



moffatt & nichol



Code of Business Conduct and Ethics



Dear Employee:

Moffatt & Nichol has a long reputation and culture for honesty, integrity, and lawful and ethical behavior in business dealings. This reputation and culture are a source of pride for us. It is also one of our greatest assets because it instills the necessary trust and confidence in us by our customers, subcontractors, suppliers, and the overall community in which we live. Here at Moffatt & Nichol, we are committed to the highest standards of business ethics.

To maintain our commitment to integrity, we have established a Corporate Compliance Program through a Code of Business Conduct and Ethics. Since implementation, it has been updated to reflect changes in our business profile, most recently in 2019. Administration of the Code is overseen by an Ethics Committee comprising Corporate and Operational representatives from the Company. The Code defines how our employees are expected to handle themselves whenever conducting business for the Company. As an employee, you are expected to read the Code and certify your commitment to compliance.

To administer this Program, the Board of Directors has established an Ethics Committee comprising of executive management, additional advisors and invitees. The Committee is responsible for continued development and enforcement of the Company's Ethics and Compliance Program. Please know that I maintain an open-door policy for any employee who has concerns regarding Company or employee practices.

Certain situations may arise that are not covered in our Code of Business Conduct and Ethics. If you have any questions concerning the legality or propriety of an action, or the meaning of the Code, you should contact an executive member of the Ethics Committee.

I cannot stress strongly enough that Moffatt & Nichol does not, and will not, tolerate any form of unlawful or unethical behavior by any person or entity associated with it. Moffatt & Nichol requires each of its employees and associates to conduct her/himself in accordance with the laws and regulations that apply to our business and not condone criminal or unethical behavior by others. Each employee is expected to alert an executive member of the Ethics Committee of any information regarding unlawful or unethical behavior by any of our employees, associates, prime contractors, subcontractors, suppliers, or customers without fear of retaliation. Violation of this Code of Conduct, including failure to report a violation or other unlawful or unethical behavior, can be grounds for disciplinary action, up to and including dismissal.

Our continued success always depends on all of us doing the right thing and maintaining the highest ethical standards. Only in this way can we continue to earn the trust and confidence of our customers and the community in which we live.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Eric Nichol'.

Eric Nichol, PE

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Statement of Policy

It is Moffatt & Nichol's policy to maintain the highest ethical standards and comply with all applicable laws, rules, and regulations. We believe that adherence to this policy will ensure our continued success and earn and maintain the confidence of our customers and the community in which we live. To ensure Moffatt & Nichol operates pursuant to this policy, we have established this Code of Business Conduct and Ethics. Our employees are expected to comply with the applicable laws in all countries to which they travel, in which we operate, and where we otherwise do business. The fact that in some countries certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. We require employees to comply with the U.S. laws, rules, and regulations governing the conduct of business by its citizens and corporations outside the U.S. Furthermore, unless there is a conflict with the requirements of U.S. law or regulations, employees are expected to comply with laws, rules, and regulations governing the conduct of business in their local jurisdiction. Where a possible conflict with U.S. law may be identified, employees should notify their immediate supervisor and/or the Chief Legal Officer.

The following general rules apply to the implementation of this Code of Business Conduct and Ethics:



All employees must comply with this Code of Conduct. Any officer, director, or employee found guilty of violating this Code is subject to discipline, up to and including dismissal.



All employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, employees, associates, agents, customers, subcontractors, suppliers, and prime contractors, as outlined in Section 3.



Employees in management positions are personally accountable for their own conduct and the conduct of those reporting to them. Each management employee is expected to inform their staff about this Code and to take all necessary steps to ensure compliance.



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



Any employee who has questions about his/her application of this Code should follow the guidance offered in Section 3.

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Definitions

1.1 Associated Individual

Any person not in the employ of Moffatt & Nichol, or its subsidiaries, who is authorized to act on behalf of the Company. This includes, for example, non-employee members of the Board of Directors and other agents of the Company. Associated Individuals, when acting on behalf of Moffatt & Nichol, shall act in accordance with this Code, as if they are Employees as defined in the following clauses.

1.2 Code

The Code of Business Conduct and Ethics.

1.3 Code of Business Conduct and Ethics

The written statement of acceptable behavior issued by Moffatt & Nichol's officers and directors that ensures Moffatt & Nichol operates according to the highest ethical standards.

1.4 Company

Moffatt & Nichol and any of its subsidiaries or operating units.

1.5 Corporate Compliance Program

The written procedures and policies used by Moffatt & Nichol that are designed to ensure all officers, directors, employees, and Associated Individuals are aware of the Code of Business Conduct and Ethics and adhere to its standards. The Corporate Compliance Program is implemented by executive management and the Ethics Committee.

1.6 Employee

Any person directly employed by Moffatt & Nichol, or its subsidiaries, including managers, officers, and directors.

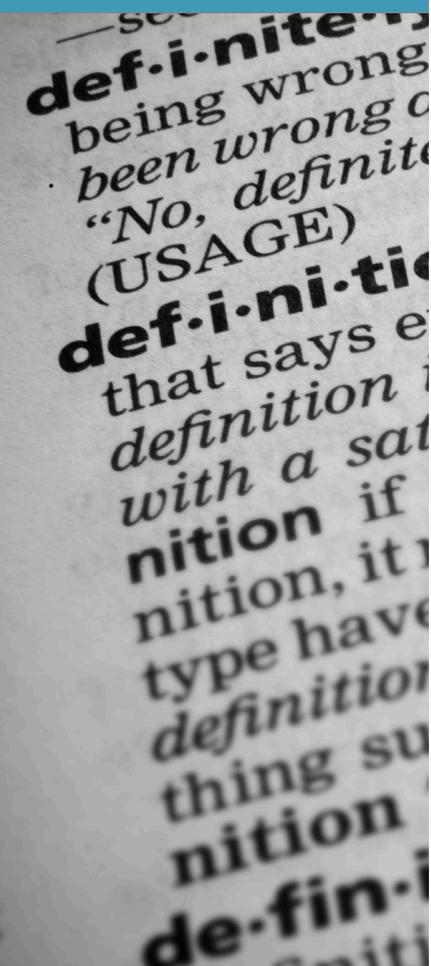
1.7 Ethics Committee

The Committee and the Committee Chair is approved by the Board of Directors. Standing members include the Chief Operating Officer, Chief Legal Officer, Chief Human Resources Officer, and Controller. Additional advisors or invitees may be appointed by the Committee Chair as he or she deems appropriate.

The Committee oversees the current performance and continued development of the company ethics and compliance program through periodic review and monitoring of the Moffatt & Nichol Code of Business Conduct and Ethics.

1.8 Program

Corporate Compliance Program.



Obligation to Report Violations

Each employee must promptly report any known or suspected violation of this Code of Business Conduct and Ethics and all other unlawful or unethical conduct in accordance with Section 3. 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 Ethics Committee or appointed investigator.

Any employee found to have violated this Code or to have engaged in other unlawful or unethical behavior shall be disciplined, up to and including termination. Any employee who fails to report known or suspected violations of this Code or other unlawful or unethical behavior shall be subject to appropriate disciplinary action.

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3 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



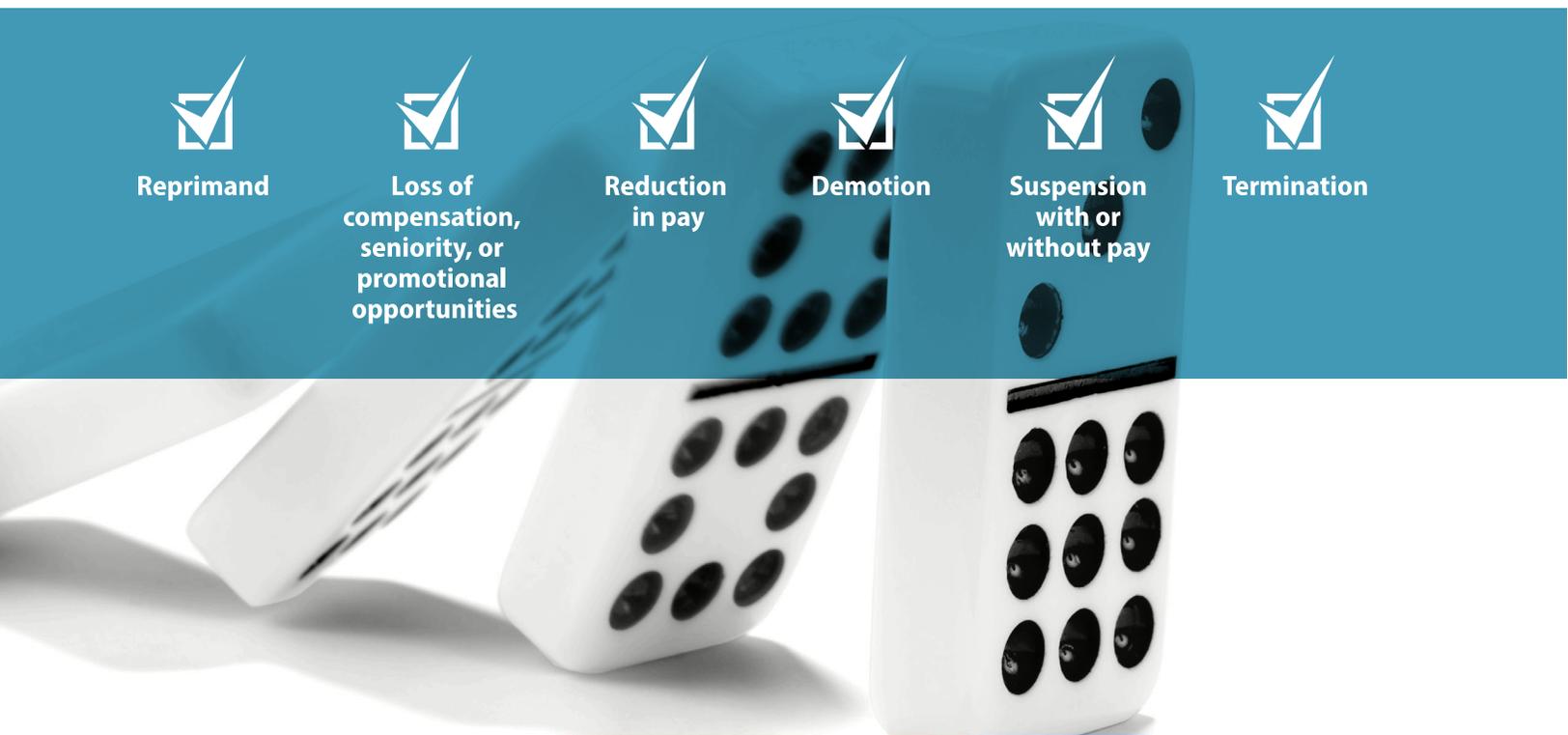
Demotion



Suspension with or without pay



Termination



Procedure for Reporting Alleged Code Violations

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If you need advice or assistance, or if you have any questions, you should proceed as you would in any other situation by first contacting your Supervisor. If your Supervisor's response is not adequate, does not satisfy you, makes you uncomfortable, or it is not appropriate for you to speak with him/her, you should contact one of the following.

- Your Supervisor's Supervisor (You may escalate further up the reporting structure as necessary.)
- Any member of the Ethics Committee
- One of the following Leaders
 - Chief Human Resources Officer
 - Chief Operating Officer
 - Chief Legal Officer

If you know of a violation of the Company Code of Business Conduct and Ethics, you should contact the following.

- Your Supervisor
- Your Supervisor's Supervisor
- Chief Human Resources Officer
- The Ethics Hotline, which provides an option for anonymous reporting: 855-252-7606.
- File an anonymous report online on the BOB Ethics page or via 'Compliance Resource Center': <https://www.complianceresource.com/products/hotline-service-center/>
- Any member of the Ethics Committee
- The President, Eric Nichol

Whatever method of contact you select the following is applicable.

- You may refrain from identifying yourself. However, please consider that in the absence of such identification, the Company may have insufficient information to investigate the allegation.
- Your confidentiality shall be maintained unless disclosure is:
 - Required or advisable in connection with any governmental investigation or report
 - In the interests of the Company, consistent with the goals of the Code
 - Required or advisable in the Company's legal defense of the matter
- You cannot be discharged, demoted or otherwise discriminated against for making a disclosure.
 - Required or advisable in connection with any governmental investigation or report
 - In the interests of the Company, consistent with the goals of the Code
 - Required or advisable in the Company's legal defense of the matter
- You cannot be discharged, demoted, or otherwise discriminated against for making a disclosure.



Fairness and Safety

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5.1 Fair, Legal, and Appropriate Employment Practices

While not all countries we are established or work in promote the fair treatment of workers especially women, minorities, and children Moffatt & Nichol does promote fair treatment and expects employees around the world to be treated with trust, respect, honesty, fairness, and dignity. We are committed to complying with all applicable laws related to fair and equal employment and feel strongly that the absence of any unlawful discrimination or treatment by any officer, director, manager, employee, associate, vendor, or other business associate is vital to the success of our company.

We are committed to employing the brightest minds and establishing a work environment free of discrimination, harassment, intimidation, or coercion during all phases of employment.

Moffatt & Nichol has a zero-tolerance policy regarding the use of forced labor, human trafficking, and child labor. We will never knowingly conduct business with subcontractors, business partners, suppliers, or third parties who violate these laws.

Moffatt & Nichol is committed to a work environment free of discrimination, harassment, intimidation or coercion.

5.2 Workplace Harassment

Employees should work in a safe and professional atmosphere, where merit and competence are vital, and diversity and trust are promoted. We strive to create a respectful work environment free from harassment by coworkers, supervisors, associates, suppliers, contractors, and clients. Workplace harassment can occur in many forms, and the behavior may create an intimidating, offensive or demeaning environment.

Prohibited unlawful harassment includes, but is not limited to, the following behavior.

- Verbal conduct, such as epithets; derogatory jokes or comments, slurs, or unwanted sexual advances, invitations, or comments.
- Visual displays, including electronic forms or materials sent privately using company email or voicemail, such as derogatory and/or sexually oriented content, posters, photography, cartoons, drawings, or gestures.
- Physical conduct, including assault, unwanted touching, intentionally blocking normal movement, or interfering with work because of sex, race, or any other protected basis.
- Request for sexual favors in exchange for allowing an employee to maintain their employment, or to avoid some other loss, or offers of employment benefits in return.
- Retaliation for reporting or threatening to report harassment.

5.3 Protecting Confidential Employee Information

For personnel, payroll, and certain routine administrative operations, Moffatt & Nichol maintains and uses private and sensitive employee information strictly for legitimate business purposes. We adhere to all applicable data privacy laws and expect employees to respect information privacy by adhering to the following.

- Only accessing and sharing confidential employee data for legitimate business purposes, with proper approvals, and on a need-to-know basis.
- Not repeating or discussing information with anyone who is not approved to know such information.
- Not requesting or requiring detailed information about an employee's health, except on a need-to-know basis.
- Not maintaining any confidential employee data in any manner other than in the authorized files and systems established, by and for this purpose, by the corporate office in Long Beach, California.

5.4 Environmental Compliance

Moffatt & Nichol is committed to full compliance with all federal, state, and local environmental laws, standards, and guidelines. Not only is environmental compliance legally necessary, but it is an important obligation to the community and our good reputation. It is essential that each employee involved with regulated air emissions, water

discharges, hazardous materials, or other regulated pollutants know and comply with all applicable environmental laws and guidelines.

No one at Moffatt & Nichol may participate in concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants. Any person who has reason to believe there may have been violations of any aspect of environmental compliance shall report immediately to the Corporate Compliance Officer. Moreover, in addition to compliance with all environmental laws and guidelines, Moffatt & Nichol is also committed to utilizing energy and materials in a manner that will minimize the impact on the environment. Moffatt & Nichol will also consider using recycled materials whenever feasible.

Moffatt & Nichol adheres to all applicable data privacy laws.



5.5 Safety & Health

Employee safety and health is Moffatt & Nichol's highest priority. Many of the job activities, products, and materials handled by our employees require strict adherence to safety procedures, rules, and regulations. Each employee must be aware of the Company's safety program that incorporates applicable health and safety laws and guidelines and follows all applicable procedures. Supervisors are responsible for ensuring all reasonable safeguards and precautions are taken in the workplace, including compliance with the Company's procedures and guidelines, promoting safe work practices, and the use of personal protective equipment as applicable. Employees must also be mindful of vigilant emergency preparedness and the security of our facilities and worksites. If any employee has any safety related concerns, he or she should report these concerns to the Chief Human Resources Officer.

5.6 Drugs and Alcohol

Moffatt & Nichol is firmly committed to providing its employees with a safe and productive work environment and promoting high standards of employee health. Accordingly, Moffatt & Nichol expects all employees to perform his or her duties productively and safely. Drug and alcohol abuse will not be tolerated, and the company will take appropriate action to ensure compliance with this policy. Additionally, anyone found to be using drugs (illegal or not as prescribed), in possession of drugs (illegal or not as prescribed), or excessive use of alcohol (defined as legally unfit to drive) in the workplace will be subject to discipline, up to and including dismissal. See Moffatt & Nichol Employee Handbook on our internal portal for further details.

Financial Controls

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The accuracy of our financial results depends on each and every employee properly recording information, such as time charges, change orders, project estimates, expenses, costs, bills, payroll, and regulatory data. As an employee, you should verify that any financial results for which you are responsible are accurate and complete.

6.1 Pressure to Meet the Numbers

No employees should ever be pressured to alter financial or other data to “meet the numbers,” help the stock price, help “the Company” save jobs or for any other reason not related to actual financial performance. Any employee who pressures or asks another employee to inappropriately alter financial results or other information, or who do so themselves, will be subject to discipline, up to and including dismissal of employment.

Reserves, contingencies, and profits should be analyzed and reported using proper Generally Accepted Accounting Principles (GAAP) <http://www.fasab.gov/accepted.html>, internal accounting policies and with proper supporting documentation.

6.2 Policy

The following guidelines and procedures relate to keeping books and records that, in reasonable detail, accurately and fairly reflect the Company’s business transactions and disposition of assets. The Company shall maintain a system of internal accounting controls to ensure reliability and adequacy of its books and records and proper recording of all transactions including disposition of assets.

- 6.2.1 Authorization. The only transactions to be entered into by the Company are those which are executed in accordance with management’s specific approval (as set forth below) or established, formalized policies and procedures.
- 6.2.2 Approval. No transaction will be recorded in the accounts of the Company unless it is within the scope of written policies and procedures or is specifically and formally approved by an appropriate and designated Employee. Such approval requires the determination that the transaction (i) has been authorized in accordance with this Corporate Policy, and (ii) is supported by documentary evidence to verify the validity of the transaction.
- 6.2.3 Accounting. All transactions entered into by the Company will be recorded in the accounts of the Company in accordance with normal, standard procedures. Each entry will be coded into an account that accurately and fairly reflects the true nature of the transaction.
- 6.2.4 Reporting. All transactions that have been accounted for in accordance with this Corporate Policy will be accumulated and processed in a manner that will permit timely preparation of financial statements, reports, and data for purposes of internal, public and regulatory reporting. Such statements, reports, and data must be understandable and prepared in a form sufficient to reflect fully, accurately and fairly the results of transactions entered into by the Company and to permit proper accountability for assets.

- 6.2.5 Responsibility. The implementation and maintenance of internal accounting controls, procedures and records that are adequate in all respects to satisfy the requirements of this Corporate Policy will be the primary responsibility of the Chief Financial Officer.
- 6.2.6 Auditing. Compliance with the provisions and requirements of this Corporate Policy will be tested and evaluated by the Company's Chief Financial Officer in connection with the ongoing internal audit program. All control failures regarding this Corporate Policy will be reported to Operations Management so deficiencies can be corrected and assurance of compliance with the terms of this Corporate Policy maintained.

6.3 Procedure

The Company will continuously evaluate its internal accounting controls, procedures, and records to ensure compliance with the requirements of this Corporate Policy. Such evaluation will be documented in a form suitable for inspection by outside parties, such as regulatory authorities, if the need arises.

- 6.3.1 The Company will take action to remedy any deficiency in internal accounting controls, procedures, and records to ensure continuing compliance with the requirements of this Corporate Policy.
- 6.3.2 The Controller and accounting staff, in coordination with the Chief Financial Officer, will ascertain that its audit scope, procedures and programs are adequate (i) for the purposes of testing and evaluating internal accounting controls, procedures, and records, and (ii) for complete reporting of deficiencies in internal accounting controls, procedures, and records.
- 6.3.3 On an annual basis, the Chief Financial Officer and the Controller will prepare a written summary applicable to the preceding fiscal year that sets forth financial management's evaluation of the Company's internal accounting controls, procedures, and records. Such a summary will consider overall evaluation and results of audits performed during the year, both internal and external. For deficiencies noted in the evaluation, remedial action in progress or contemplated will be set forth in the summary. The summary will be addressed to the Board of Directors.
- 6.3.4 The Chief Financial Officer will, on an annual basis, report to the Board of Directors on the adequacy of internal accounting controls, procedures, and records.



Conflicts of Interest, Gifts, Entertainment, and Business Courtesies

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7.1 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 or 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 while it is impossible to describe every instance, some examples would be the following.

- Hiring or recommending the hiring of a supplier, subcontractor, agent, or consultant where the Moffatt & Nichol employee has a close family member employed by or has a substantial ownership stake in the entity.
- Using Company assets, contacts, or other resources to start or support a private business or non-profit organization.
- Taking a business opportunity for yourself or close family member that rightfully belongs to Moffatt & Nichol or is in competition with Moffatt & Nichol.
- Accepting a gift or favor from a supplier, subcontractor, agent, or consultant that benefits personally a Moffatt & Nichol employee.
- Performing services for or serving as a consultant for a competitor, supplier, subcontractor, other Associated Individual, or agent while employed by Moffatt & Nichol.

As a general matter, if you think that any situation may be a potential conflict of interest, you should consult with Moffatt & Nichol's Chief Legal Officer.

7.2 Outside Employment

As a matter of Company policy, employees may pursue outside employment opportunities only after they have sought and received permission from their Business Unit Leader and the Chief Legal Officer. Employees should recognize that such opportunities may interfere with the employee's responsibilities at Moffatt & Nichol and, as such, may present an impermissible conflict of interest. Similarly, even though it is encouraged, participation in civic, charitable, or professional organizations or activities may interfere with an employee's job responsibilities or conscientious performance of his or her job.

Employees may not use company time or resources to further non-company business. Employees also may not use the Company's name to lend weight or prestige to an outside activity without prior approval from authorized management, including the use of Company letterhead. Under no circumstance should an employee engage in an activity that could expose the company to risk or liability such as signing and sealing design plans or advising in any capacity.

No employee may provide any professional services that Moffatt & Nichol also provides and Moffatt & Nichol could be legally liable.

7.3 Personal Financial Interest

Employees should avoid personal financial interests that might conflict with the interests of the Company. Such interests may include, but are not limited to the following.

- 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 detrimental to the Company
- Acquiring real estate or other property that the employee knows, or reasonably should know, is of interest to the Company

Such personal financial interests include those interests of not only the individual employee, but also those of the employee's spouse, children, parents, grandparents, siblings and family in-law. If the employee knows, or reasonably should know, that a personal financial interest may conflict with the interests with the Company, the employee must first consult with the Chief Legal Officer and obtain express written approval before pursuing such financial interest.

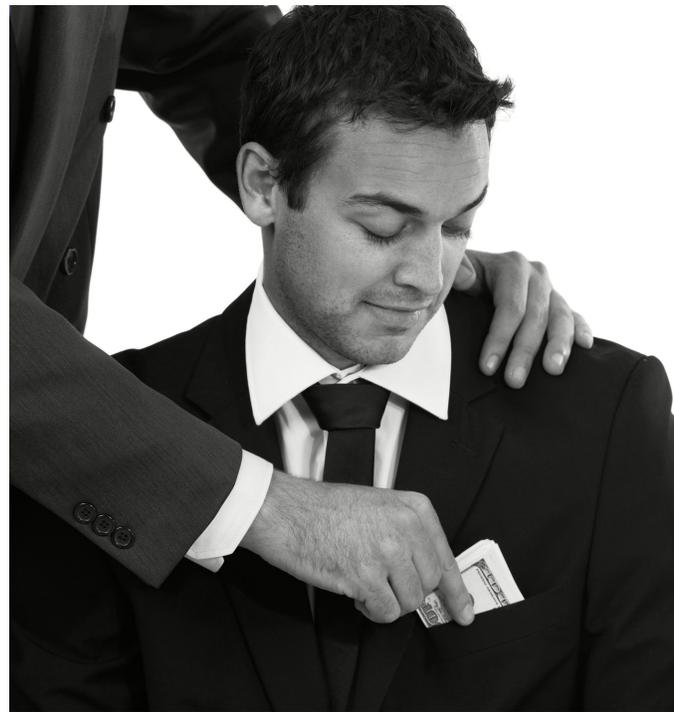
7.4 Gifts, Entertainment and Business Courtesies

To win and keep business, entertaining potential clients, existing clients, and business partners is a part of accepted business practice. However, gifts, meals, and entertainment with clients, suppliers, and partners must be reasonable and not excessive. This includes when Moffatt & Nichol is both giving and receiving such business courtesies. We must not compromise or appear to compromise our ability to make objective, "arm's length" business decisions. If others believe a business decision was made because of an improper gift or business courtesy and not purely based on merit and sound business judgment, our reputation can be harmed.

- 7.4.1 Government Personnel and Agencies. U.S. federal, state, and local government agencies have strict rules prohibiting receipt of gifts, meals and other favors. What are considered normal business courtesies in the private sector may be a violation of law or policy when government personnel are involved. What is permitted varies by agency, but it is your responsibility to know the specific rules that apply to those agencies you are involved with and to follow them. A business courtesy is defined as a recipient receiving something of value for which he/she does not pay fair market value.

Examples of some common areas of concern are listed below:

- Business meals where Moffatt & Nichol pays
- Business trips for pleasure (for example, a fishing trip or a trip to a NASCAR race)
- Entertainment (for example, tickets to a sporting event or show; particularly if a Moffatt & Nichol employee doesn't attend with the agency personnel)
- Gifts of more than nominal value (with or without Moffatt & Nichol's logo)
- Typically, providing simple refreshments such as coffee and pastries at a business meeting is acceptable as long as the meal does not exceed \$20 and an aggregate value of \$50 per calendar year to a single government official from all aggregated sources within Moffatt & Nichol
- Even a simple ride to and from the airport to a government client may be a violation of the law
- Never give a gift to a government official unless it is a promotional item with Moffatt & Nichol's logo on it or other items of de minimis value



7.4.2 Non-Governmental Personnel. While non-government personnel do not always have the same strict rules as government personnel, 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 all employees be extra sensitive when it comes to giving or receiving gifts, and providing or receiving entertainment from non-governmental personnel.

Regardless of the circumstances, the following rules apply.

- Money, in any form, is never given, offered, solicited, or accepted.
- No gift or entertainment may be given or received if it is, or could reasonably be construed to be, intended to influence behavior or decisions.
- No employee may encourage or solicit gifts or entertainment of any kind from any individual or entity with whom the Company conducts or would likely conduct business.
- Expenditures of, or non-monetary gifts, or entertainment valued at \$25 or less in the aggregate for any calendar year are considered de minimis and do not require prior authorization or reporting.
- The Corporate Compliance Officer must authorize the expenditure of a non-monetary gift or entertainment with a value of \$26 to \$500, in the aggregate for any calendar year, to an individual or entity with whom the Company conducts or wishes to have business dealings with and any such gift should be for a legitimate and identifiable business purpose.
- Employees may receive a non-monetary gift or entertainment from an individual or entity with whom the Company conducts or wishes to have business dealings with. The gift or entertainment should have an identifiable business purpose and if valued at \$26 to \$500 in the aggregate for any calendar year, needs to be reported to, and approved by the Corporate Compliance Officer.
- The Corporate Compliance Officer may authorize an exception where a familial or personal relationship exists outside of the employee's business relationship with the non-governmental employee.
- Any amount, given or received gift or entertainment in an amount in excess of \$500, whether a one-time value or aggregate over any calendar year, requires prior approval by the President.

7.5 Compliance with U.S. Trade Laws

Moffatt & Nichol is fully committed to compliance with all U.S. trade compliance laws and regulations, including the following.

- U.S. Trade Sanctions and Embargoes. These laws, which apply to U.S. persons wherever located, restrict or, in some cases, prohibit companies, their subsidiaries and their employees from doing business with certain specified countries and individuals. The countries and individuals subject to these sanctions (including, for example Cuba, Iran, Venezuela, and North Korea) change periodically. Contact the Chief Human Resources Officer for information on the most current list. <http://www.treas.gov/offices/enforcement/ofac/>
- Anti-boycott Compliance. Prohibits U.S. companies from taking any action that has the effect of furthering or supporting the Arab boycott of Israel. This law requires companies to report any request to act in furtherance of the Arab boycott of Israel. <http://www.bis.doc.gov/complianceandenforcement/antiboycottcompliance.htm>
- Export Controls. These laws, which include the U.S. Export Administration Regulations and other applicable laws and regulations, place restrictions on the transfer of U.S.-origin goods and technology (and, in some cases, services) to foreign destinations and to foreign persons. Depending upon the destination, many such transfers require a license from the U.S. government. Employees should contact the Chief Human Resources Officer if they have questions about the current restrictions and the countries to which these apply. <http://www.bis.doc.gov/licensing/exportingbasics.htm>

7.6 Hiring Government and Former Government Officials

Federal, state, and local governments that contract with Moffatt & Nichol have strict rules and regulations on hiring or even discussing the potential hiring of their employees. These rules are based on the concern that such offers or discussions about hiring could improperly influence the government employee's ability to treat Moffatt & Nichol

objectively. Many senior government officials have rules prohibiting them from working for a private company contractor, like Moffatt & Nichol, for a period of time after their employment with the government ends.

It may be possible to hire government employees in certain instances, but proper precautions must be taken. Before even preliminary suggestions to, or discussions with, a government employee may occur, you must get detailed advice from the Chief Human Resources Officer on whether and how such discussions should occur.

Once employed by Moffatt & Nichol, a former government official may be subject to restrictions on the type of work they can perform, communications they can make, or proposals the Company can receive from the agency they worked for. It is critical to understand and strictly adhere to the limitations applicable to former government employees/officials when they become Moffatt & Nichol employees.

7.7 Sexually Explicit Entertainment

Sometimes clients and suppliers of goods and services have an interest in business dinners and entertainment that involve sexually inappropriate content. In some cultures, certain clients may expect such types of business entertainment from Moffatt & Nichol. Such activities can create an uncomfortable work environment for employees, clients, and others. If this situation arises, you must explain tactfully that your company does not permit time or funds to be used for sexually explicit entertainment. Offering to pay for it personally or have the client pay for it does not solve the problem, because we may not do indirectly that which we are prohibited from doing directly.

7.8 Bribery and Kickbacks – Compliance with Anti-bribery Laws

In many parts of the world, bribing government officials and business people to win contracts is both accepted and expected. Corrupt payments to foreign officials—public or private—are against the law and are a threat to fair competition.

Many countries, including specifically the U.S. and the United Kingdom, have laws that expressly prohibit making corrupt payments (“bribes”) in furtherance of a business opportunity:

- U.S. Foreign Corrupt Practices Act (1977). The Foreign Corrupt Practices Act prohibits U.S. businesses from directly or indirectly giving anything of value (i.e., “bribes”) to a government official (broadly defined) to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded. <http://www.justice.gov/criminal/fraud/fcpa/>
- UK Bribery Act (2010). The UK Bribery Act has many similarities to the U.S. FCPA, although the UKBA is broader in scope. The Bribery Act applies to UK citizens, residents and companies (including non-UK owned companies) that do business in the United Kingdom. Where the U.S. FCPA prohibits the payment of bribes to foreign government officials (broadly defined), the UKBA prohibits making such corrupt payments not only to government officials but also to private citizens. The Bribery Act prohibits not only payment of, or an offer to pay, a bribe but also the receipt of any illicit bribe. <http://www.legislation.gov.uk/ukpga/2010/23/contents>

All forms of bribery and kickbacks are illegal and expressly prohibited at Moffatt & Nichol. Any employee found guilty of participating in such activity, directly or through third parties, will be promptly terminated. In addition, the employee may be subject to personal liability and possible jail time, as provided under applicable laws. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance Officer will be disciplined, up to and including dismissal.

All forms of bribery and kickbacks are illegal and expressly prohibited at Moffatt & Nichol.

7.9 Use of Agents, Consultants, Representatives and Other Third Parties

In many parts of the world, it is necessary, and even required, to use agents, consultants, representatives, or other third parties to arrange or broker deals with foreign governments or government entities. These relationships can be tricky because agents, acting on behalf of Moffatt & Nichol, may offer to pay an illegal bribe, and Moffatt & Nichol may be held legally liable for the improper actions of that agent. Moffatt & Nichol will not pay bribes either directly or indirectly for any reason, even if we lose business because of our refusal to do so. U.S. law and the laws of most other countries make it a crime to pay a bribe to a government official, even if the payment is made through a third party.

Employees, prior to becoming involved in relationships with agents or other third parties are required first to work with the Chief Operating Officer to ensure the Company is paying for legitimate services, and is not bound by informal discussions, misrepresentations, or unintended “finders-fees.” Any such agreements that may result can only be executed by our Corporate Office.

If you have a question as to whether an activity listed in any of the Sections above is sanctioned, restricted or prohibited, seek assistance from the Chief Operating Officer prior to taking any action, including giving any verbal assurances that might be regulated by international laws.

7.10 Antitrust Policy

Moffatt & Nichol is fully committed to compliance with the anti-trust laws, which are designed to promote free and open competition in the marketplace. Not only does the customer benefit by getting the best product at the lowest price, but the Company also benefits by being able to compete on a fair level playing field with competitors. 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 antitrust laws, and that all employees who are actively involved in the procurement of projects on the Company's behalf are aware they are subject to antitrust laws.

The Sherman Act is the primary federal anti-trust statute. It 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 three 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.

7.11 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 between competitors that restricts price competition violates the law. Other examples of price-fixing agreements include the following.

- 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 products
- Adhere to a minimum fee or price schedule
- Fix credit terms
- Not advertise prices



7.12 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:

- 7.12.1 **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 the designated winning competitor's bid will be accepted.
- 7.12.2 **Complementary Bidding:** Complementary bidding (also known as "cover" or "courtesy" bidding) occurs when some competitors agree to submit bids that are either too high to be accepted or contain special terms that will not be acceptable to the buyer. Such bids are not intended to secure the buyer'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.
- 7.12.3 **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.
- 7.12.4 **Subcontracting Schemes:** 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 subcontract that divides the illegally obtained higher price between them.
- 7.12.5 **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 only to customers in certain geographic areas and refuse to sell to, or quote intentionally high prices to, customers in geographic areas allocated to conspirator companies.

Compliance with anti-trust laws, including Price-Fixing, Bid Rigging or any version of these, is a serious matter and, as explained above, violations could subject the Company to substantial civil and criminal liability. Accordingly, any employee who violates anti-trust laws shall be terminated. Additionally, any employee who knows, or reasonably should know that an anti-trust 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 dismissal.

Lobbying and Political Activity

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8.1 Corporate Political Activity

Lobbying and political activity are an important part of our democracy, but strict rules govern what corporations may and may not do in this arena. Moffatt & Nichol is active in establishing good relationships with elected officials to enhance the company's business environment. However, there are stringent legal restrictions on what a company can contribute, offer, promise, or give to elected officials and their staffs. Employees may not give, offer, or authorize to offer company funds or other company assets (directly or indirectly) for political purposes without consulting the firm's President.

Examples of prohibited activities by an individual on behalf of Moffatt & Nichol include the following.

- Buying tickets for a political fundraising event
- Contributing to a local, state or federal political candidate on behalf of the company
- Providing anything of value, including meals, goods, services, travel, accommodations, or tickets for sporting and entertaining events

8.2 Personal Political Activity

Moffatt & Nichol encourages political activity by employees in support of candidates or parties of their choice. However, you cannot use company time, property, or equipment for your own political activities, and must not make reference to Moffatt & Nichol in any way, including identifying the Company as your employer.

8.3 Lobbying

Lobbying requires disclosure to the government and covers many kinds of activities. In the United States, lobbyists must be registered.

You may be considered a lobbyist if your work involves the following.



Contact with legislators, regulators, executive branch officials, or their staffs (for example, members of congress and their staffs)



Making or negotiating sales for government contracts



Efforts to influence an administrative action (such as trying to influence a contract award)

Before engaging in any activities that could be considered lobbying or political activity on behalf of the company—in the United States, as well as other countries—contact the Chief Operating Officer.

Need for Honesty and Care

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9.1 Communications and Records

The determination of which documents and records to keep or dispose of and how to do so can be confusing in a work environment filled with huge amounts of electronic and paper information. All employees, officers and board members are expected to be familiar with, and conform to, document retention, recordkeeping and reporting policies in place. Each project should designate a Document Control Manager, or by default the Project Manager, to implement those policies. Additionally, all Company and employee communications, correspondence, and records must be accurate, complete, and timely. The contents of any written communication must be legible and unambiguous. If, after making any communication, correspondence, or record, the employee discovers a mistake, then the employee must take all steps as may be reasonably necessary to correct such mistake.

9.2 Information Assets

Our proprietary and confidential information such as work processes, products, project procedures, client and supplier lists, and personal information regarding its employees, is an invaluable part of our assets. It is important that employees be prudent and vigilant, both on and off the job, in protecting our confidential and sometimes sensitive information. Discussing new business in a public place, answering questions that suppliers of goods and services have about the company, a client, or project could have a significant negative impact on our business.

We frequently sign confidentiality agreements with our clients or prospective clients since our employees will have access to highly confidential client information. In turn, Moffatt & Nichol requires many employees to sign confidentiality agreements for work on specific projects. Those agreements should be read, understood, and followed during and after your employment with the company. In addition, it is also understood that as it relates to Clients or other third parties, information obtained while performing your duties shall be treated as confidential, and only communicated to those within the Company who have a legitimate business need to access, or other third parties who are authorized to receive such materials or information. All materials and information will be maintained and protected in the same manner as other such confidential materials.

Any employee who knowingly makes a false or misleading communication, correspondence, or record will be disciplined, up to and including termination.



Former employees of Moffatt & Nichol and newly hired employees of the Company should never use or share the following types of information:

- Specific technical, design or process data.
- Trade secrets or confidential information.
- Software licensed to the former employee.
- Anything marked or intended to be confidential or proprietary and that is not publicly available

We must respect confidentiality agreements that may be in place for employees from prior employers just as we want our agreements respected when an employee leaves the company. This does not mean a new employee

cannot use his professional knowledge and skills gained while working for another company. Confidential or proprietary information or data should never be shared from former employers, even if the new employee offers.

9.3 Computer and Data Security

Moffatt & Nichol owns the technology we use in our business, such as hardware, software, data, and networks. This technology and infrastructure are critical to our success. Everyone who uses a computer or other technology asset is responsible for protecting our valuable resources. If you see that anyone, including an employee, client, supplier of goods or services, or consultant is placing the performance and/or security of any Moffatt & Nichol information system at risk, you should immediately advise your supervisor or someone in IT.

Things to never do while using Moffatt & Nichol technology and systems include the following.

- Accessing our system using another person's credentials or information. Never share your password, user ID, or network access information with anyone, even a coworker or administrative assistant.
- Trying to access information or technology that you are restricted from.
- Sharing confidential or sensitive information or data with unauthorized individuals.
- Communicating offensive, inappropriate, or illegal material to anyone.
- Authorizing or facilitating such access to the portal/intranet by any third-party, such as a client, supplier of goods or services, family member, or friend.
- Adding or modifying computer software or hardware on Moffatt & Nichol computer equipment without prior IT approval.
- Saving or copying information to a non-Company owned and maintained device or system.

9.4 False Claims

All requests or demands for payment made on behalf of Moffatt & Nichol pursuant to any contract or business agreement shall truthfully and accurately reflect the value of the goods or services claimed. Billing for time not spent working on a project, charging for materials not used to benefit a project, or artificially inflating a claim for services to negotiate additional compensation from the customer is prohibited.

In accordance with The False Claims Act, any claims presented under a U.S. government program 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. 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 Corporate Compliance Officer, will be subject to discipline, which may include dismissal.

The False Claims Act, also called the "Lincoln Law", is an American federal law that imposes liability on persons and companies who defraud governmental programs. It is the federal government's primary litigation tool in combating fraud against the government.



9.5 Time Charging

While different Federal contracts may prescribe special time charging practices, it is not permissible to charge a customer for hours not actually worked, or to charge time worked on one contract when the hours were worked on a different contract. These fundamental rules apply, regardless of direction to the contrary by supervisor, and regardless

of the type of contract (lump-sum or reimbursable cost). All time must properly, accurately, and precisely be reported. If an employee is requested to improperly charge, such as being asked by their Supervisor to charge their time to a project different than the one they have actually worked on, this request must be reported to the Chief Legal Officer.

9.6 Unallowable Costs

Generally, reasonable costs incurred in connection with reimbursable cost government contracts can be charged to the government as allowable costs. However, certain costs on government contracts are “unallowable” and cannot be charged, such as alcohol, political contributions, and first-class travel costs (in most circumstances). Before allocating your time or an expense to a cost category, be sure the time or expense is properly and accurately categorized.

9.7 Statements & Certifications

All statements, representations, and certifications made on behalf of Moffatt & Nichol, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee knowingly make a false or misleading statement, representation, or certification. Any 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 five years imprisonment, a fine, and restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid, then the Company and/or the individual may be subject to civil liability up to 3 times the amount claimed for payment.

Additionally, employees are routinely required to certify they and the Company comply with various contractual provisions and regulatory requirements. Examples of common certifications include those pertaining to environmental, safety, personnel, and health matters, product 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 there are neither material omissions of fact nor materially misleading statements. Always thoroughly read and understand any document you are signing. If you have questions about whether to sign or who should sign what types of documents, please contact the Chief Operating Officer for further direction.

Moffatt & Nichol maintains an active outreach program that includes access to these business entities to register and be considered for any appropriate business opportunities.

9.8 Commitment to Small, Disadvantaged, and HUB Zone Business Enterprises

Moffatt & Nichol is committed to full compliance with government-sponsored opportunity programs such as the small, disadvantaged, and HUBZone business enterprise programs. For each government-funded contract, Moffatt & Nichol will make good faith efforts to adhere to the solicitation requirements and maximize the participation of Small, Disadvantaged, and HUB Zone business entities in subcontracts and ensure that each of these business entities is performing a commercially useful function. A Small, Disadvantaged, or HUBZone business entity is deemed to be performing a commercially useful function if they are responsible for executing the work and carrying out their responsibilities

by performing, managing, and supervising the work. Moffatt & Nichol maintains an active outreach program that includes access to these business entities to register and be considered for any appropriate business opportunities.

Closing

The Code does not alter “At Will Employment” or other employment status and is not intended to constitute a contract between the employee and Moffatt & Nichol. The Code is intended to supplement other policy documents, such as the Employee Handbook. The Code may, from time to time, be changed by Moffatt & Nichol. Changes will be made to the document and disseminated electronically. If you perceive a conflict between the policies contained in this Code and any other Moffatt & Nichol policies, seek guidance.

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Acknowledgment

I acknowledge that I have received, reviewed, and understand Moffatt & Nichol’s Code of Business Conduct and Ethics. I agree to strictly comply with the Code and understand that I will be subject to disciplinary action if I violate the Code. To confirm this acknowledgement, please use the company-approved electronic platform.

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