

CODE OF ETHICAL CONDUCT

I. Statement of Policy

It is the Company'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 as well as earn and maintain the confidence of our customers and the community in which we live. In order to ensure that the Company operates pursuant to this policy, we have established this Code of Ethical Conduct. The following general rules apply to the implementation of this Code of Ethical Conduct:

1. All employees must comply with this Code of Conduct. Any officer, director, or employee violating this Code is subject to discipline, which may include demotion or dismissal.
2. All employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, employees, agents, customers, subcontractors, and suppliers to the Corporate Compliance Officer.
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 those reporting to them about this Code of Conduct and take all necessary steps to ensure compliance with this Code.
4. No employee has the authority to direct, participate in, approve, or tolerate any violation of this Code by anyone.
5. Any employee who has questions about the application of this Code should consult with the designated Corporate Compliance Officer.

II. Standards of Conduct

A. Equal Employment and Nondiscrimination

The continued success of our company is dependent upon employing the most qualified people and establishing a work environment that is free of discrimination, harassment, intimidation or coercion related to race, color, religion, sex, age, national origin, disability, or protected status. This policy extends to all phases of employment, including hiring, placement, promotion, transfer, compensation, benefits, training and the use of facilities. Our Company is committed to complying with all applicable laws related to equal employment opportunities and to ensure that there is no unlawful discrimination by any officer, director, or employee. The Company is committed to a work environment in which everyone is treated with respect, trust, honesty, fairness, and dignity.

B. Environmental Compliance

Our Company 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 also an important component of our 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 employee may participate in concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants. Any person who has reason to believe that there may have been violations of any aspect of this environmental compliance policy shall report immediately to the Company's designated Corporate Compliance Officer. Moreover, in addition to compliance with all environmental laws and guidelines, the Company is also committed to utilizing energy and materials in a manner that will minimize the impact on the environment. The Company will also consider using recycled materials whenever feasible.

C. Safety & Health

The Company considers employee safety and health as one of the highest priorities. 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 all of the applicable health and safety laws and guidelines and follow all applicable procedures. Also, supervisors are responsible for ensuring that all reasonable safeguards and precautions are taken in the workplace including ensuring compliance with the Company's procedures and guidelines, promoting safe work practices, and the use of personal protective equipment. If any employee has any safety related concerns, he or she should report these concerns to the Company's designated Corporate Compliance Officer.

D. Drugs and Alcohol

The Company is firmly committed to providing its employees with a safe and productive work environment to the extent possible and promoting high standards of employee health. Accordingly, the Company expects all of its employees to report to work and be able to perform his or her duties productively and safely. Drug and alcohol abuse by employees is regarded as unsafe by creating an increased risk to the safety of themselves, their fellow employees, and the general public and is contrary to the Company's interests in maximizing its productivity. Therefore, drug and alcohol abuse will not be tolerated and the Company will take appropriate action to ensure compliance with this policy. Additionally, anyone caught using drugs or alcohol in the workplace will be subject to discipline, including termination.

E. Conflicts of Interest

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

1. Outside Employment

As a matter of Company policy, employees may pursue outside employment opportunities. However, such opportunities must not interfere with the employee's job responsibilities with the Company. Any outside employment that interferes with the employee's job responsibilities or conscientious performance of his or her duties is deemed to be a conflict of interest and is not permitted. Likewise, an employee's participation in civic, charitable, or professional organizations or activities that interferes with the employee's job responsibilities or conscientious performance of his or her job duties is deemed to be an impermissible conflict of interest. Additionally, 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. Prior to engaging in any outside employment activity or participating in any civic, charitable, or professional organization or activity that may give rise to an actual or potential conflict of interest, the employee must consult with the Corporate Compliance Officer and obtain express written approval.

2. Personal Financial Interests

Employees should avoid personal financial interests that might be in 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 adverse to the Company; acquiring real estate or other property that the employee knows, or reasonably should know, that 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 be in conflict with the interests of the Company, the employee must first consult with the Corporate Compliance Officer and obtain express written approval.

F. Gifts and Entertainment

1. Bribery and Kickbacks

All forms of bribery and kickbacks are illegal and expressly prohibited. Any employee caught participating in such activity will be promptly terminated. Any 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.

2. Government Personnel

All forms of gifts and entertainment to or from government personnel (Federal, State, and local), including persons that may be acting for or on behalf of the government, are expressly prohibited. However, the Corporate Compliance Officer may authorize an exception where a familial or personal relationship exists outside of the employee's business relationship with the government employee.

3. Non-Governmental 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 that all employees be extra sensitive when it comes to giving or receiving gifts and entertainment from non-governmental personnel (as stated above, the giving or receiving of gifts from government personnel is prohibited). Therefore, regardless of the circumstances, the following rules apply:

- The Corporate Compliance Officer must approve the giving or receiving of all forms of gifts and entertainment over \$500.
- Money, in any form, is never given, offered, solicited, or accepted.
- No employee may encourage or solicit gifts or entertainment of any kind from any individual or entity with whom the Company conducts business.
- Employees may receive a non-monetary gift or entertainment from an individual or entity with whom the Company conducts business with a value equal to or more than \$500 in the aggregate for any calendar year, provided that such gifts or entertainment are reported to and approved by the Corporate Compliance Officer and is for a legitimate and identifiable business purpose.
- The Corporate Compliance Officer may authorize the expenditure of a non-monetary gift or entertainment with a value equal to or more than \$500 in the aggregate for any calendar year to an individual or entity with whom the Company conducts business only if it is for a legitimate and identifiable business purpose.
- 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.

G. Communications and Records

All employees are expected to be familiar with, and conform to, the Company's document retention policy as well as the Company's recordkeeping and reporting procedures. 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 that s/he has made a mistake, then the employee must take all steps as may be reasonably necessary to correct such mistake. Any employee who knowingly makes a false or misleading communication, correspondence, or record will be terminated.

H. Antitrust Policy

The Company is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. Not only does the customer benefit by getting the best product at the lowest price, but the Company also benefits by being able to compete on a fair and level playing field with competitors. The antitrust laws are complex and must be complied with strictly. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters present problems of great sensitivity. It is therefore essential that every employee be generally aware of the antitrust laws, especially all employees that are actively involved in the bidding process. Below is a general overview of the antitrust laws: The Sherman Act is the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in other anticompetitive activity. Violation of the Sherman Act is a felony punishable by a fine of up to \$10 million for corporations, and a fine of up to \$350,000 or 3 years imprisonment (or both) for individuals and may subject the Company and/or the individual to suspension or debarment. In addition, collusion among competitors may constitute violations of the mail or wire fraud statute, the false statements statute, or other federal felony statutes. In addition to receiving a criminal sentence, a corporation or individual convicted of a Sherman Act violation may be ordered to make restitution to the victims for all overcharges. Victims of bid-rigging and price-fixing conspiracies also may seek civil recovery of up to three times the amount of damages suffered. Most criminal antitrust prosecutions involve price fixing, bid rigging, or market division or allocation schemes. Under the law, price-fixing and bid-rigging schemes are per se violations of the Sherman Act. This means that where such a collusive scheme has been established, it cannot be justified under the law by arguments or evidence that, for example, the agreed-upon prices were reasonable, the agreement was necessary to prevent or eliminate price-cutting or ruinous competition, or the conspirators were merely trying to make sure that each got a fair share of the market.

1. Price-Fixing

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

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

2. Bid-Rigging

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

- a. **Bid Suppression:** In bid suppression schemes, one or more competitors who otherwise would be expected to bid, or who have previously bid, agree to refrain from bidding or withdraw a previously submitted bid so that the designated winning competitor's bid will be accepted.
- b. **Complementary Bidding:** Complementary bidding (also known as "cover" or "courtesy" bidding) occurs when some competitors agree to submit bids that either are too high to be accepted or contain special terms that will not be acceptable to the 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.
- c. **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.
- d. **Subcontracting:** Subcontracting arrangements can be part of a bid-rigging scheme. Competitors who agree not to bid or to submit a losing bid frequently receive subcontracts or supply contracts in exchange from the successful low bidder. In some schemes, a low bidder will agree to withdraw its bid in favor of the next low bidder in exchange for a lucrative subcontract that divides the illegally obtained higher price between them.

3. Market Division

Market division or allocation schemes are agreements in which competitors divide markets among themselves. In such schemes, competing firms allocate specific customers or types of customers, products, or territories among themselves. For example, one competitor will be allowed to sell to, or bid on contracts let by, certain customers or types of customers. In return, he or she will not sell to, or bid on contracts let by, customers allocated to the other competitors. In other schemes, competitors agree to sell 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 the antitrust laws is a serious matter and, as explained above, violations could subject the Company to substantial civil and criminal liability. Accordingly, any employee who violates antitrust laws shall be terminated. Additionally, any employee who knows, or reasonably should know, that an antitrust violation has been, or will be, committed and fails to report it to the Corporate Compliance Officer will be subject to discipline, which may include termination.

I. Claims

All requests or demands for payment made on behalf of the Company pursuant to any contract or business agreement shall truthfully and accurately reflect the value of the goods or services provided. Under no circumstances may an employee make a false claim. Examples of false claims include billing extra time not spent working on a project, charging for materials not used in a project, or artificially inflating a claim in order to negotiate additional compensation from the customer. Any claims 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, 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 termination.

J. Statements & Certifications

All statements, representations, and certifications made on behalf of the Company, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee make a false or misleading statement, representation, or certification. Any statements that are false, fictitious, or fraudulent or contain materially false, fictitious, or fraudulent statements or entries, may subject the Company, and/or the individual making the statement, to criminal liability punishable by up to 5 years imprisonment, a fine, restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid, 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 that they and the Company are in compliance with various contractual provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, personnel, and health matters, product quality and material certifications, and quality control and quality assurance testing certifications. Employees must be aware of the requirements applicable to their jobs and ensure that all certifications are accurate and that there is neither a material omission of fact or materially misleading statements.

K. Commitment to Disadvantaged Business Enterprises

The Company is committed to full compliance with government sponsored opportunity programs, such as the disadvantaged business enterprise (DBE) program, and maximizing the opportunities of DBEs. As such, the Company will not discriminate on the basis of race, color, national origin, or sex in the hiring of suppliers or subcontractors and will foster an environment in which everyone is treated with respect, trust, honesty, fairness, and dignity. For each government-funded contract, the Company will make good faith efforts to maximize the participation of DBEs in subcontracts and ensure that each DBE is performing a commercially useful function. A DBE is deemed to be performing a commercially useful function if the DBE is responsible for executing the work and carrying out their responsibilities by actually performing, managing, and supervising the work. Please review the Company's DBE Compliance Program for additional policies and procedures.

III. Obligation to Report Violations and Cooperation

Each employee must promptly report (preferably within 24 hours) any known or suspected violation of this Code of Ethical Conduct and all other unlawful or unethical conduct to the Corporate Compliance Officer. 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 to the extent possible and appropriate, and under no circumstances will any employee who makes a report be subject to any acts of retribution or retaliation or disciplinary action. Additionally, all employees must fully cooperate in any investigation of a suspected violation of this Code and fully cooperate with any request by the Corporate Compliance Officer.

Any employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be disciplined, including demotion or dismissal. 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.

If an employee's complaint is not acted upon immediately, the employee is directed to make the complaint in writing and send a copy by certified mail, return receipt requested, to the Chief Executive Officer of the Company. An employee also may file a complaint pursuant to the Company's private 24-

hour telephone hotline: **770-405-0061**. The U.S. Department of Transportation, Office of Inspector General, also maintains a 24-hour telephone hotline: 800-424-9071.

IV. 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.
- Discharge.