

Policy Number: 3.0**Authorized By:** Cianbro Corporation
Michael Bennett**Title:** Business Ethics & Code of Conduct Compliance
Program**Effective Date:** 1/1/2011

1 Status

- 1.1. Update of existing policy, revised 1/1/2017 with an effective date of 1/1/2017

2 Purpose

- 2.1. This policy confirms and updates the Cianbro Companies (herein called the company or Cianbro) Business Ethics and Code of Conduct Compliance Program to ensure that each team member has a means of communicating questions and concerns about matters of integrity, business ethics and safety when the proper course of action is unclear.
- 2.2. The company's expectations of leaders, team members, agents, consultants and representatives are to undertake actions that are consistent with Cianbro's guiding business values, safety programs, core ethical principles, relevant laws and regulations and company policies and procedures.

3 Applicability

- 3.1. This policy applies to the company board of directors, officers and all Cianbro subsidiary companies, business units and departments.

4 Definitions

- 4.1. Ethics Hotline – Cianbro's toll-free whistleblower hotline, (877)842-6831 or www.reportlineweb.com/cianbro, for team members, customers, suppliers, agents, consultants, subcontractors, representatives and others to use to communicate questions and concerns about matters of integrity, business ethics or safety.
- 4.2. Ethics Compliance Issue – Questions or concerns raised by team members, customers, suppliers, agents, consultants, representatives and others that involve the company's business ethics, integrity or safety
- 4.3. The Code – The company's core ethical principles of integrity, respect, teamwork, quality, innovation and citizenship.

5 Policy

- 5.1. Business Ethics and Code of Conduct Compliance Policy
 - 5.1.1. Cianbro is committed to the highest standards of honesty and integrity in conducting its business operations set forth in the Code.
 - 5.1.2. Cianbro's Business Ethics and Code of Conduct Compliance Program incorporates the compliance standards set forth in the company's policy and procedure manuals.
 - 5.1.3. Cianbro's expectation is that all team members and subcontractors will comply with all applicable laws and regulations. To that end, Cianbro includes compliance language in all its subcontracts. Additionally, team members should ensure they have a clear understanding of the established policies and procedures that apply to their specific responsibilities with the company.

5.2. Company Ethics Compliance Officer

- 5.2.1. The Vice President of Human Resources, Health, Safety & Environmental Michael Bennett, (207)679-2318, is Cianbro's ethics compliance officer, reporting to the chief executive officer (CEO) and board of directors. The company's ethics compliance officer works with each business unit to integrate the company's ethics and compliance programs and identify, provide and coordinate necessary resources for conducting investigations.

5.3. Making Inquires and Communicating Concerns or Violations

- 5.3.1. Cianbro's toll free ethics (whistleblower) hotline, (877) 842-6831 or www.reportlineweb.com/cianbro, provides team members, customers, suppliers, agents, consultants, representatives and others with a confidential means of communicating questions and concerns about matters of integrity, business ethics or safety when the proper course is unclear.
- 5.3.2. Team members who have questions or concerns about matters of integrity, business ethics or safety should bring them to the attention of the ethics compliance officer, (877) 842-6831. Supervisors must report any ethics compliance issue directly to the company's ethics compliance officer within 24 hours.
- 5.3.3. No individual will suffer retaliation for making such a report in good faith. All such reports will be handled confidentially and consistent with statutory, regulatory and/or disclosure requirements, as well as the requirements for conducting an effective internal investigation of the matter.
- 5.3.4. Retaliation or retribution against any team member for making good faith reports to the company's ethics compliance officer is cause for disciplinary action, up to and including termination. Team members should exercise sound judgment to avoid baseless allegations.

5.4. Ethics Awareness

- 5.4.1. Cianbro maintains an ongoing ethics awareness and communication program. This program is designed to ensure that team members are responsible, accountable and committed to conducting company business in accordance with relevant laws and regulations, company policy, procedures and the Code. All team members shall receive a copy of the Business Ethics and Code of Conduct Compliance Program.

5.5. Compliance Training

- 5.5.1. All new team members to Cianbro are expected to attend an orientation which reviews the company's policies relating to work rules and conduct; ethics; safety and health; equal opportunity employment; and, benefits and compensation.
- 5.5.2. Certain non-team members and consultants will be obligated to participate in ethics awareness training when so determined by the company's ethics compliance officer. In addition, all subcontractors and suppliers will be made aware of Cianbro's commitment to compliance with the Cianbro code of conduct.

6 Responsibilities

6.1. Leadership

- 6.1.1. Company managers and supervisors at all levels are expected to maintain an open door policy and are responsible for cultivating working environments that embody the company's core ethical principles and that encourage team members and others to raise issues or concerns without fear of retribution. Cianbro managers and supervisors also are responsible for taking appropriate corrective and disciplinary action when required to maintain compliance with this policy.

6.2. Team Members and Others

6.2.1. All Cianbro team members, customers, suppliers, agents, consultants, subcontractors and representatives are required to comply with this policy. They are also required to fully cooperate with any internal or external investigation of alleged misconduct or any other alleged violation of laws, regulations, company policies, procedures and/or rules.

7 Business Ethics and Code of Conduct Compliance Program Index

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7.1. Ethics Committee

7.1.1. As part of our Business Ethics and Code of Conduct Compliance Program, Cianbro has established an ethics compliance officer who will maintain a record of events, inform the ethics committee (which is comprised of the senior management leadership team) and record any meeting minutes. The ethics compliance officer shall report to the board of directors at the next scheduled Board Meeting, any findings of unethical business misconduct.

7.1.2. The mission of the ethics committee is to be responsible for and facilitate the development and continual improvement of the company's Business Ethics and Code of Conduct Compliance Program.

7.1.3. The committee will work with each functioning leader or manager to provide the overall guidance to functioning areas that will develop, administer, and update policies and procedures that provide the framework of Cianbro's Business Ethics and Code of Conduct Compliance Program and ensure that awareness of this program is delivered to team members annually. Day to day working procedures for the company's business functions will be documented in the company's Standard Operating Procedures.

7.1.4. Day to day administration, designed to ensure Cianbro and its team members are in compliance with its policies and various laws and regulations, is the responsibility of each functioning area.

7.2. Company Values: The Heart of our Program

7.2.1. We value people who exercise judgment and take action; accept accountability for their actions; learn from experience and continuously improve; treat others with honesty, fairness, dignity and respect.

7.2.2. We value our word as our bond; meeting commitments and expecting others to meet theirs.

7.2.3. We value our faith in others and assume the risk to establish mutual trust and respect.

- 7.2.4. We value our relationships with others willing to work toward mutual goals and mutual prosperity.
- 7.2.5. We value accepting responsibility, earning rights and sharing opportunities.
- 7.2.6. We value our reputation as a measure of our integrity; we aspire to be industry leaders.
- 7.2.7. We value our role as responsible corporate citizens, being a part of society, not just the economy.
- 7.3. Competitive Environment and Conflict of Interest
- 7.3.1. While Cianbro works in a competitive environment, the company expects that all business will be conducted in an ethical manner. Team members should avoid any activity that might seem to conflict with the best interests of the company or themselves and conduct themselves in line with the company's core values.
- 7.3.2. Cianbro requires all new and rehired team members with network access to review and sign a confidentiality agreement.
- 7.3.3. "Confidential Information" shall mean information, material, or data, whether in written, electronic, or another format, concerning the proprietary business of the company or its affiliates, customers, suppliers, sub-contractors, dealers, projects, prospects, or other proprietary business practices that are obtained by the team member during the course of employment or learned by the team member from the company.
- 7.3.4. Confidential information may include non-public lists of customers or prospects, non-public company financial or marketing information, plans or strategies, non-public work methods or practices, and similar information.
- 7.3.5. Specific information contained in the company's personnel files affecting the individual privacy rights of the company's team members is also protected from public disclosure, in accordance with applicable law. A signed copy of each confidentiality agreement is kept in the team members' personnel file.
- 7.4. Antitrust
- 7.4.1. It is the policy of the company to comply with our nation's antitrust laws. The primary antitrust statute, the Sherman Act, prohibits conspiracies or agreements that restrain trade. It prohibits any formal or informal agreements between competitors regarding price or any element of price (discounts, credit terms), including arrangements between competitors, which tend only to stabilize prices. Agreements by competitors to prevent a decline in price or to adhere to a formula for pricing are just as unlawful as an agreement to set the price itself.
- 7.5. Corporate Political Activities
- 7.5.1. Cianbro's participation in political activities as a corporate entity must comply with applicable federal, state and local laws. When permitted by law and authorized by the company's officers, Cianbro may fund activities that inform and influence the voting public on an issue of importance to the company. Team members are prohibited from working on behalf of a candidate's campaign at work and may not use company property for that purpose without prior authorization. Any political activity that might appear to constitute an endorsement or contribution by Cianbro must be approved in advance by a member of the ethics committee.
- 7.5.2. Political Contributions
- A political contribution is any direct or indirect payment. This included a distribution, subscription, loan, advance, deposit, or gift of money, services or anything of value to a government official, or a person running for an elected office or in connection with an election, or to an organization or group formed to support or defeat a referendum or ballot issue.

- All political contributions made by or on behalf of Cianbro must be approved by a member of the ethics committee and must comply with applicable federal, state and local laws. If a team member is asked to participate in a political activity or make a political contribution, either individually or on behalf of Cianbro, they should contact a member of the ethics committee.
- Activities that may constitute inappropriate political behavior include the following:
 - Providing travel on a company aircraft to a political candidate.
 - Asking another team member to make a political contribution to a particular candidate or official.
 - Distributing fliers, bumper sticker, pins, etc. at work which sponsor a political candidate.
 - Using company fax machine, telephone or computer system to solicit and/or support a political candidate.
 - Distributing ticket purchase forms for a customer's favorite political fundraiser.

7.6. Foreign Corrupt Practices

7.6.1. The Foreign Corrupt Practices Act of 1977, as amended, 15 U.S.C. §§ 78dd-1, et seq. ("FCPA"), was enacted for the purpose of making it unlawful for certain classes of persons and entities to make payments to foreign government officials to assist in obtaining or retaining business. Specifically, the anti-bribery provisions of the FCPA prohibit the willful use of the mails or any means of instrumentality of interstate commerce corruptly in furtherance of any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign official to influence the foreign official in his or her official capacity, induce the foreign official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person.

7.7. Individual Political Participation

7.7.1. Cianbro encourages individual team members to participate in civic affairs and the political process on personal time and with personal funds. Cianbro will not reimburse team members for individual political support and involvement. Cianbro team members must never give the impression that they are speaking on behalf of the company regarding political matters unless they have obtained prior authorization from a member of the ethics committee. Further, Cianbro team members must not pressure other team members to support or make contributions to a particular political party, candidate or cause. Cianbro urges team members to comply with applicable federal, state, and local laws regarding their individual political activities and contributions.

7.8. Business Gifts

7.8.1. A business gift is anything greater than a de minimus value given or received as a result of a business relationship for which the recipient does not pay fair market value. Team members should use their best judgment when giving or receiving business gifts and avoid giving or receiving excessive or lavish business gifts. Team members may not solicit gifts from vendors, contractors or others at any time and gifts of cash and securities may not be accepted. Business gifts, given or received are not allowed if prohibited by applicable law or regulation.

7.8.2. Gifts of nominal or de minimus value are generally acceptable. All gifts should be infrequent and all parties must feel comfortable about open disclosure of the gift to their employers and to the general public. Gifts given to suppliers or customers by Cianbro team members must be reasonable under the circumstances and further the legitimate business interests of the company. Business gifts should never be used to improperly influence the recipient. Furthermore, Cianbro team members should take care to comply with the recipient's rules on receiving gifts.

7.8.3. A "government official" is an employee of any government anywhere in the world, including low-ranking employees and employees of government-controlled entities. Gifts to government employees or government officials may be strictly regulated. Any gift to a government employee must be clearly permitted by all applicable government

regulations and federal, state and local laws. Any gift given to a government employee must be nominal and not given in consideration or expectation of any action by the recipient. All gifts to government employees must be approved by a member of the ethics committee.

- 7.8.4. Cianbro's relationship with governmental officials shall be conducted in a manner that would not subject the company or the official to embarrassment if publicly disclosed. Gifts or entertainment shall not be offered or furnished to any governmental official or team member and shall be in strict compliance with applicable laws.

7.9. False Statement or Claim

- 7.9.1. It is a violation of federal, state and local laws to make a materially false or fraudulent claim, statement, representation or report, or to misleadingly omit material information from a report that is submitted to or relied upon by a federal, state or local government agency. It is the company's policy to fully comply with all such laws. If you have any questions regarding the accuracy of information being supplied to a federal, state or local government agency, bring the matter, utilizing Cianbro's open door policy, to the attention of your supervisor, the ethics compliance officer, or a member of the ethics committee. Violation of federal, state or local false claim or false statement laws can result in fines and penalties to the company and possible jail sentences to individual violators.

7.10. Bribes and Kickbacks

- 7.10.1. A bribe is a gift of something of value to a government or non government official designed to influence a discretionary decision. A kickback is a payment, gift, or other thing of value offered to a representative or employee of a higher tier government contractor for the purpose of obtaining or acknowledging favorable treatment. Kickbacks are a criminal violation.
- 7.10.2. Cianbro team members, and any third party acting on behalf of Cianbro including consultants or contractors, may not offer, give, solicit, or receive a bribe or kickback at any time and may not participate in any scheme involving unlawful payments with any government official, political party or official, political candidate or other individual, in any country, to secure any contract, concession, or other favorable treatment for the company. Team members must ensure that all payments made on behalf of Cianbro are made only for legitimate business purposes, and not to influence or compromise the conduct of the recipient.
- 7.10.3. Bribes, kickbacks, and similar payments may violate federal law including anti-bribery, mail fraud, wire fraud, and anti-racketeering statutes, as well as state and local laws, and the Foreign Corrupt Practices Act. Involved team members as well as the company could be subject to fines, imprisonment, and civil litigation. Cianbro team members who participate in such payments are also subject to legal consequences as well as disciplinary action by Cianbro. All team members have the responsibility to report any actual or attempted bribery or kick backs to Cianbro.

7.11. Government and Non Government Contracts

- 7.11.1. All contracts are subject to a variety of laws and regulations. Cianbro intends to administer the contracts and deliver products and services in a manner that fully complies with contracting laws. All team members must be fully informed of Cianbro's policies regarding specific contracts. In addition, Cianbro team members should review company policies regarding business gifts and bribery. Such activity may be strictly regulated in the government setting.
- 7.11.2. Violations of contract laws and regulations can result in litigation, reduction of negotiated contract prices, suspension of Cianbro's eligibility to receive contracts, and on government contracts, debarment from doing business with the government. Additionally, Cianbro or its individual team members may be subject to civil and criminal litigation, fines and imprisonment.

- 7.11.3. It is the team member's responsibility to ensure that their own conduct, as well as the conduct of those who report to them, complies with Cianbro policies. Team members are encouraged to report any violations of the policy to the ethics compliance officer. Additionally, any questions regarding the policy should be directed to the ethics compliance officer.
- 7.11.4. Cianbro's intent is to comply with cost and pricing requirements of the contract. The contract may require information regarding management decisions, estimates based on verifiable data, and other information that a reasonable person might expect to influence negotiations. When submitting accounting or other records for payment on existing contracts and in support of estimates for future contracts, all labor and material costs should be charged to the appropriate account. Additionally, Cianbro shall comply with all contract specifications and requirements, correctly account for research and development costs, and report inventions made under the contract. When submitting proposals to a client for reimbursement of costs, all costs should be properly recorded, documented and retained in compliance with applicable regulations.
- 7.11.5. Every Cianbro financial record, including timesheets, sales records, and expense reports shall be accurate, timely, and in accordance with the law. Documents must never be falsified and should never distort the true nature of a transaction. All transactions should be authorized and accurately recorded in accordance with generally accepted accounting practices and principles. No secret, undisclosed, or unrecorded funds or assets may be established or maintained for any purpose. Accurate records are every team member's responsibility and violations must be reported to the ethics compliance officer.
- 7.11.6. Contracts with the federal government require a high level of compliance to specific regulations. Cianbro team members working on contracts with the federal government are responsible for knowing and complying with all applicable regulations.

7.12. Equal Opportunity and Affirmative Action

- 7.12.1. Cianbro is an equal opportunity employer and has an affirmative action program (AAP). The AAP is found on www.cianbro.net and is available by contacting the company's equal employment opportunity (EEO) officer.

7.13. Environmental, Product Safety and Health

- 7.13.1. Cianbro has established policies and procedures in all areas of safety. These are published on www.cianbro.net and available to all team members upon request.

7.14. Human Dignity

- 7.14.1. In addition to Cianbro's Equal Opportunity and Affirmative Action Programs, Cianbro firmly believes in treating others with dignity and respect. Cianbro has zero tolerance for human trafficking and involuntary servitude.

7.15. Intellectual Property and Company Assets

- 7.15.1. Intellectual property refers to all material that is created during the course of team member's employment with Cianbro. This includes computer programs, construction innovations, manuals and booklets, spreadsheets and formulas, etc. Intellectual property is the property of Cianbro and cannot be used outside of Cianbro's employment for any reason without express approval of a Cianbro Companies' Officer.

7.15.2. Company Assets

- Cianbro team members should seek to protect company assets from theft, carelessness, and waste, which can have a direct impact on the company's financial performance. All company assets are intended for company use. Misuse of company assets may result in termination or criminal prosecution.
- Cianbro recognizes that limited, incidental personal use of company equipment or communications devices may be unavoidable. Cianbro may permit some personal use of company assets that is preapproved by a company manager, limited in

duration and extent, and does not adversely affect attention to or completion of job responsibilities and does not result in significant incremental cost or risk to the company.

- Team members profiting from the personal utilization of company assets is strictly prohibited. Cianbro team members should consult the company policies on Cianbro.net if they have questions prior to using any company asset, including their own work product, outside of company responsibilities.

7.16. Client Assets

- 7.16.1. Cianbro managers and team members should additionally protect the client's assets in the same way we would our own. It is never acceptable to use client assets for any reason without permission. It is also never acceptable to remove client assets from any property even if it has been discarded.

7.17. Reporting

- 7.17.1. Cianbro is a team member owned company. As team member owners, our success depends on doing the ethical and responsible things as owners in everything we do. As well, the effectiveness of the Business Ethics and Code of Conduct Compliance Program depends on us to maintain appropriate procedures to support the program. Reporting inappropriate behaviors, violations of company policy and procedure is essential in order for us to maintain and improve our program. Therefore each team member is required to:

- Report suspected violations of company policies or other suspected unlawful conduct, through the channels established by Cianbro.
- Report such violations, utilizing Cianbro's open door policy, by contacting a supervisor or the ethics compliance officer.
- No retaliation or adverse action will be taken against a team member because he or she reports a suspected violation of company policy or any other ethical or criminal violations.

- 7.17.2. The identity of any team member who reports a violation of company policy or any other ethical or criminal violation shall be maintained in confidence and handled on a "need to know" basis.

- 7.17.3. When a violation is reported to an area other than the ethics compliance officer, the area receiving the complaint shall promptly communicate the reported violation to the ethics compliance officer.

- 7.17.4. Failure to comply with the standards contained in this policy will result in disciplinary action that may include termination, referral for criminal prosecution and reimbursement to injured parties for any losses or damages resulting from the improper conduct. Alleged violations of this policy will be investigated promptly and thoroughly.

- 7.17.5. This code of conduct provides a guide for the job performance of each team member.

7.18. Compliance Monitoring and Review

- 7.18.1. Each Cianbro manager and supervisor is expected to monitor activities and enforce the company's ethical policies in the areas presenting the greatest risk of non-compliance or in which the consequences of non-compliance may be the most significant. Responsibility for identifying those areas and for developing appropriate monitoring procedures lies with senior management, working with the ethics compliance officer.

The ethics compliance officer will meet with the ethics committee and report any findings relating or pertaining to unethical conduct associated with Cianbro team members and the company code of conduct. This information will also be shared with the board of directors at the next scheduled Board Meeting. Any corrective action relating to the Company's business practices shall also be shared.

The ethics committee will play an important role in the maintenance of compliance monitoring and auditing systems. Its responsibilities include the coordination to:

- Assist managers and supervisors to establish monitoring procedures, monitor new developments and conduct compliance reviews;
- Identify areas in which compliance attention should be focused; and
- Track and report on the frequency and adequacy of compliance reviews conducted by Cianbro's departments.

Cianbro maintains financial/operations auditors whose responsibilities include review of compliance with applicable financial and accounting standards. The audit staff is an important component in the prevention of fraudulent financial practices and in the detection of illegal and unethical conducts.

8 Budget/Approval Process

9 Related Policies and Procedures

- 9.1. Team Member New Hire Orientation
- 9.2. Team Member Handbook
- 9.3. Training Programs
- 9.4. The Ethics Hotline
- 9.5. The Company's Standard Operating Procedures
- 9.6. Any other policies and procedures