



Code of Business Ethics and Conduct



TABLE OF CONTENTS

I.	Why is a Code of Business Ethics and Conduct important?.....	3
II.	Who leads the Company compliance program?	5
III.	What does our Company expect?	5
	<i>A. Follow the law!</i>	<i>6</i>
	<i>B. Report violations.</i>	<i>7</i>
	<i>C. Do not retaliate.</i>	<i>9</i>
	<i>D. Protect employee health and safety.....</i>	<i>10</i>
	<i>E. Give all people equal opportunity.....</i>	<i>11</i>
	<i>F. Do not bribe, give a kickback, or give illegal gratuities.....</i>	<i>12</i>
	<i>G. Help prevent human trafficking.</i>	<i>17</i>
	<i>H. Do not violate insider trading restrictions.....</i>	<i>18</i>
	<i>I. Protect Company information and follow privacy policies.</i>	<i>19</i>
	<i>J. Protect all party's intellectual property rights.</i>	<i>21</i>
	<i>K. Communicate information in an accurate, timely, and courteous manner.</i>	<i>22</i>
	<i>L. Avoid conflicts of interest.....</i>	<i>24</i>
	<i>M. Report outside employment to Company management.</i>	<i>26</i>
	<i>N. Observe export controls on Company products, services, and technology.....</i>	<i>28</i>
	<i>O. Submit complete and accurate information.</i>	<i>30</i>
	<i>P. Maintain accurate and auditable records.....</i>	<i>31</i>
	<i>Q. Do not text while driving.....</i>	<i>33</i>
IV.	What are your responsibilities?	34



I. *Why is a Code of Business Ethics and Conduct Important?*

A. *Overview.*

1. **It is federal policy.** It is the Federal Government’s policy that all Government contractors “should have a code of business ethics and conduct.”¹ Further certain Government contracts *require* Government contractors to maintain a Code of Business Ethics and Conduct (the “Code”). This Code supplements an employee handbook (and associated policies) and ensures that the Government contractor is informed on ethical conduct as it pertains to Government contracting. While the concepts are relatively intuitive and straightforward, publishing a Code helps your company take concrete steps to comply with Government contracting requirements—and may protect your company against unauthorized acts taken by Company employees and subcontractors.
2. **It protects against risks from a criminal prosecution.** It is important to understand the consequences of Government contract noncompliance in the ethics arena. Depending on the facts, Government contract noncompliance can result in investigations, civil or criminal litigation, and significant penalties. Noncompliance may be investigated by various offices within an agency—like the agency’s Office of Inspector General or Office of Internal Review. Allegations of *criminal* conduct is typically conducted by various federal law enforcement agencies (e.g., Defense Criminal Investigative Service, NCIS, Army Criminal Investigation Division, etc). However, the Department of Justice (DOJ) handles the court cases that may result from those investigations. DOJ determines (1) whether to bring charges, (2) who to charge, (3) whether to negotiate a plea deal, etc. DOJ has published guidance on what they consider in making such determinations in a document entitled “[U.S. DOJ Evaluation of Corporate Compliance Programs \(June 2020\)](#).” A review of that document highlights the importance of having an effective corporate compliance program to protect your business from the actions of a rogue employee/subcontractor. It can not only mitigate criminal punishments—but more importantly, it could persuade DOJ not to bring charges against the company at all.
3. **It protects against risks from civil litigation.** In Fiscal Year 2021, DOJ obtained more than \$5.6 billion in settlements and judgments from civil cases involving fraud and false claims against the government. In Government contracting, a single bad actor within a company can expose the entire

¹ See Federal Acquisition Regulation (FAR) Section 3.1002(b).



company to significant risk. These risks include criminal penalties, monetary penalties, terminated contracts and “suspension and debarment” actions. Government contract compliance-related penalties usually involve the False Claims Act, Suspension and Debarment, and contract termination, discussed in greater detail below.

- B. *False Claims Act.*** The False Claims Act (FCA) imposes consequences for those who submit fraudulent claims (or give a false statement material to the false claim) to the Government. Offenders are liable for a civil penalty of not less than \$5,000.00 and not more than \$10,000 (not adjusted for inflation) plus three times the amount of damages that the Government sustains because of the fraud/false statement. See 31 U.S.C. §3729. Even criminal penalties can be involved in some FCA claims. It is important to realize that giving false information to the Government can have severe consequences. This not only includes false or inflated invoices, but also other acts—such as submitting false representations and certifications (“Reps and Certs”) when you sign up (or re-register) in SAM.gov.
- C. *Suspension & Debarment.*** Suspension and debarment are administrative actions taken by the Federal Government to protect itself from further contracting with irresponsible contractors for a period of time. Suspension temporarily disqualifies contractors from Government contracting for a specific period of time, often while an investigation is ongoing. Debarment is the formal exclusion of a business or individual from participating in Government contracting. Suspension and debarment will exclude a contractor from Government procurement or non-procurement activities, and contractors cannot solicit offers or consent to subcontracts with debarred contractors. A suspension and debarment action can quickly put a Government contractor out of business.
- D. *Termination of the Contract.*** If a contractor is found to have committed illegal activity, their Government contracts may be terminated or even “cancelled.” Further, the contractor may be on the hook for “excess procurement costs,”—which is the difference between the dollar value of the contract the Government awarded and the “replacement contract,” that the Government had to enter into in order to complete the work. Further, a termination for default will place a negative mark on a contractor’s past performance record, which can prevent that company from receiving Government contracts in the future.
- E. *Compliance Program Value.***

 - 1. As set out in the DOJ Manual cited earlier, DOJ will ask the following three fundamental questions prior to taking action:

 - a. Is the corporation’s compliance program well designed?



- b. Is the program being applied earnestly and in good faith? In other words, is the program adequately resourced and empowered to function effectively?
 - c. Does the corporation's compliance program work in practice?
2. In light of the above, our Company is publishing this Code to supplement the employee handbook. Doing so should provide all the tools necessary for employees, subcontractors and vendors to operate with the highest levels of ethical conduct.

II. Who leads the Company compliance program?

- A. Our Company compliance program is directly led by our Chief Compliance Officer—Suzanne Mullen. Please approach this important Company leader to ask questions related to this Code (or related policies). She is available to answer your questions or direct you to the right person to ask. The Chief Compliance Officer, your supervisor or mentor, or other Company leadership personnel are all good sources of information for questions about the Code's application to a particular situation or issue—to include reporting issues.
- B. Ultimately, our Company's leadership is responsible for the compliance program. We take significant pride in being an ethical contracting, teaming, and performance partner. Our compliance program is an opportunity to ensure that we are doing things right for our employees, vendors, subcontractors, teammates, and our Company. We must all observe this Code and ensure we comply with all Government contracting rules and requirements.

III. What does our Company expect?

Our Company expects every employee, vendor, affiliate, and teammate to follow the highest standards of ethical behavior in their business and personal dealings with all parties. Professional behavior of our Company employees will be the hallmark of our Company and the quality that will set us apart from competitors in the marketplace. Further, it will make our Company a preferred contracting partner to other Companies who are likeminded and demand and maintain the highest levels of ethical conduct in all they do.

Our Company has published an employee handbook and other policies that outline expectations for our employees. This Code of Business Ethics and Conduct (the "Code") supplements those policies and should be given to Company vendors and subcontractors so that they know our Company standards and what is expected from them as they perform as a contractor or subcontractor to the Company.



This Code is intended to be easily understood and serve as a reference for ethical behavior and conduct. As such, we wanted to emphasize the expectations below so we all have a foundational understanding of the Company standard that we can all follow and observe as a condition of employment. Thank you very much for meeting this standard and helping our other Company teammates do the same.

A. *Follow the law!*

1. Discussion.

- a. Our Company will always follow the law in every aspect of our Company operations and business dealings. It is important for our employees, leadership, management team, and Board of Directors to know and understand this Code and the laws and regulations relevant to the matter in which they are dealing. We expect Company employees to ensure they are adequately informed before making decisions and that they have the authority they need to make such decisions. This includes, but is not limited to, ensuring that you understand the Federal, State, and Local laws and regulations that are applicable to your area of responsibility and necessary to make decisions for the Company. We expect that Company employees will ask questions and seek guidance if operating outside their area of expertise. We also expect Employees to educate themselves or seek training and education or ask questions to the Company expert in areas where they are unsure. This protects you and our Company.
- b. In addition, Employees must cooperate with internal and external investigations related to suspected misconduct or other inquiries to the maximum extent possible. Our Company supports whistleblowers and rejects retaliation, violations of the Code, or violations of the law. We want to create an environment that is safe for employees—and creates the best collaborative and synergistic effect possible. We can only do that if Company employees can report misconduct. If found, the misconduct can be investigated, and corrections can be made to improve our work environment and atmosphere while protecting our employees, teammates, and vendors. Your participation in investigations is essential to this process and a condition of your employment.

2. **Frequently Asked Questions**

- a. **What if an employee doesn't know the law or applicable regulations and violates them?**

- If an employee does not know or understand the law or regulations associated with their area of responsibility or a decision that they are responsible for, they must either educate themselves or ask questions to ensure they do not violate any law or regulation. Ignorance of the law is not a defense or adequate excuse. Further, if an employee recognizes that they may have inadvertently violated a law or regulation, they should report that fact through their supervisor chain to ensure that the Company can take appropriate action.

b. What if an employee is afraid to ask questions because of implied leadership endorsement?

- Company employees are encouraged to ask questions and gain a greater understanding of Company guidance. If you identify or suspect problems or issues with Company courses of action, please report those concerns to your supervisor or appropriate person/department. Even if leadership has endorsed a particular course of action, we welcome your thoughts. Issues that come to light may alter that course to ensure the Company is doing the right thing.

c. What happens when the law changes and the employee is unaware?

- If the law changes then our Company process must change with it to accommodate the new requirements. Ignorance of a change in the law is no defense. Our Company must be proactive to identify upcoming changes in the law or regulation that affects our business and implement processes to comply with new requirements.

B. Report Violations.

1. Discussion.

- a. If you become aware of a violation of this Code, Company policy, regulation or the law, report it immediately. We all have an obligation to our Company and fellow employees to follow the Code, our policies, and the law. Reporting violations helps the Company identify behavior or processes that may need to be corrected and will ultimately make a better and more productive work environment for everyone.



- b. Please find the best reporting option for you, whether it be anonymous or not, to report issues. This will help the Company identify the problem, investigate, and resolve the issues much quicker and more efficiently than not reporting, self-investigating, and/or delaying reporting the issue.

2. Frequently Asked Questions.

a. What if an employee is too afraid to report misconduct?

- Employees should be unafraid to report misconduct. Our Company will not retaliate against employees who report misconduct in good faith. In fact, our Company will investigate allegations and take appropriate actions to correct behavior and punish misconduct, up to and including dismissal of the person whose misconduct is identified. Even so, there are several methods to report misconduct that includes anonymous options to alleviate fear of reprisal.

b. Should an employee verify and prove misconduct before reporting?

- No. There is no need for an independent investigation or verification that there is misconduct before an employee report suspected misconduct. Our Company encourages employees to report misconduct in good faith and let the Company investigate the allegation and take corrective measures.

c. How should I report issues?

- Employees should report issues, concerns, and/or misconduct to their supervisor, the Company Compliance Officer, or the person or entity they are comfortable with and is appropriate for the concern or issue they have, whether done anonymously or not. Our Company wants to resolve the issue to create the best collaborative and mutually productive work environment possible. Being able to report concerns, issues, or misconduct without fear of reprisal is a critical part of that work environment.

C. *Do not retaliate.*

1. Discussion.



- a. Our Company prohibits all unlawful retaliation against any individual, including but not limited to, those who in good faith report harassment or discrimination. Retaliation is normally defined as an adverse action taken against an employee because the employee engaged in a protected activity, such as reporting misconduct of some sort. This misconduct can be employee misconduct, corporate misconduct, or vendor and/or subcontractor misconduct.
- b. We encourage all employees to report misconduct of any type and follow the complaint procedure published in the employee handbook or separate reporting policy. However, there is no requirement to follow internal complaint procedures before raising complaints elsewhere.

2. Frequently Asked Questions

- a. **Can a supervisor negatively change employee working conditions (hours, pay, position etc.) for reporting misconduct?**
 - No. Retaliation or reprisal based on an employee reporting misconduct is specifically prohibited and will not be tolerated.
- b. **Can you discipline an employee who reported Federal Agency misconduct in good faith thereby causing friction in the performance of your Government contract?**
 - No. Retaliation or reprisal based on good faith reporting of misconduct is prohibited by law and Company policy. Such actions are subject to Company discipline including but not limited to termination of employment.
- c. **Can employees who observe protected holidays be subject to adverse action for observing that holiday?**
 - No. Retaliation or reprisal based on protected activity is specifically prohibited. Our Company celebrates its diversity and encourages all employees to observe their religious beliefs and customs that do not conflict with law, regulation, or Company policy. Accommodations for special needs may be requested through your Compliance Officer or supervisor.

D. Protect employee health and safety.



1. Discussion.

- a. The health and safety of our employees and teammates are of paramount importance and critical to the success of our Company and its employees. Whether employees are working in our physical office spaces, a virtual environment, or working from home, our Company strives to ensure that it is a safe, collaborative, and mutually beneficial experience. Our Company is committed to maintaining a safe workplace that complies with all federal, state, and local health and safety laws.
- b. The Company expects employees to work in a safe manner that does not endanger themselves, their co-workers, or others at the workplace. Employees must comply with all applicable workplace safety and health laws and Company policies and procedures including, but not limited to, rules governing the use of safety equipment and personal protective equipment. If an employee cannot complete their job duties safely, they must report this to their supervisor. The Company also provides and supports a drug-free workplace that is free from harassment, intimidation, threats, and any form of violence.
- c. Employees must immediately report any unsafe workplace conditions, harassment, intimidation, threats, or near-miss incidents that they experience to a supervisor. Employees must also report work-related injuries and illnesses, no matter how minor the injury or illness appears.

2. ***Frequently Asked Questions:***

- a. ***Does this policy apply to remote and virtual working environments?***
 - Yes. Our Company values and protects the health and safety of all employees to the maximum extent possible. That applies to in-person working facilities as well as remote and virtual environments, to the extent we can. As the workforce shifts to remote and virtual environments, so must our focus. Please identify and report health and safety issues to the appropriate party so that the Company can track and assist in your recovery. Also, Company employees should ensure that the remote working environment you select is safe and conducive to productive work.
- b. ***Does this apply to Employee harassment as well?***



- Yes. Harassment of any type and in any work forum is prohibited and will not be tolerated at our Company.

c. What if an employee receives minor injuries in the performance of their duties?

- Report all injuries received in the performance of your duties to your supervisor, human resources department, or appropriate department or Company official. This helps document the injury and its cause and allows the company to take corrective actions to avoid such injuries in the future as well as expedite treatment and recovery.

E. Give all people equal opportunity.

1. Discussion

- a. The Company and its employees may not discriminate against applicants, employees, or vendors based on their race, color, religion, sex, sexual orientation, gender identity, national origin, protected veteran status, or disability. It is the Company's goal to provide an inclusive, collaborative, and mutually beneficial work environment so that all parties may maximize their potential performance and create an enjoyable and productive work experience. This requirement applies to all Company employees and is flowed down to all Company subcontracts.
- b. Our Company will develop written Affirmative Action Programs (AAPs), as required when our Company reaches 50 employees. In the interim, our Company will endeavor to ensure employees, applicants, and vendors are given an equal opportunity under the law.

2. Frequently Asked Questions:

a. Can you exclude an applicant from the applicant pool because he is not of a particular race?

- No. Our Company welcomes and encourages applicants from all races, colors, religions, sexual orientations, gender identities, national origins, or sexes. We also welcome and encourage veterans and applicants with disabilities. Diversity is



valued in our Company and provides alternative context and perspective needed for our collaborative process.

b. Can a company advance male applicants through promotions not available to female applicants or employees?

- No. Our Company will not award opportunities to applicants or employees solely because of their gender. Granting promotions based on gender is a violation of Equal Employment Opportunity laws and Government contract requirements.

c. Can we avoid hiring qualified Veterans because they will have military reserve duty obligations and time away from Company work?

- No. Not hiring Veterans because of military reserve duty obligations and related time away is discrimination and prohibited by our Company. Veterans are valued at our Company. Their perspective, contribution, and value are appreciated and considered an asset of the Company. Our Company supports its veterans and their service obligations.

F. Do not bribe, give a kickback, or give illegal gratuities.

1. Discussion.

- a. As a Company, we prohibit directly or indirectly offering, paying, or accepting bribes, kickbacks, or illegal gratuities of any kind for any purpose, in any location in the world.
- b. Our Company is committed to adhering to the highest levels of business integrity in its operations. Accordingly, the Company has established compliance and ethics processes as well as policies designed to help ensure that all Company employees and those working on behalf of the Company understand their duties and obligations to uphold the Company's values and abide by this Code.
- c. Employees must be careful about giving or receiving gratuities, gifts, and other business courtesies because even gestures that seem simple and innocent can be harmful to Company's reputation and ability to



conduct business. They may also violate laws and/or regulations, or third-party Codes of Conduct and/or policies or procedures.

d. Company employees may only give and receive gifts and entertainment in accordance with the Code that are for legitimate business purposes and is not material or frequent. Employees are expected to comply with the most stringent applicable requirements governing gifting, whether set out in this Code, client rules/policies, contract terms, or legal requirements. As it concerns the giving of gifts or gratuities to international persons or entities, additional cautions must be exercised.

e. Definition of Gift.

1) For purposes of this Code, the term “Gift” includes any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or other item having monetary value. It may be tangible or intangible and includes services as well as gifts of training, transportation, entertainment, recreation, door prizes, local travel, lodgings, meals/drinks, and use of a donor’s time, material(s), property, facilities, or equipment, whether provided in-kind, by the purchase of a ticket, payment in advance, or reimbursement after the expense has been incurred.

2) The term “Gift” does not include:

- Modest items of food and refreshments, such as soft drinks, coffee, and pastries offered other than as part of a meal;
- Greeting cards and items with little intrinsic value, such as plaques, certificates, and trophies that are intended solely for presentation or marketing;
- Opportunities and benefits, including favorable rates and commercial discounts available to the public;
- Rewards and prizes that were given to competitors in contests or events, including random drawings, open to the public; or



- Anything for which market value is paid by the employee. “Market value” means the retail cost the employee would incur to purchase the gift. An employee who cannot ascertain the market value of a gift may estimate its market value by reference to the retail cost of similar items of like quality. The market value of a gift of a ticket entitling the holder to food, refreshments, entertainment, or any other benefit shall be the face value of the ticket.
- f. *Federal Government Employees and Clients.* Company employees are **prohibited** from soliciting, giving, or receiving gifts to/from federal government employees and representatives of Company federal government clients. There are no exceptions to this rule. Any gifts received from federal government employees and representatives of Company clients from the federal government or from vendors of goods or services in connection with Company federal government clients must be promptly returned with a request that no further such gifts are provided.
- g. *State and Municipal Government Employees and Clients.* Company employees are expected to comply with state and municipal gift-giving regulations before giving or receiving a gift from a state or municipal client. For assistance with researching specific state or municipal rules, contact Company’s Compliance Officer.
- h. *Commercial (“Non-Government”) Persons or Entities.* Exchanging gifts and sharing entertainment in connection with legitimate business purposes can foster goodwill and create or strengthen constructive business relationships. However, gifts should not affect, or appear to affect, impartial decision-making by Company, clients, or prospective clients, or teaming or prospective teaming partners with whom gifts and entertainment are shared. Our clients and teaming partners most often have their Codes of Conduct or policies governing the giving or receiving of gifts and Company employees are expected to comply with such rules before offering gifts to such parties.
- i. *Gift Exceptions*



- 1) *Gifts based on a personal relationship.* An employee may accept a gift given under circumstances that make it clear that the gift is motivated by a family relationship or personal friendship rather than the position of the employee. Relevant factors in making such a determination include the history of the relationship and whether the family member or friend personally pays for the gift.
- 2) *Gifts with a value of \$20 or less per gift with an aggregate value from a single source of more than \$50 per calendar year (the “20/50 rule”).* Under the 20/50 rule exception, gifts given from all employees of an organization are aggregated. As such, gifts should be tracked to ensure that the Company does not exceed this *de minimus* amount. Also, gift recipients are not permitted to pay the difference if the gift value exceeds the \$20 limit and gifts may not be in the form of stock, bonds, or certificates of deposit even if they are under the threshold.
- 3) *Awards and presentations.*
 - An employee may accept gifts, other than cash, cash equivalents, or investment interest, with an aggregate market value of one thousand dollars (\$1,000) or less if such gifts are a bona fide award or presentation or incident to a bona fide award or presentation that is given to acknowledge the employee’s experience or achievement by a person/entity/organization that does not have interests that may be substantially affected by the performance or nonperformance of the employee’s official Company duties.
 - If an employee is invited to make a presentation at a bona fide industry conference because of his/her experience or expertise, the employee may accept the gifts of travel, lodging, meals, registration costs/fees, and entertainment from the industry conference subject to prior approval by the employee’s supervisor.



- 4) *Gifts based on outside business or employment relationship of an employee's spouse.* An employee may accept meals, lodgings, transportation, and other benefits resulting from the business or employment activities of an employee's spouse when it is clear that such benefits have not been offered or enhanced because of the employee's position at the Company.
- 5) *Widely attended gatherings and other events that the employee is attending on behalf of the Company.* When an employee is assigned or invited to participate as a speaker or panel participant or otherwise to present information on behalf of the Company at a conference or other bona fide event, the employee's acceptance of an offer of free attendance at the event on the day of his/her presentation is permissible when provided by the sponsor of the event. The employee's participation in the event on that day is viewed as a customary and necessary part of his/her performance of his/her job and does not involve a gift to him/her or to Company.
- 6) *Social invitations from persons other than prohibited sources.* An employee may accept food, refreshments, and entertainment, not including travel or lodgings, at a social event attended by several persons where:
 - The invitation is from a person who is not a prohibited source; and
 - No fee is charged to any person in attendance.
- j. *Do not solicit or accept improper gifts or bribes.* Company employees may not solicit or accept any gift for any questionable, improper, unethical, or illegal purpose, nor may Company employees or representatives solicit or accept any bribe or kickback for themselves, on behalf of the Company, or on behalf of any other person or entity.

2. Frequently Asked Questions

- a. **May an Employee give a small gift to a Government Official to gain favor or advantage in an acquisition or access to the Government Official?**



- No. Gifts to induce preferential treatment or favor in the Government contracting process (regardless of dollar amount) are prohibited and may disqualify our Company from present and future Government contracts. There are some *de minimus* (so minor to merit disregard) tokens that are not gifts that are acceptable if they are under a specific dollar amount. Even so, Company employees, affiliates, and subcontractors should avoid the appearance of impropriety of any type.

b. May an Employee promise to give something to a Government Official to induce a contract award?

- No. Any gift of any sort given to a Government Official to induce a contract award would be inappropriate. Promises to give anything of value if the award is given are commonly described as a “kickback” and are also specifically prohibited. Report to the Company all incidents of Government Officials soliciting gifts or benefits of any type.

c. What if a prospective Subcontractor is giving a Company employee discounts that are not otherwise available on products, services, or events?

- That could be an issue. Ensure that gifts, discounts, or preferential treatment that is received by Company officials are reported and approved before accepting such items. Gifts that are not in the ordinary course of business may cause an appearance of impropriety and should be avoided.

G. *Help prevent human trafficking.*

1. Discussion.

- a. Our Company prohibits directly or indirectly engaging in any trafficking-related activities at any time. Human trafficking includes sex trafficking; recruiting, harboring, transporting, providing, or obtaining people for labor or services through the use of force, fraud, or coercion; or threats of or actual violence or punishment for the purposes of involuntary servitude, peonage, or debt bondage, or slavery. Trafficking is a \$150 billion per year industry and normally targets unskilled people from impoverished countries and/or lower-



income areas. We reject this practice and endeavor to use every measure possible to avoid contributing to this prohibited practice and illegal industry.

b. Prohibited activities associated with trafficking include but are not limited to:

- 1) Destroying, concealing confiscating, or otherwise denying employee's access to identity or immigration documents;
- 2) Engaging in fraudulent or misleading recruitment practices during recruitment of employees or offering of employment;
- 3) Using recruiters that violate labor laws of the country where the recruitment takes place;
- 4) Charging recruitment fees to employees;
- 5) Providing or arranging housing that fails to meet host country housing and safety standards;
- 6) Failing to provide a written employment contract, recruitment agreement, or similar work paper, if required by law or contract, in the employee's native language at least five days before the employee relocating from his or her country of origin; and
- 7) Failing to provide or reimburse return transportation costs upon the end of employment for an employee who was brought into a country to work on a U.S. government contract or subcontract.

H. Do not violate insider trading restrictions.

1. Discussion.
 - a. Company employees are prohibited from using material nonpublic information about the Company (or the companies that do business with the Company) from trading in the Company's securities or providing material nonpublic information to others who may trade in the Company's securities based on that information. This applies to all directors, officers, and employees of the Company, their family



members, and other members of their respective households, partnerships in which any person is a general partner, trust where they are a trustee, estates in which they are an administrator or executor and other legal entities that any such person controls. Subcontractors and vendors who are privy to nonpublic information about the Company are subject to this prohibition as well.

- b. Questions about whether the information is material nonpublic information can be directed to our Compliance Officer who can assist you in determining this restriction's applicability. If in doubt, please ask questions.

I. Protect Company information and follow privacy policies.

1. Discussion.

- a. Company employees and subcontractors must protect proprietary and other Company information and follow Company privacy policies at all times. Data privacy is one of the top risks of many organizations. Our Company and all employees must understand the types of personal data that our Company is processing and then understand how this information is used and protected. Company employees must take measures to prevent, detect and respond to such risks.
- b. Unintended release of proprietary or personal information can cause significant risks to the Company and its employees. Such releases undermine business operations and the competitive advantage of our Company, unjustly enriches and advances our competitors, and negatively affects our employees and Company culture of trust.
- c. At a minimum, our Company adheres to the following principles:
 - 1) Keep accurate data.
 - 2) Process data consistent with only the original purpose of their collection and based on a lawful purpose reflecting the rights of individual data subjects.
 - 3) Process only the minimum data that is consistent with that processing.



- 4) Limit access to, and disclosure of, the data to those persons who have a business purpose for that processing.
- 5) Maintain the security of the data for the duration of the processing.
- 6) Include appropriate contractual clauses with entities processing the data.
- 7) Include systems, techniques, or processes (controls) designed to reduce privacy risks and prevent harm (e.g., encryption, anonymization, or other measures).

2. Frequently Asked Questions.

a. **Can a Company employee use the internal company roster to fundraise for their kids?**

- No. Internal Company rosters are Company property and confidential. Use of the roster for personal business activity is prohibited as is the release of the roster outside of the Company. Our Company values the privacy of our Employees and protects their personal information. Advertisement for fundraising activities should be approved by Company officials if done on Company time and/or using Company assets.

b. **Can the Company use client data in a manner that is inconsistent with the purpose for which it was originally collected?**

- No. Our Company will use client data in a manner that is consistent with our posted policy and necessary for our stated objectives. Ensure that you take all measures to protect the confidential information of our employees and clients.

c. **What if the Company has no policy for the use, processing, or storage of private and confidential information?**

- If the Company has no published policy for the use, processing, and storage of private and confidential information, the Company should draft and publish one and provide training to all employees on that policy. Protecting confidential information is a priority for the Company and a condition of employment.



J. *Protect all party's intellectual property rights.*

1. Discussion.

- a. Our Company respects and observes the intellectual property rights of all Parties. Of course, our Company wants to protect our intellectual property to the maximum extent possible. This is key to creating and maintaining a competitive advantage and increasing the value of our Company. We also want to respect the intellectual property rights of everyone else. Improper use of intellectual property from outside sources taint and endangers our internal Company development initiatives and unnecessarily complicates our efforts. Therefore, our Company prohibits the use of improperly acquired information or intellectual property and/or use of that intellectual property outside of a valid license issued to use that specific intellectual property.

- b. We view and define Intellectual Property broadly in this Code. In short, Intellectual property means (i) discoveries, improvements, inventions (whether patentable or not); (ii) patents, patent applications, patent disclosures, and any other patentable subject matter; (iii) trademarks, service marks, trade dress, trade names, logos, corporate names, and domain names, and other similar designations of source or origin, together with the goodwill symbolized by any of the foregoing; (iv) copyrights, applications to register copyrights, works of authorship (whether copyrightable or not), computer programs, rights in data and databases, and other copyrightable works; (v) computer software (including source code, executable code, databases, data and related documentation); (vi) trade secrets, know-how, and other confidential or proprietary information; (vii) all other intellectual property, in each case whether registered or unregistered, and including all registrations and applications for such rights and renewals or extensions thereof, and all similar or equivalent rights or forms of protection in any part of the world; and (viii) all improvements or modifications to any of the foregoing.

2. ***Frequently Asked Questions:***

- a. ***Can an Employee use intellectual property they acquired through a previous Employer in a Company development project?***
 - Not without permission from your former Company and our Company. Using intellectual property acquired improperly can



undermine Company initiatives and result in costly legal disputes. Ensure that all intellectual property utilized in Company development projects is licensed for our use, developed by our Company, or otherwise publicly available. Get Company approval before using the non-Company intellectual property for Company purposes.

b. Should an employee give tours of our facility and technology to non-employees or entities without permission?

- No. Always get permission before allowing non-Company personnel to tour our facility or get demonstrations of our technology. Proprietary information can easily be released accidentally through such actions, and we must protect all confidential and proprietary information. Always seek approval for the release of information or access to information and facilities for all non-Company personnel or Company personnel without approved access.

c. Can an employee keep confidential and proprietary information when they are terminated?

- No. All Company confidential and proprietary information and equipment should be returned upon the end of their employment. Non-Disclosure Agreements and Confidentiality Agreements apply and will remain in effect beyond an employee's employment period.

K. Communicate information in an accurate, timely, and courteous manner.

1. Discussion.

- a. In Government contracts especially, it is important to only communicate accurate and timely information to the Government. Inaccurate and untimely information can result in violations of the False Claims Act and result in civil, criminal, or administrative penalties, as well as contract termination and being suspended and/or debarred from Government contracts.
- b. The submission to a federal government agency of a bid, proposal, quotation, invoice, claim, or other documents (or statement) that is false, incomplete, or misleading can result in civil and/or criminal



liability for our Company, as well as the involved employee and the supervisors who condone (or overlook) such a practice.

- c. In negotiating with the federal government, we have an affirmative duty to disclose current, accurate, and complete cost and pricing data where such data is required under appropriate law or regulation. False claims and false statements are not only unethical but they also violate the law.
- d. Maintain all Company records in a manner that provides for an accurate and auditable record of all financial transactions in conformity with generally accepted accounting principles (“GAAP”) and the Federal Acquisition Regulation (“FAR”). No false or deceptive entries may be made, and all entries must contain an appropriate description of the underlying transaction. The Company prohibits the practice of keeping undisclosed or unrecorded funds or assets for any purpose. Accordingly, all reports, vouchers, bills, invoices, payroll, service records, and other essential data must be honestly and accurately prepared and properly stored for the requisite period allotted by statute, regulations, or contract.
- e. Finally, the Company expects all employees to act professionally and courteously at all times and is a condition of employment. This is the hallmark of our Company and will separate our Company from the competition. Employee interactions with fellow Company employees or people and entities outside of our Company are a direct reflection of our Company and the way we conduct business. The tone, tenor, and manner we communicate with each other and people outside of our Company will define how our Company is viewed and how well our team can work together to resolve issues and succeed. In that way, every Company employee, subcontractor, and vendor has a direct and measurable impact on our Company’s reputation and our Company’s culture for collaboration and teamwork.

2. Frequently Asked Questions.

- a. **Are certifications in SAM.gov valid for their entire registration period?**
 - No. SAM.gov certifications and representations must be revisited periodically to ensure that they are accurate. Most Government contracts require an update for each award, option period, and various times during the contract. Any company transformation or significant change or teaming arrangement



could cause changes in your GovCon representations and certifications.

b. Is it ok to yell at employees or co-workers if they deserve it?

- No. Our Company demands courteous and professional conduct at all times. Our Company hallmark will be the professionalism of our employees and all entities associated with our Company. No employee deserves to be yelled at or treated discourteously. Rather, all Company employees deserve and can expect the highest standards of professional and courteous behavior from our leadership team and fellow employees.

c. May we ignore Government inquiries about our Government contract?

- No. All Government inquiries should receive a response within a reasonable time. Avoiding an inquiry or a problem only makes things worse. If there is an issue, please speak with your supervisor or appropriate Company official before responding.

L. Avoid conflicts of interest.

1. Discussion.

- a. Conflicts of interest exist when someone's personal interest interferes or competes with the interests of another to whom they owe some duty. Conflicts normally fall into two types: personal and organizational conflicts. Personal conflicts arise between individual employees' or leader's self-interest and the duty owed to his employer. Organizational conflicts arise in Government contracts when work performed on federal contracts results in an unfair competitive advantage for the contractor or impairs the contractor's objectivity in performing federal contract work.
- b. Organizational conflicts of interest can be hard to initially identify. There are three types: unequal access to information, impaired objectivity, and biased ground rules. Each can affect the Company's ability to receive Government contract awards.

- 1) Unequal access to information- when a firm has access to non-public information that gives it a competitive advantage in a competition for a government contract, and they received that information during the performance of a Government contract (other than the natural benefit from being an incumbent contractor).
- 2) Impaired Objectivity- when a contractor's work under a Government contract could give it the opportunity to benefit from other contracts.
- 3) Biased ground rules- occur when a contractor, as part of its performance in a government contract, helped the government set the ground rules for procurement of another contract.

c. Post Government Employment Restrictions.

- 1) Another OCI-related issue surrounds the employment of former Government officials. There are several limitations related to post-government employment and representation back to a federal agency. Ensure that our Company avoids the actual or appearance of a conflict of interest or a violation of post-government employment restrictions in employee recruitment or business opportunities that we pursue.
- 2) Conflicts of interest can undermine Government contract awards and result in protests and other costly legal actions. Our Company must avoid personal and organizational conflicts of interest. If you have questions about situations, business opportunities, or employment opportunities that present possible conflicts of interest, please report them to your supervisor, legal counsel, and/or human resources department as appropriate.

2. Frequently Asked Questions:

a. Can our Company hire Government Officials that we meet and like during our market research, conference, or contract interactions with the Government?

- Maybe. Government Officials normally have post Government employment restrictions and reporting requirements that they must observe to be eligible for employment by Companies



after their Government service. Hiring employees that are involved in requirement development or the acquisition process at any level must be identified and reported to Company leadership to mitigate any procurement or organizational conflict of interest issues, if possible. Always request an ethics option from the government Official that addresses any issues with their follow-on employment with the Company. Typically, the official's agency will provide them with a written legal opinion regarding any restrictions (or lack thereof) connected to these types of situations.

b. If an employee has a family business or business owned by friends or relatives, can they steer Company contracts to that business?

- No. The appearance of impropriety or actual impropriety undermines trust in our Company and its value. Steering contracts to family businesses or businesses where an employee or their friends or family receives some benefit is prohibited unless approved in writing by the Company. Report any extra non-Company employment or potential financial benefit from Company transactions to your supervisor.

c. What if our Company receives procurement-related sensitive information in the course of performing an existing Government contract?

- Receiving procurement-related sensitive information can *potentially* disqualify the Company from future awards. If that procurement information is about an upcoming award and gives the Company an unfair advantage that is beyond the advantages of an incumbent contractor, our Company may not use that information. If such information is discovered, please contain the information, report it to management, and minimize its release to avoid gaining advantages by having procurement-related information that is not necessary for the performance of the Company's existing contract.

M. Report outside employment to Company management.

1. Discussion.

- a. The Company expects that your employment with the Company will be your primary source of income from work. However, the Company



recognizes that for financial or other reasons, you may need, or want, to work for another employer while employed by the Company.

- b. Employees are prohibited from working for one of the Company's competitors or for any other employer where doing so would create a conflict of interest.
- c. You may not perform work for the Company's clients or customers during your working or non-working time if the work is the same type of work that the Company normally performs for that client or customer. Employees are not permitted to solicit the Company's employee, clients, or customers during working time regardless of the nature of the work that the employee seeks to perform for the customer or client.
- d. Employees may not use Company property, including, but not limited to, the Company's facilities, equipment, and supplies, while working for another employer.
- e. Outside employment can easily create a prohibited organizational or personal conflict of interest. Make sure outside employment is approved by the Company before engaging in such activities.

2. **Frequently Asked Questions.**

a. **May an employee use his time during the workday for outside employment?**

- No, not without permission from your supervisor. The Company workday is reserved for Company work, events, and other Company related activities. Outside employment should be reported to your supervisor or human resources and approved.

b. **Can you use Company employees to benefit your Company-approved outside employment?**

- No. Employees and their time are valuable assets of the Company. Use of Company assets for outside employment and/or your personal gain is prohibited without the express written permission by the Company.



c. May an employee start a business that competes with the Company in some way?

- No. Outside employment, including employee business ventures, should be reported to your supervisor or appropriate human resources representatives. Activities that conflict with Company initiatives and/or compete directly or indirectly with the Company are prohibited. Ensure that any outside activities in which you are involved do not negatively affect the Company and its initiatives.

N. Observe export controls on Company products, services, and technology.

1. Discussion.

- a. Most people think of exporting as the physical moving of products and services internationally. While true, exporting also includes intellectual property and technology and can be done through a “deemed” export. Specifically, the release of “technology” or “software” to a foreign national in the United States is "deemed" to be an export, even though the release took place within the United States. As such, our Company should be careful not to accidentally export our goods, services, or intellectual property in violation of the International Traffic in Arms Regulation or Export Administration Regulation as described further below.
- b. U.S. contractors operate under the [International Traffic in Arms Regulation \(ITAR\)](#) which prevents controlled defense articles, technical data, and defense services from being exported to foreigners without Government approval. This makes sense considering that the items, services, and technical data covered by the regulation and the [Arms Export Control Act](#) of 1976 are things that significantly contribute to our national security strategy and military operations of the armed forces.
- c. The [Export Administration Regulations](#) (EAR) and ITAR are two regulations that control the manufacture, distribution, and sales of goods and services. The ITAR implements the Arms Export Control Act of 1976 (AECA) and [Executive order 13637](#). Executive Order 13637 delegates statutory authority to control the export of defense articles, technical data, and defense services to the Secretary of State. The Department of State Directorate of Defense Trade Controls



(DDTC) controls the export and temporary import of defense articles and services covered by the United States Munitions List (USML).

- d. The EAR is administered by the Department of Commerce through the Bureau of Industry and Security (“BIS”). The BIS utilizes a [Commerce Control List](#) to identify goods and services subject to its jurisdiction and applies to goods and services with both commercial and defense-related applications. ITAR, however, generally only applies to defense items, defense services, and technical data. As you can imagine, the ITAR and EAR are significantly different and require different compliance standards. Therefore, it is important to identify whether the ITAR or EAR applies to your business's goods or services and ensure you have met the associated compliance standards.
- e. Penalties: Violations of the ITAR can result in civil and/or criminal penalties which can include fines and debarment, revocation of licenses or denial of licenses, compliance oversight, and loss of business opportunities. Civilian penalties can include over \$1 million per violation depending on the statute violated, debarment, or generally settled through a negotiated agreement. Criminal penalties can include \$1 million or up to 20 years of imprisonment and debarment. Debarment prohibits participation directly or indirectly in the export of defense articles, including technical data and defense services. Statutory debarment continues until the debarred person applies for reinstatement and export privileges are granted by the DDTC.

2. Frequently Asked Questions:

- a. **What if an Employee doesn’t know if ITAR or EAR applies to a Company good or service?**
 - If an employee doesn’t know if ITAR or EAR would apply to a Company's good or service and needs to know to ensure that the Company has appropriate export licenses, they should ask their supervisor, compliance officer, or legal counsel. It is important to comply with ITAR or EAR as applicable to ensure our Company is able to take full advantage of the world economy. Failure to adhere to export controls can cost the Company time, money, opportunity, and penalties.
- b. **Can the Company hire a foreign national intern and give him full access to Company intellectual property?**



- No. Foreign national interns may cause problems with export controls through a “deemed” export if they are exposed to some intellectual property that is still in the United States. Giving them information about the technology our Company is developing could be viewed as an export to their country of origin. Consult legal counsel about giving access to Company intellectual property to foreign nationals.

c. What should we do if we cannot classify our product in the EAR?

- The EAR controls the export of dual-use goods, software, and technology that can be used for commercial and military purposes. If we are unsure how to classify our products, we can submit a commodity classification request to the Bureau of Industry and Security (BIS).

O. Submit complete and accurate information.

1. Discussion.

- a. Our Company must maintain the highest possible ethical standards in its dealings with all parties. We will always submit complete, accurate, and timely information. When errors are realized or identified, we will correct them.
- b. In Government contracting especially, there are several areas where incomplete or inaccurate information may negatively impact our Company, its value, and its contracts. When our Company must make representations and certifications, all such “Reps and Certs” must be true and accurate. When our Company submits requests for equitable adjustment or certified claims, they must be true and accurate. When our Company communicates with its contracting partners, it will be timely, complete, and accurate and is a condition of employment. Failure to be truthful and accurate with communications with the Government and/or other contracting parties will expose the Company to significant liability and could potentially result in suspension, debarment contract termination, civil liability, and/or criminal prosecution.

2. Frequently Asked Questions:

- a. **What if we were a small business but recently became a large business and want to compete for small business opportunities?**
- Sam.gov representations and certifications must be accurate and revisited from time to time to accommodate for Company changes. Once our Company is not qualified for a Small Business Administration (“SBA”) socioeconomic program, it may not submit proposals for such contract set-asides. Many SBA programs allow businesses who change their size status in mid-contract to finish performance in their existing contract, however, they would not be eligible for options or follow-on contracts. Ask questions to your contracting representative or legal counsel to ensure Company Reps and Certs are accurate.
- b. **Can we submit some cost and pricing information now and submit the rest of our cost and pricing data after the contract award to reflect our full cost and pricing data?**
- No. All cost and pricing information must be complete, accurate, and timely when submitted.
- c. **Can the Company ignore and avoid responding to Government information inquiries about our proposal?**
- No. The Government is allowed to clarify proposals to avoid obvious clerical or proposal errors. Failure to respond to such inquiries may render our Company proposal non-responsive or not responsible and ultimately exclude our proposal from the competition or leave the Company with a proposal that does not reflect financial expectations or performance capability.

P. Maintain accurate and auditable records.

1. Discussion.

- a. Our Company will create, maintain and make available to auditors accurate and auditable records that reflect our business operations. Records include books, documents, accounting procedures, practices, and other data regardless of the type and regardless of whether such items are in written form, in the form of computer data, or any other form.

- b. Auditable Records are records in any type of media; including, but not limited to, records, timesheets (or time tracking systems of any type), employment records, work specifications, project management notes, and reports; consulting charges, invoices, travel and living expenses, receipts and employee expense records, which are the basis of, or otherwise directly relate to, charges for any fees, expenses or other charges to a vendor under one of our contracts. Our Company and all its affiliates, subcontractors, and contract teammates must keep accurate and auditable records to ensure we are adequately compensated, and can accurately submit information for claims, requests for equitable adjustment, settlement proposals, and other contract actions.

2. Frequently Asked Questions.

a. **Should our Company avoid documenting expenses to protect our internal processes, vendors, and bottom line?**

- No. Document all expenses according to our Accounting policies and consistent with Cost and Accounting Standards and the Generally Accepted Accounting Principles (GAAP).

b. **How do we justify expenses or cost increases during settlement proposals or contract changes?**

- Our bookkeeping and accounting procedures should help our Company track and justify expenses or cost increases during the life of the contract. Keeping great records will allow us to justify expenses and get the full value out of our Government contract.

c. **Our Company keeps great records, but I don't want to make them available to Government auditors. Is that a problem?**

- Yes, that is a problem. Government contracts normally include a clause that requires that our Company give access to Government auditors upon request. If our Company receives an audit request, make sure to inform your supervisor and appropriate accounting personnel.

Q. Do not text while driving.

1. Discussion.



- a. Federal Acquisition Regulation (FAR) Subpart 52.223-18 encourages Government contract awardees to ban text messaging while driving. Our Company fully agrees with this prohibition and prohibits employees, subcontracts, affiliates, and, to the extent possible, other teammates from text messaging while driving. Specifically, we ban text messaging while driving Company-owned or rented vehicles or Government-owned vehicles, or privately-owned vehicles when on official Government business or when performing any work for or on behalf of the Government.
- b. Texting while driving is dangerous and can cause death or injury to the driver, as well as death or injury to other drivers, pedestrians, or onlookers. No text message is so important that it can't wait until you can pull over, park your vehicle, and safely read and respond to the text.

2. Frequently Asked Questions.

- a. **Can I text and drive if I am texting with the “boss”?**
 - No.
- b. **If I am driving my personal vehicle while working, surely it is ok to text while driving?**
 - It is not ok.
- c. **Can I text while driving a Company rented vehicle?**
 - No. Texting while driving any vehicle while working or as part of work for the Company is prohibited.

IV. *What are your responsibilities?*

- A. You are responsible to know the Code and other Company policies and put our commitment to conducting business with integrity and with the highest level of ethics, standards, and responsibility into practice. Doing so will create a working environment that is predictable, collaborative, and productive. It will help everyone succeed and the Company will benefit accordingly. More specifically, our Company expects all employees and teammates to:



1. Know and follow the Code and all related, expectations, and policies.
2. Ask questions when they are unsure.
3. Contact our Compliance officer, your supervisor, or other qualified mentors to ask questions and clarify issues.
4. Be a good teammate and hold yourself and others accountable for their actions.
5. Report employee misconduct or issues.