethical treatment of subcontractors, service providers, vendors, and governmental agencies;
- (iii) The rules and restrictions contained in this Code; and
- (iv) The Company representatives' obligations to immediately disclose any ethical violations.

(b) Periodic Retraining

All Company representatives shall be retrained, at least once annually, on business ethics and conduct and the rules established by this Code. The Company shall keep a record of the annual training and a written acknowledgment from each representative that it completed the training, received, read, and understood the Code.

CONSEQUENCES FOR VIOLATIONS

Any violation of this Code is cause for disciplinary action that may result in any of the following consequences:

- Reprimand;
- Loss of compensation, seniority, or promotional opportunities;
- Reduction in pay;
- Demotion;
- Suspension with or without pay; and/or
- Discharge.

PROMOTING PROCUREMENT INTEGRITY

The Company believes that federal procurement must be done with the highest degree of integrity; both on the part of the Company as well as the government officials involved in a particular procurement. To this end, the Company commits to closely monitoring any discussions involving employment of government officials involved with the Company's

projects with the federal government and any potential disclosures of procurement information outside of the proper operation of applicable laws or regulations. If these circumstances arise, the Company commits to thoroughly investigating the circumstances and taking appropriate action as outlined in FAR 3.104.

WHISTLEBLOWER POLICY

Because the Company is committed to investigating and remedying any conduct or behavior that may be a violation of the Code, all the Company employees have a duty to report such conduct or behavior to a supervisor, the Corporate Compliance Officer. If an employee chooses to report conduct potentially violating the Code to a member of Congress, an authorized official of a contracting agency, or the Department of Justice, the Company commits to a policy that the employee will not be discharged, demoted, or otherwise discriminated against by the Company or any of its employees.

INVESTIGATION AND DISCLOSURE POLICY

In order to maintain the highest level of integrity and ethics throughout the Company, the Company internally investigates all allegations of violations of Federal, State or Local criminal law involving fraud, conflict of interest, bribery or gratuity violations, including violations of the civil False Claims Act in connection with all Government contracts to which the Company is a party. Unless circumstances require a different individual to investigate, the investigation shall be headed by the Corporate Compliance Officer. Using sufficient time to conduct its investigation but without taking unnecessary delays, the Company shall investigate the allegations and the employees and other individuals allegedly involved. In the event that the internal investigation results in discovery of credible evidence of a violation of this Code or applicable Federal law, the Company will make a timely disclosure in writing to the Office of the Inspector General for the contracting agency and will provide a copy of its findings to the contracting officer for the affected contract.

For the purposes of the Company's internal investigations, credible evidence is evidence that, based upon the circumstances of the allegation, satisfies the preponderance of the evidence standard. This means that it is more likely true than not true that a violation occurred. Said another way, this means that it is more than 50% likely that a violation occurred.

REVIEW AND AUDIT POLICY

To ensure that the Company maintains integrity in its business, the Company's principals and legal counsel review its Code of Business Ethics, all of its policies contained in its employee Manual and its internal controls no less than once a year for the purpose of making updates and changes as appropriate. If weaknesses in any of these areas are identified, the Company—in conjunction with its legal counsel—will determine the most effective means to remedy those weaknesses and will implement changes as quickly as is feasible. Records of these reviews will be maintained by the Company and will be supplied to government auditors if necessary.

In the event of an audit by a government agency, the Company will cooperate fully and provide records and all other documentation necessary for the auditors to perform the audit.

FLOWDOWN TO SUBCONTRACTORS AND VENDORS

The Company shall include the substance of FAR 52.203-13 in all federally funded subcontracts and vendor agreements that have a value of \$5,500,000 and a performance period of more than 120 days.

APPENDIX A

Code of Business Ethics and Conduct

Certification of Receipt

I have received and read the Company Code of Business Ethics and Conduct dated May 2020. I understand that the standards and policies in the Code represent the policies of the Company. I understand that violating these standards and policies or any legal or regulatory requirement may result in penalties up to and including termination of my employment, and appropriate civil or criminal legal sanctions.

I understand that I can consult the Compliance Officer if I have questions concerning the meaning or application of this Code or any relevant legal or regulatory requirements.

I understand that it is my responsibility as a Company representative to disclose to the Compliance Officer any situation that might reasonably appear to be a violation of this Code.

Printed Name

Signature

Date