

VISION  
INTEGRITY  
RESULTS



2023-2024

# CODE OF CONDUCT

A GREAT PLACE  
TO WORK



# A NOTE FROM MANJIV



Dear Friends,

More than 30 years ago, we published our first Code of Conduct. In 1993, the Code reflected who we were – a young organization of hard-working people striving to do the right thing. Today, ECC is a much larger, geographically diverse organization that is consistently rated as one of the top Department of Defense (DoD) contractors with hundreds of ongoing projects worldwide. Over the years, it has become ever more important for all of us to know and do what is right.

**EXPECTATIONS.** Our employee-owners deserve and expect the highest level of integrity from all of us – not only in the workplace but in everyday interactions with each other and our communities. These guidelines apply to everyone irrespective of their seniority, role, or title. In addition, when hiring new employees, we seek those who share our values, including those reflected in this code of conduct. Finally, we seek subcontractors, vendors, and consultants who possess values that are in alignment with ours, and ethics and safety are the top two values we seek when partnering with other firms.

**HOW TO USE THIS GUIDE.** We will use this guide as a resource when we have questions related to ethics and general conduct as an ECC employee.

While no document contemplates every conceivable issue we may encounter, this guide should give us a good perspective on important legal and ethical issues, and a strong compass to guide us in the face of ambiguous situations. The code is broken into four major sections:

- **OUR WORKPLACE** describes those issues that affect how we act internally and the rules and expectations that govern our personal actions.
- **OUR MARKETPLACE** describes a number of the issues that affect our interaction with clients, applicants, subcontractors, vendors and others with whom we do business.
- **OUR WORLD** describes a few key areas involving how we interact with our communities.
- **OUR ETHICS PROGRAM** contains references, maps, organization charts, and resources for further information.

This is our shared document – I fully expect you to speak up when you have a question or comment that needs to be addressed – either informally, through the Hotline, or with your local Compliance Liaison.

Finally, I invite you to personally reach out to me or Glenn Sweatt if you feel you're not getting the desired level of attention to your issues. As employee-owners, we are all in the same boat, and it is very important to me that I and the senior management team are doing everything we can to meet your needs.

**Manjiv S. Vohra, P.E.**

A handwritten signature in black ink that reads "Manjiv S. Vohra, P.E." The signature is written in a cursive style.

President & Chief Executive  
Officer  
mvohra@ecc.net  
(650) 347-1555

## ECC'S ANTI-RETALIATION POLICY

We are expected to report any suspected violations of this document or other irregularities to our supervisor, Corporate Counsel, Ethics Program Coordinator, and/or local Compliance Liaison. No adverse action or retribution of any kind will be taken against us because we report a suspected violation of this Code or other irregularity. Such reports shall be treated confidentially to the maximum extent consistent with fair and rigorous enforcement of the Code.



# ECC CORE VALUES



## FRIENDSHIP



We value the personal friendships which bind us together as a work community, resulting in exceptional performance. We believe the mutual respect and trust that develops from our friendship motivates us to excel and results in effective communication throughout the organization. This is the foundation for continued success.

## PEOPLE



We believe in diversity and attracting individuals with qualities such as loyalty, knowledge, imagination, team spirit, dedication, and integrity. We believe in the development and growth of individuals who seek long-term success through their creativity, enthusiasm, and desire for continuous improvement.

## SAFETY



We value the safety, security, and wellness of our people and their families. We embrace healthy habits and behaviors. We plan and conduct our work in a manner that protects people, property, and the environment.

## SERVICE



We passionately value the opportunity to serve our clients and communities. We live our lives in the pursuit of excellence, using our skills to achieve our client's mission with pride and extraordinary results. We exist in harmony with society and the environment, supporting organizations that benefit our communities and humankind. We take responsibility for our actions and hold ourselves accountable for the quality and execution of our work.

## PROSPERITY



We expect profit from our contribution and believe that it should be shared with our employee-owners to encourage and reward excellent performance. Profit is necessary for our sustainability and growth.

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## WORKPLACE GUIDING PRINCIPLES

### A1. EQUAL EMPLOYMENT OPPORTUNITY (EEO), DISCRIMINATION, HARASSMENT, AND ANTI-RETALIATION

We truly believe our people make the difference, and we believe the foundation of our continued success in Human Resources (HR) is equal employment opportunity. We embrace diversity as a building block to superior service, performance, and continued success. Our multi-cultural family of employees helps us maintain a workplace characterized by open opportunity.

It is our policy to afford equal employment opportunity to qualified individuals regardless of their race, color, religion, sex, gender identification, national origin, sexual orientation, age, physical or mental handicap, or any other legally protected categories; and to conform to applicable laws and regulations.

This policy pertains to all aspects of the employment relationship, including application and initial employment, promotion and transfer, selection for training opportunity, wage and salary administration, and the application of service, retirement, seniority, and employee benefit plan policies.

It is also our policy to provide employees a work place free from any form of sexual harassment. Sexual harassment in any manner or form is expressly prohibited.

Note that special rules and regulations apply when hiring former Government employees. Please see section **B4 Conflicts of Interest (COI)**, refer to the Employee Handbook, or ask an HR representative.

#### PROTECTION AGAINST RETALIATION

Applicable law prohibits retaliation against any employee by another employee or by the Company for reporting, filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by the Company or a federal or state enforcement agency.

Employees should report any retaliation to your local Compliance Liaison, a supervisor, or to any manager. Any complaint will be immediately, objectively and thoroughly investigated in accordance with the investigation procedure outlined above. If a report of retaliation is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.

*"As a global company recognized as a leader among organizations in our industries and an equal opportunity employer, ECC is proud of our multi-cultural family of employee-owners. We celebrate our many similarities and differences among our diverse workforce and work together to embody the core values we share as an organization for the well-being, support, and development of each individual. Our attitude towards diversity, equality, and openness are major reasons why ECC is a great place to work!"*

*-Margie Nienhaus, Talent Acquisition Manager, Lakewood, CO*



**OUR WORKPLACE**

**ECC CORE VALUE:  
PEOPLE**

We believe in diversity and attracting individuals with qualities such as loyalty, knowledge, imagination, team spirit, dedication, and integrity. We believe in the development and growth of individuals who seek long-term success through their creativity, enthusiasm, and improved productivity.



## WORKPLACE GUIDING PRINCIPLES

### A2. ENVIRONMENT, SAFETY, AND QUALITY

#### ECC—NEVER COMPROMISING SAFETY

“ECC—Never Compromising Safety” is more than our environment, safety, and quality (ESQ) tagline. It is engrained into our culture, reinforced by our leadership, and reflected through our actions. Therefore, we’re committed to ensuring the health, safety, and well-being of our coworkers and the communities in which we work, protecting and enhancing the environment, and providing our clients with valued and quality services. To achieve these goals, we commit to the following:

- Implement an ethical work process that emphasizes management leadership, employee involvement, worksite analysis, and hazard prevention
- Incorporate pollution and loss prevention principles into our operations
- Thoroughly plan and execute our work accordingly
- Ensure that employees and subcontractors are qualified and competent
- Comply with company procedures, contract requirements, and applicable laws, standards, and regulations
- Recognize outstanding team and individual performance
- Exceed the expectations of our clients
- Monitor and optimize the effectiveness of our management system
- Provide resources and guidance to facilitate healthy lifestyles and well-being
- Facilitate environmental sustainability by bringing knowledge, initiatives, resources, and encouragement to ECC, our clients, the community, and beyond

With everyone’s participation, we will continue to achieve these goals and fulfill our commitments within a culture that strives for zero incident performance, the highest quality of work, improved employee wellness, and a greener environment. Additional information can be found under section **C.1 Environmental Issues**, by visiting our ESQ section on ECCONET, or contacting our local Compliance Liaison, HR representative, or ESQ Manager.

### A2. HOW THIS TOPIC RELATES TO US

Our compassionate and highly ethical employees care about the environment and each other’s safety, well-being, and quality of work-- whether on a job site, in an office, traveling, or on their personal time. We have multiple resources and outlets to learn more about safety and quality in the workplace, as well as safety, health, and wellness.

*“The most valuable resource we have is our people! Obviously, quality and productivity are critical to our operations, but they will never take precedence over the safety of our employees and our team subcontractor employees. Safety is embedded into our culture at ECC and is evident in our entire work process—from the proposal stage through project execution. Our goal is to provide a work environment free of recognized hazards to ensure everyone goes home safely. With unified effort from our entire team, we can achieve this goal.”*

- Kym Edelman, CIH, CSP, Corporate Safety Director, Chesapeake, VA



## WORKPLACE GUIDING PRINCIPLES

### A3. PERSONAL CONFLICTS OF INTEREST (COI)

We are professionals. Our actions should be geared towards protecting and benefiting our clients, employee owners, and communities, which maximizes prosperity. Business decisions should be based on solid reasoning, free from COI.

Therefore, we do not have any employment, consulting, or other business relationship with a competitor, customer, or supplier to ECC. In addition, we do not invest in any competitor, customer, or supplier (except for moderate holdings of publicly traded securities) unless there is advance written permission from a corporate officer after consultation with a Compliance Liaison. In addition, we avoid behavior that would give the appearance of a COI.

Outside employment may also constitute a COI if it places us in the position of appearing to represent ECC; involves providing goods or services substantially similar to those ECC provides (or is considering making available); or lessens the efficiency, alertness, or productivity normally expected of us on our jobs. All outside employment that raises any question in this regard must be approved in advance by the employee's immediate supervisor and the local Compliance Liaison.

We will notify ECC of any benefits obtained from third parties because of our positions, and pay over to ECC such benefits that are capable of being transferred. Benefits subject to notification include, for example, interest-free or low-interest loans.

### A4. USE OF ECC ASSETS

As a global company, ECC employees are frequently away from home. We recognize this, and acknowledge that limited, reasonable use of ECC assets is necessary to function in this environment. However, we are mindful not to abuse ECC assets; we are at all times stewards of the Government's money. So while personal use of an ECC cell phone, or using the ECC internet or e-mail to briefly take care of our personal affairs is acceptable, overuse of these assets, and more importantly, our time during business hours, is not acceptable. We will not use ECC facilities for mass mailings, favors for friends or family, or side businesses.

#### HOW THIS TOPIC RELATES TO US

The most common issues that arise from this topic include personal use of ECC's internet, phone, and cell phone services; ECC-provided lunches, snacks, and refreshments; and use of office supplies, printers, and software. Bottom line: We will neither abuse ECC assets nor spend time during business hours working on non-business activities. Further information can be found under **A10. Electronic Communication/Internet Use** and **B10. Truth in Negotiations Act and False Claims**.

### A3. HOW THIS TOPIC RELATES TO US

Common issues include: 1) hiring or consulting of relatives, ex-Government employees, or industry professionals or companies with which we have a business relationship; 2) employment outside of ECC. Subcontractors should also adhere to these guidelines. For additional guidance, we can refer to "Personal Relationships in the Workplace" and "Employment of Relatives," in our Employee Handbook on ECCONET. For more information, we can contact our local Compliance Liaison.

#### QUESTION (A4)

During my personal time, I create art that I then sell on an on-line auction. Can I use ECC mail and express services to ship these items if I reimburse ECC for the costs of these services?

#### ANSWER

Occasional personal use of mail and express services is permitted, with proper reimbursement. However, a regular ongoing use of these services, such as for a side business, or even a "hobby" business, is not permitted (even though you would be reimbursing ECC.)

### MAINTAINING OUR POSITION OF TRUST

*We devote our full working time and efforts to ECC's interests and avoid activities that might detract from or conflict with those interests. We must be aware of certain situations that might compromise our position of trust.*



## WORKPLACE GUIDING PRINCIPLES

### A5. DATA PRIVACY - EMPLOYEES AND CUSTOMERS

At ECC, we value employee and client privacy, and keep information confidential. Therefore, we established the following regulations:

- Employees do not disclose any non-public business, financial, personnel, or technological information, plans, or data acquired during employment to any outside party (except as specifically authorized by management pursuant to established policy and procedures).
- Upon termination of employment, employees do not copy, take, or retain any documents containing restricted information.

The prohibition against disclosing restricted information extends indefinitely beyond employment. An employee's agreement to protect the confidentiality of such information in perpetuity is considered an important condition of employment.

### EMPLOYMENT PRACTICES AND POLICIES - PERSONNEL RECORDS

ECC maintains comprehensive personnel records and information on each applicant, employee, and past employee. These files are considered confidential, and therefore, ECC enforces the following regulations:

- Information contained in each record will be obtained directly from ECC, whenever practical. When information is obtained from outside sources, the employee will be informed.
- Information should only be released to others after HR has ascertained that the requestor has a legitimate right to the information.
- An employee can review his/her file by contacting HR. If information in his/her file is incorrect/incomplete, he/she can request that a correction or amendment be made.
- Employees notify HR of any changes in marital status, dependents, address, telephone number, and/or beneficiary status.
- Requests for personnel information from outside of ECC concerning applicants, employees, and past employees should be referred to HR. HR may verify wage and salary information and release information about his/her employment, position held, and job location without first obtaining consent.
- Personnel records will be retained as required by various Federal, state, and local laws. These may include international laws as well, such as the GDPR compliance.

Employees must also be aware of General Data Protection Regulation (GDPR) principles for ECC's EU based business. For more information on GDPR, please contact Tony Nolen in Burlingame.

*"Our HR experts balance your right to privacy with ECC's need to obtain, use, and retain employee information in a professional and ethical manner. Professionals handling these files have a responsibility to release information only to those having a legitimate need to know."*

*-Tiffany Giglio, Human Resource Manager, Hudson, MA*

### QUESTION (A5)

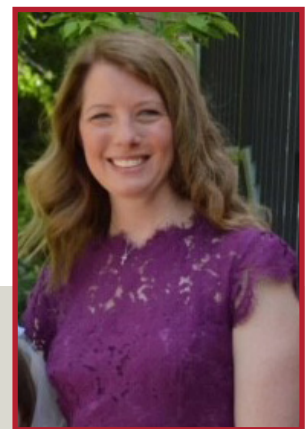
ECC has a lot of my medical information – how do I know that this information is kept confidential?

### ANSWER

ECC maintains the confidentiality of all data to the maximum extent practicable - not just medical information of its employees. While it is generally true that HIPAA does not apply to employers like ECC simply based on their collection of employee health information, HIPAA still affects us insofar as it applies to the health care entities with whom we work.

### WHO IS MY LOCAL HR REPRESENTATIVE?

Tiffany Giglio, Hudson Office  
(508) 229-2270 x20153





## WORKPLACE GUIDING PRINCIPLES

### A6. ACCURATE RECORDS

As a Government contractor, it is extremely important that we maintain accurate and up-to-date records for audits, information tracking, and good business practices. Timecards and financial records are especially important.

#### CHARGING OF COSTS/TIMECARD REPORTING

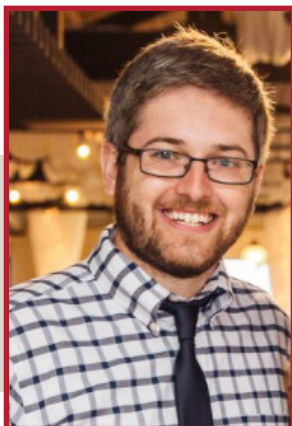
When completing our timecard, we do so in a complete, accurate, and timely manner. Employees performing US Government contracts should be particularly careful to ensure that the hours they report are applied to the correct account. No cost may be charged or allocated to a Government contract if the cost is unallowable by regulation or contract provision or is otherwise improper.

We are required to sign our own timecards. Our signature on a timecard is our representation that the timecard accurately reflects the number of hours worked on the specified project or job order. A supervisor's signature is a representation that the timecard has been reviewed and that steps have been taken to verify the validity of the hours reported and the correctness of the allocation of the hours. Supervisors should avoid placing pressure on subordinates that could lead them to believe that deviations from appropriate charging practices will be condoned.

For additional information, we should refer to **B10. Cost or Pricing Data: Truth in Negotiations** or contact our local Compliance Liaison and/or HR representative.

#### FINANCIAL RECORDS

ECC records are maintained in a manner that provides for an accurate and auditable record of all financial transactions in conformity with generally accepted accounting principles. No false or deceptive entries may be made, and all entries must contain an appropriate description of the underlying transaction. All ECC funds must be retained in corporate bank accounts and no undisclosed or unrecorded fund or asset shall be established for any purpose. All reports, vouchers, bills, invoices, payroll and service records, and other essential data must be prepared with care and honesty.



*"Accurate and detailed recordkeeping is essential. By maintaining complete, truthful, and up-to-date records, we not only ensure that our legal obligations are satisfied, but we can rest assured that we will be prepared for any future requests for documentation. Timecard records are not just necessary for legal purposes; they also serve to support our efforts in effective and efficient execution of all of our projects."*

- Andrew Helvie, Accountant, Burlingame, CA

### QUESTION (A6)

I have an employee who left for vacation and forgot to sign his/her timecard. Can I complete and submit it on his/her behalf?

### ANSWER

No. Employees must complete and submit their own timecards. The employee may do this online.



## WORKPLACE GUIDING PRINCIPLES

### A7. DRUG-FREE WORKPLACE

We value a safe work environment, and therefore, prohibit the use, sale, dispersal, possession, or manufacture of illegal drugs, narcotics, and alcoholic beverages on our premises. This prohibition also covers all legal or prescription drugs which impair an employee's ability to perform his/her job safely or properly.

The following actions are subject to disciplinary action, up to and including dismissal:

- Bringing illegal, non-prescribed drugs, narcotics or alcoholic beverages to work
- Being under the influence of such substances while working or using such substances while working
- Dispensing, distributing, or illegally manufacturing or selling such substances on ECC premises or work sites

The only exception is pre-approved company-sponsored events during which alcoholic beverages may be served (e.g. annual holiday party). We, our possessions, and ECC-issued equipment and containers under our control are subject to search and surveillance at all times while on ECC premises or while conducting ECC business.

We may be required to take a test to determine the presence of drugs, narcotics, or alcohol, unless such tests are prohibited by law. If convicted of any criminal drug violation occurring in the work place, an employee must report such convictions to HR within five days. HR will then take appropriate action as required by law. All applicants must pass a drug screen as part of their pre-employment process. In addition, those personnel participating in HAZWOPER or fitness for duty physical examinations are required to take a drug screen test as part of the physical examination. Some clients (ex: certain DOE facilities) require random drug screening.

If judged to be under the influence of drugs, narcotics, or alcohol, an employee will be required to leave the premises. An employee who must use prescribed drugs or narcotics during work should report this fact to their supervisor, and provide acceptable medical documentation. A determination will then be made as to whether the employee is able to perform his/her job safely and properly.

If problems arise as a result from drug, narcotic, or alcohol abuse or dependency, we encourage employees to seek rehabilitation, counseling, and/or other help. Please note that marijuana remains a scheduled drug under the Controlled Substances Act. Thus, use or possession of marijuana is illegal and improper, whether or not you live in a state or jurisdiction which has legalized the medicinal or recreational use of marijuana.



*"A lot of the work we do here at ECC does not allow us to get a Second Chance. With a drug-free workplace we can be prepared, reduce risk, and stay focused on the tasks at hand."*

*-Terry Davis, Senior Project Manager, UXO, Guam*

### QUESTION (A7)

We have an ex-employee who was terminated for failing a drug test three years ago. He has been through an assistance program and wants to be re-hired. Is he eligible for re-hire?

### ANSWER

Each case is different; therefore, please call HR to discuss the situation. There is no one answer applicable for every situation and all factors (program, safety, client, co-worker, the individual's employment and performance records, and qualifications, etc.) must be reviewed.

### A7. ADDITIONAL GUIDANCE

Drug-Free Workplace Act 41 U.S.C. 701

Employee Assistant Program (EAP), ECCONET: <https://ecconet.ecc.net/hr/indexDeptHr.asp>

Alcoholics Anonymous: <http://www.alcoholics-anonymous.org/>  
Narcotics Anonymous: <http://www.na.org/>

If you need more information, please contact your local Compliance Liaison, HR representative, or medical insurance coverage plan provider.



## WORKPLACE GUIDING PRINCIPLES

### A8. POLITICAL ACTIVITIES AND LOBBYING AND DISCIPLINE/MANDATORY SANCTIONS

We believe in the democratic political process and encourage personal participation in that process. A corporation's activities, however, are limited significantly by law. For this reason, no political contribution, corporate funds, or use of corporate property, services, or other assets may be made by ECC without the written approval of the local Compliance Liaison.

In this connection, indirect expenditures on behalf of a candidate or elected official, such as travel or use of telephones and other corporate equipment, may be considered contributions. Any questions should be referred to the local Compliance Liaison. We will not be reimbursed in any manner for political activities. In addition, we may not use ECC resources (e.g. e-mail, ECCONET) for political campaigning purposes, and should not engage in any campaigning at work.

#### DISCIPLINE/MANDATORY SANCTIONS

Our ethical obligations are of utmost importance and taken seriously. Unethical activity cannot be tolerated and may result in one or more of the following, as appropriate: warning, reprimand (will be noted in individual's permanent personnel record), probation, demotion, temporary suspension, discharge, required reimbursement of losses or damages, or referral for criminal prosecution or civil action.

Many of the topics discussed in the code are not just ECC policies--they are Federal and State laws. Penalties for violation of these laws can involve fines and/or imprisonment. Further, some of these laws require ECC to disclose any credible allegations of improper conduct to the relevant authorities. For further information, we can refer to ECC PAC documentation, FAR 31.205-22, or contact Tony Nolen, Ethics Officer, in the Corporate Office.

#### QUESTION (A8)

Can ECC give a donation to a local candidate that supports us and has been helpful to our project?

#### ANSWER

No. Corporations may not donate to any political campaign. However, employees may donate to the ECC PAC, and the PAC may also support selected candidates or causes.



*"I like that ECC as a company does not endorse any particular political views, activities, or lobbying; however, all employees are encouraged to be a part of the political process based on our own individual beliefs, opinions, and values."*

*-Kaiulani Watson, Project Manager, Burlingame, CA*





## WORKPLACE GUIDING PRINCIPLES

### A9. RECORD RETENTION

Proper retention of records is vital for the integrity of ECC's compliance programs. Record keeping must be in compliance with the guidelines found in FAR Part 4. These regulations include:

- Distinguishing between commercial requirements and Government contracting requirements.
- Books and records related to Government contracts and subcontracts shall be maintained for three years after final payment or three years after settlement of any litigation.
- Requirements for records regarding Health and Safety, Exposure, or Disposition of Hazardous Waste must be kept in accordance with State and Federal laws. In general, these records should be kept indefinitely.
- Records should be stored properly to avoid deterioration or loss. Permanent records should be stored electronically on official ECC data storage drives, and paper copies in fireproof, offsite locations.
- Duplicate and extraneous material should be destroyed prior to storage.
- Records should be indexed for quick reference and retrieval purposes.
- If documents have been scanned, original hard copies should be maintained for at least one year to permit validation of the imaging system. Originals need not be maintained after this period unless they contain significant information which cannot be reproduced in the electronic image.
- We do not dispose of accounting records without approval from the Controller.
- No other records should be destroyed without the Contracts Dept's approval.

Work-related medical records are confidentially maintained by our corporate medical consultant in accordance with OSHA regulations. Contact Kym Edelman, Corporate Safety Director, in the Chesapeake, VA office for further information.

#### QUESTION (A9)

My project is over and I am closing out and archiving files. Does everything need to be saved?

#### ANSWER

A record may be anything that is printed, hand written, or in electronic format. We do not need to retain all documents. Saving duplicates or copies of original creates problems in keeping track of the records. Records that do not need to be kept should be disposed of in a timely manner. For further details, please see Archiving SOPs.

#### QUESTION (A9)

What do I do with large binders, electronic media, books, etc. that cannot be shredded?

#### ANSWER

The shredding companies we use today can shred almost anything, thus there isn't a need to remove files from binders. However, always recycle binders and supplies when you can.



## WORKPLACE GUIDING PRINCIPLES

### A10. ELECTRONIC COMMUNICATION/INTERNET USAGE

#### INTERNET

ECC provides internet access for business purposes, and we use it to:

- Communicate with employees and clients regarding business matters
- Acquire information related to, or designed to facilitate the performance of, regular assigned duties
- Facilitate performance of any task or project in an appropriate manner

When accessing the Internet, the following is prohibited:

- Dissemination of printed copyrighted materials (including articles and software) in violation of copyright laws
- Sending, receiving, printing, or disseminating proprietary data, trade secrets, or confidential information in violation of ECC policy or proprietary agreements
- Offensive or harassing statements, language, pictures, cartoons, or jokes including disparagement of others based on race, national origin, sex, sexual orientation, age, disability, religious or political beliefs
- Sending or soliciting sexually oriented messages or images
- Operating a business, usurping business opportunities, soliciting money for personal gain, or searching for jobs outside ECC
- Sending chain letters, gambling, or engaging in any other activity in violation of local, state, or Federal law
- Personal use which includes trading stocks, placing classified ads, and posts to news groups or message forums/chat rooms with non-business related items

Disciplinary action for violation of ECC's Internet Acceptable Use Policy may include, but is not limited to: a warning, reprimand, termination, suspension, or transfer. Remedial action may also include counseling, changes in work assignments, or other measures designed to prevent future misconduct.

#### E-MAIL AND INSTANT MESSAGING

E-mail should be utilized in the course of business only, and may be accessed by ECC for quality control checks, internal audits, or investigations; or for any other compelling business reason. The issuance of passwords to e-mail service is done as an internal security measure only, and should not be construed as a waiver of ECC's right to access information through either system. We should not have an expectation of privacy on ECC e-mail and instant message accounts.

We can find additional information in the Employee Handbook, found on ECCONET, or we can contact our local HR representative.

*"I take my position as the regional Compliance Liaison in the corporate office very seriously. If an issue is brought to my attention, I will investigate it promptly and enforce mandatory corrective action, as appropriate."*

*-Tony Nolen, Corporate Counsel, Burlingame, CA*

#### QUESTION (A10)

I was researching subcontractors on the Internet, and received a message that the web site I was trying to visit was blocked due to "Inappropriate content". What should I do?

#### ANSWER

Contact the IT Department. They will be able to determine what was causing the site to be blocked, and can allow access. For more information, see the "Internet Acceptable Use" document on ECCONET.

#### A10. ADDITIONAL GUIDANCE

##### B15. Cybersecurity

ECCONET, IT Department or contact your local IT representative

If you need more information, please contact your local Compliance Liaison.



## MARKETPLACE GUIDING PRINCIPLES

### B1. KICKBACKS

Federal laws prohibit the offering, soliciting, or accepting of any kickback, as well as partial kickbacks in a contract with the US. A kickback is defined as any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract with the US. We are mindful that kickbacks or even the appearance of a kickback, can have severe repercussions. Therefore, we have guidelines and regulations that help protect our employees, subcontractors, shareholders, and the company.

If we or a subcontractor receives any gift of more than nominal value from a vendor or subcontractor, there is a presumption that it is a kickback and the Government may claim a reimbursement for the value of the gift. Such gifts also raise the question of fraud because they suggest impropriety in our subcontracting and purchasing activities. We should decline any such gift, citing corporate policy. Additionally, we disclose any financial interest in our vendors and subcontractors. Anyone with such an interest should not take any part in any procurement decision. Subcontractors should also adhere to these guidelines.

#### HOW THIS TOPIC RELATES TO US


We interact with Government clients, teaming partners, subcontractors, and other stakeholders on a daily basis. Therefore, it's important to think about how our actions could possibly violate, or give the appearance of violating, our Anti-Kickback principle. Though the following situations do not necessarily violate the Anti-Kickback Act, our actions in these situations could constitute a violation:

- Business lunches with clients, teaming partners, subcontractors, and vendors
- Hosting a hospitality reception following the grand opening of a project
- Offering gifts at golf tournaments or conferences
- Sending holiday gifts to clients or subcontractors

Bottom line: If our actions violate, or appear to violate, our anti-kickback guiding principle, we should not do it. If we have questions, we can ask our Compliance Liaison.

*"At ECC, we all understand the severity of accepting kickbacks and the lasting adverse ramifications that it can have on an individual's career and freedom. It can also severely impact a company's reputation and ability to compete for future government contracts. Therefore, we are all trained to recognize, avoid and report this illegal activity on our projects."*

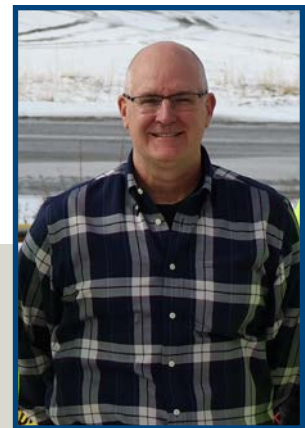
*-Paul Hunt, Vice President, Hudson, MA*



**OUR MARKETPLACE**

**THE ANTI-KICKBACK ACT OF 1986**

Anti-Kickback Act of 1986 requires each prime contractor or subcontractor to promptly report any violations to anti-kickback laws to the appropriate Federal Agency Inspector General or the Department of Justice if the contractor has credible evidence that a violation has occurred.





## MARKETPLACE GUIDING PRINCIPLES

### B2. BRIBES & GRATUITIES

Bribes and gratuities are often intertwined with our kickbacks policies. Any form of a bribe or gratuity is strictly prohibited and violates one of our basic core values: integrity. Although these principles are intuitive, a few aspects are highlighted:

#### BRIBING PUBLIC OFFICIALS AND WITNESSES

It should be no surprise that bribing Government employees is a criminal offense. However, the emphasis on Ethics in Government has resulted in regulations that make it clear that even small favors may be seen as bribes. We cannot pay for a Government employee, public official, or witness' lunch. While Government regulations do allow us some limited exceptions, at ECC, we prefer to adhere to a zero tolerance policy.

#### PROVIDING BUSINESS COURTESIES TO CUSTOMERS

ECC's success results from providing superior products and services at competitive prices. We do not seek to gain improper advantage by offering business courtesies such as entertainment, meals, transportation, lodging, or other gratuities to customers. We should never offer any type of business courtesy to a customer for the purpose of obtaining favorite treatment or advantage. To avoid even the appearance of impropriety, we do not provide any customer with gifts or promotional items.

Although Government ethics regulations permit executive branch employees to receive minor gratuities (less than \$20 per occurrence and less than \$50 per year), we take a more stringent approach. We believe that no gift to a client is proper and, therefore, advise against giving gifts of any value.

We may not provide or pay for meals, beverages, entertainment, travel, or lodging expenses for a US Government employee without the advance written approval of our local Compliance Liaison. There may also be restrictions on providing business courtesies, to state, local, or foreign customers which we will observe. If we do business with these authorities, we are expected to know and respect such restrictions. We will see a Compliance Liaison for a pre-approved or ethics opinion.

When dealing with or making decisions affecting suppliers, we will not inadvertently obligate ourself or ECC to a supplier. We will act fairly and objectively in ECC's best interest.

- **Gifts:** We do not accept gifts or gratuities from suppliers with the exception of advertising novelties of a nominal value marked with the donor's company name. Gifts received that are unacceptable according to this policy must be returned to the donors. We notify ECC of such gifts and of their return.
- **Entertainment:** We do not accept social entertainment offered or sponsored by suppliers. Entertainment is not construed to mean an occasional business meal or a function where ECC stands to benefit from the supplier association.
- **Reimbursement:** We do not accept reimbursement from suppliers for travel and hotel expenses; speaker's fees or honoraria for addresses or papers given before supplier audiences; or consulting services or advice they may render. Likewise, we do not request or accept monetary loans or personal services from suppliers or enter contests sponsored by them.

### QUESTION (B1)

I have a good relationship with a construction subcontractor who worked on my project. The project is over, and the subcontractor recently contacted me. He offered to do some work on my house for a very deep discount, as he is just looking to keep his crews busy during the off season. May I enter into a personal subcontract with this subcontractor?

### ANSWER

Kickbacks are defined as "anything of value," which could include "deep discounts" – especially discounts that are not freely available to the general public. The case here is not black and white, but has the appearance of impropriety and could make for front page news. Such arrangements raise the question of fraud because they suggest impropriety in our subcontracting and purchasing activities. Several high profile politicians have gone to prison for accepting "home renovation" from state contractors. A prudent choice would be not to do personal business with this subcontractor.



## MARKETPLACE GUIDING PRINCIPLES

### B3. US FOREIGN CORRUPT PRACTICES ACT AND THE UK BRIBERY ACT

ECC's footprint extends around the globe, touching nearly every continent. As we serve our clients around the world, we and our subcontractors comply with the US Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

#### DEALING WITH FOREIGN OFFICIALS

We may not promise, offer, or make any payments in money, products, or services to any foreign official, either directly or indirectly, in exchange for or to induce favorable business treatment or to affect any Government decision. In some foreign countries, the law may permit minor payments to clerical personnel to expedite performance of their duties. Such minor payments may be made only with the express approval of the country general manager on advice of ECC Counsel, must be of a minimal value, and should never be made to gain or retain business.

**FCPA:** Just as bribery to US Government officials is a criminal offense, so is bribing foreign officials. We must comply with the FCPA (as well as all local laws), which prohibits US citizens, US companies, majority-owned subsidiaries of US companies, and foreign affiliates over which a US company exercises control, and others from paying bribes to foreign officials to obtain or retain private or public business. We may not offer, pay, promise to pay, give, or authorize anything of value to foreign officials, public international organization officials, foreign political party officials, or office candidates, either directly or indirectly, for the purpose of influencing official acts and decisions (including failures to act and decide) in order to assist us in obtaining or retaining private or public business or directing business to any person.

**FCPA Liability for Actions of Third Party Agents:** Under the FCPA, we are liable not only for payments made directly by us, but for payments made indirectly by a third party (consultant, foreign partner, etc.) with knowledge that the payments will go to a foreign official. A US company or individual violates the FCPA if he/she has "knowledge" of a foreign agent's or partner's bribery attempt, including a conscious disregard of facts and circumstances that reasonably raise a question of an FCPA violation. We cannot adopt a "head-in-the-sand" approach if a questionable action comes to our attention. Questionable activity involving us must be reported immediately to our Compliance Liaison. Most countries also have laws which prohibit bribery of Government officials. The penalties for violation of these laws can be more severe than the penalties imposed under the FCPA. We may not conduct any activity in violation of the laws or customs of any country in which we operate.

**The UK Bribery Act:** The principles of the UK Bribery Act are similar to those of the USFCPA as noted above, though arguably even more strict. "Facilitation payments" are NOT allowed under the UK Bribery Act, the penalties are stricter, and it is an offense under the law to receive a bribe as well as to offer one. The extra-territorial reach of the law is also broader. Under the Bribery Act, paying or receiving a bribe "with the intention of influencing that official in their capacity in order to obtain or retain business or an advantage in the conduct of business" is not permitted. This is true even if the individual has no corrupt intent. Failure by a company to prevent bribery by its employees is also punishable under the Act.

### QUESTION (B2)

I am in a foreign country where gift giving is part of the culture and I would seem rude and insensitive if I refused their gifts. In fact, it would damage the relationship I have with the subcontractor, and perhaps impact the project.

### ANSWER

Gift giving is indeed a cultural occurrence in many countries. However, we are a Government contractor and for us the law trumps cultural tradition. The appearance of impropriety can be far more damaging than the awkward feeling of explaining that you may not accept a gift. Criminal investigations and agency complaints have been filed over gifts as insignificant as clothing or food. Politely explain how much you appreciate the gesture while citing Government prohibition against accepting the gift offered, no matter how trivial the gift.

#### FOR MORE GUIDANCE

Anti-Kickback Act of 1986 (41 U.S.C. §51-58), Bribing Public Officials and Witnesses (18 U.S.C. §201), contact your local Compliance Liaison, and/or visit:

- [www.oge.gov](http://www.oge.gov)
- Bribery Act Quick Guide: [CLICK HERE](#)

#### B3. HOW THIS TOPIC RELATES TO US

Providing a gift or business entertainment of any value to a foreign Government official in exchange for official action violates the FCPA if given with corrupt intent and may violate the Bribery Act even if given without corrupt intent.



## MARKETPLACE GUIDING PRINCIPLES

### B4. COI: WORKING WITH AND HIRING FORMER GOVERNMENT OFFICERS

#### HIRING OF FEDERAL EMPLOYEES

Complex rules govern the recruitment and employment of US Government employees in the private industry. Prior clearance to discuss possible employment with, make offers to, or hire (as an employee or consultant) any current or former Government employee (military or civilian) must be obtained from HR and counsel.

#### RESTRICTIONS ON FORMER GOVERNMENT EMPLOYEES, OFFICERS, AND ELECTED OFFICIALS (18 U.S.C. § 207)

Concerned that Government employees, officers, and elected officials might improperly favor future employers who are Government contractors, the provisions of Title 18 of the US Code § 207 were enacted. Under the provision, stiff penalties are levied on both the former Government employee and the contractor if, within 2 years after leaving Government service, a former Government employee makes or influences any communication back to this agency related to an issue that was actually pending under their responsibility as a Government officer or employee. We will contact a Compliance Liaison if aware of a potential or actual problem in this area.

While this definition is broad, the rules in this area are complicated and frequently changing, so it is best to contact HR anytime we are thinking of recruiting, interviewing, or hiring a current or former Government employee.

#### ETHICS IN GOVERNMENT ACT (18 U.S.C. § 208)

The Ethics in Government Act prohibits Government employees from engaging in activities that affect the financial interests of those with whom they're seeking employment. Therefore, when we're interacting with Government officials, we need to remember that if that person, or anyone they're associated with, has a financial interest associated with us, we could be violating the Ethics in Government Act. For questions, we will contact our local Compliance Liaison.

#### ORGANIZATIONAL COIS (FAR SUBPART 9.5)

As a Government contractor, ECC employee owners have several contracts subject to organizational COI rules. FAR Subpart 9.5 prescribes responsibilities, general rules, and procedures for identifying, evaluating, and resolving organizational COI.

An "organizational conflict of interest" may arise if:

- Impartial assistance or advice to the Government cannot be rendered due to activities or relationships
- Objectivity in performing the contract work is or might be otherwise impaired
- An unfair competitive advantage exists

*"If ECC has done design work at a site, we may have an organizational conflict of interest with respect to bidding future work at that site. Speak with your local Compliance Liaison. He or she can provide you with more details about the COI rules and regulations under the FAR."*

*-John Fern, CPG, Program Director, Pacific, Honolulu, HI*

### ETHICS IN GOVERNMENT ACT

The act precludes a Government employee from personally and substantially participating in any particular matter that would affect the financial interests of any person from whom the Government employee is seeking employment. This extends to matters in which, to that persons knowledge, their spouse, minor child, general partner, organization in which he/she is serving as officer, director, trustee, general partner or employee, or any person or organization with whom he or she is negotiating or has any arrangement concerning prospective employment, has a financial interest.

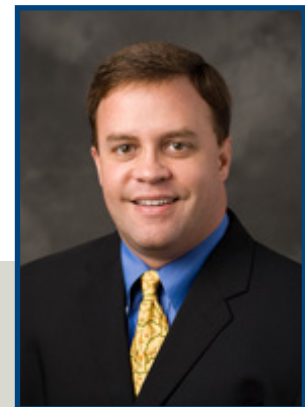
#### QUESTION (B4)

What are some examples of organizational conflicts of interests (COI)?

#### ANSWER

Example 1: Typically, ECC will not perform technical evaluations and advisory consulting services concerning its own products or services.

Example 2: When ECC prepares complete statements of work for a proposed request for proposal, we may be prohibited from competing for that work.





## MARKETPLACE GUIDING PRINCIPLES

If any of the criteria listed above apply, or we know of any organizational COIs, we will speak with our local Compliance Liaison. For more info on goodwill expenditures, travel reimbursements, business entertainment, record keeping, and approval procedures, we refer to the complete USFCPA Policy on our ECCONET training matrix.

### B5. FAIR SALES AND MARKETING PRACTICES

Ethical practices are the backbone of our marketing and business development functions. Trust relationships drive our marketing successes. Therefore we will exceed compliance in every respect, not only to protect our reputation for ethical practices and to ensure our employees meet the highest ethical standards, but also to make us a role model in the industries we serve. We will:

- Comply with all applicable FARs, particularly Part 52 “Solicitation Provisions and Contract Clauses”. Before giving a gift of any value or engaging in customer entertainment, ensure that it is allowable under the FAR. Never offer a gift, contribution, or entertainment that might create the appearance of an impropriety. Never offer, promise, pay, or authorize anything of value (such as money, services, etc.) to a government official or employee in order to obtain or retain an improper advantage.
- Comply with applicable laws and regulations covering supplier relationships; specifically potential teaming partners and subcontractors. Do business with teaming partners/subcontractors that comply with local and other applicable legal requirements and ECC guidelines relating to labor, the environment, health, and safety. We will not accept improper gifts or items of value in exchange for selection of teaming partners/subcontractors. We will not select teaming partners/subcontractors managed by a relative or close friend without proper disclosure and clearance from the Ethics Committee.
- Comply with all applicable competition and antitrust laws and regulations regarding how business will be conducted. Do not propose or enter into agreements or understandings with any competitor regarding any aspect of the competition between ECC and the competitor. We will not discuss bids and/or prices with a competitor.
- Comply with the company’s “Code of Conduct” policy, avoiding any action that will give the appearance or perception of a COI that misuses or conflicts with responsibilities to ECC, or that has the potential to damage or compromise ECC’s reputation.

### QUESTION (B5)

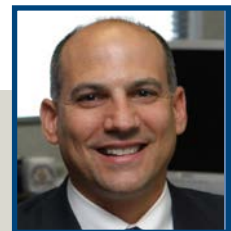
FAR regulation state that Government officials in the Executive branch can accept gifts from outside sources, including contractors, so long as they do not exceed \$20 per event, or \$50 annually. Why can I not buy my Government Technial Representative lunch every now and then if the amount is under these thresholds?

### ANSWER

The “20/50” rule is indeed an allowable government threshold – but it is fraught with technicalities and complexities. For example, gifts under the threshold are still impermissible if they are “recurring.” If you buy your COTR a \$10 lunch at every quarterly meeting, you will not have violated “20/50” on its face value; however, you will have violated the law because the gift is “recurring.” Also, gifts are aggregated company wide, so even if you don’t exceed the threshold, another ECC employee could provide a gift that causes the company as a whole to exceed the threshold. For these reasons, and those of eliminating appearances of impropriety, ECC has a straightforward “no gifts or gratuities” policy. Our experience has shown the “benefit” obtained for the occasional meal is not worth the administration and potential ramifications of allowing gifts and gratuities of any amount to government officials.

*“ECC’s commitment to building a sustainable business—one that will continue to grow responsibly for many years—is what continues to define us as an organization. As ECC has grown, we continue to do all we can to amplify, and to live, that message; it is at the heart of our success. Following our Code of Conduct has a direct impact on our success.”*

*-David Bluestein, Vice President, Strategy, Burlingame, CA*



## MARKETPLACE GUIDING PRINCIPLES

In all marketing and business development activities, we:

- Present our capabilities, experience, and qualifications honestly, without overstating or embellishing.
- Strictly adhere to the guidelines/requirements of the Foreign Corrupt Practices Act when competing or proposing on international work.
- Protect confidential information or intelligence gained from discussions with industry partners or competitors. We value and protect trust relationships with clients, partners, and competitors.
- Communicate positively about our competition and will not perpetuate or communicate rumors, or negative statements that could impact others.

### B6. PROCUREMENT INTEGRITY

We take pride in ensuring all procurement activities are executed with complete honesty and integrity. If we work with contractor bid, proposal, and/or source selection information, the following restrictions apply:

#### RESTRICTIONS ON DISCLOSING AND OBTAINING CONTRACTOR BID, PROPOSAL, OR SOURCE SELECTION INFORMATION

In response to allegations of abuse in the procurement process, legislation was passed focusing on disclosing and obtaining contractor source selection information and offers of non-Federal employment from bidders or offerors. There are stiff penalties for conduct constituting a violation of this provision for exchanging information for anything of value, or obtaining or giving anyone a competitive advantage in the award of a Federal agency procurement contract.

There is an absolute ban on discussing or offering employment with any agency official who is “participating personally and substantially” in a Federal procurement which we are competing. The ban extends to a period of 1 year after the former official served as the procuring officer or source selection team member in a procurement awarded to us. Contact an Ethics or HR Officer before discussing employment or extending a job offer to a Government employee.

Other than as provided by law, there is a prohibition on knowingly obtaining contractor bid or proposal information or source selection information before the award of a Federal procurement contract to which the information relates. If we are involved in a Government marketing activity or otherwise have access to non-public information concerning our competitor’s pricing strategies or Government agencies’ procurement plans, we must develop a thorough understanding of these regulations. Source selection is defined in FAR section 3.104 which implements section 27 of the Office of Federal Procurement Policy Act (41 U.S.C. § 423), or contact a Compliance Liaison for additional guidance.

*“As a federal contractor, ECC takes our obligations under the Procurement Integrity Act seriously. We have procedures in place to prevent misconduct, and provide all employees with clear messaging from the top on how to handle a conflict of interest by providing a safe environment in which our staff is not afraid to disclose conflicts of interest.” -Tom Latala, Proposal Manager II, Burlingame, CA*

### QUESTION (B6)

I recently received an e-mail from a Government client accidentally providing some competitors’ information regarding an ongoing procurement. What should I do?

### ANSWER

Even though this is not your mistake, it could result in us being disqualified from the acquisition. Immediately contact your Legal Counsel and **DO NOT SHARE** the information with anyone. Legal Counsel will inform the Government Agency and help determine the best next course of action.



## MARKETPLACE GUIDING PRINCIPLES

### B7. GOVERNMENT AUDITS AND INQUIRIES

It is ECC policy to fully cooperate with any Government agency in regards to any inquiry, audit, or fact finding mission. However, your individual rights and obligations differ from those of the company. You may be personally solicited for information from time to time by Government agencies in the areas of environmental compliance, contract compliance, or adherence with applicable laws. You may be asked to respond to written questionnaires or oral inquiries, or to turn over certain documents. However, you are under no legal obligation to answer any questions, or to cooperate with an official in any capacity. In the event you are contacted by an auditor, investigator, or other Government official, either at home or at work, the following applies:

- Auditors may request an interview, or that you answer a written questionnaire.
- You have a right to speak or not speak to a Government auditor or investigator.
- You are not authorized to respond to any inquiries on behalf of the company without permission from corporate counsel.
- Submission to an interview is a completely voluntary decision.
- When conducting an interview, you may decide that you will go forward only in the presence of a lawyer. In most situations, corporate counsel can be provided for you. Under any and all circumstances, you should tell the truth—failure to do so could result in a violation of law.
- If you don't wish to participate in an interview, politely but firmly decline.

If you are contacted by a Government auditor or investigator, you should contact your supervisor to discuss the matter prior to an interview. Corporate counsel generally will meet with you to discuss any issues, and at your request, will accompany you during an interview in the event you decide to conduct one.

#### QUESTION (B7)

An investigator called my home and wanted to come over to ask me some questions about ECC. I do not want this activity to interfere with my family. Can I ask him/her to meet me at the office?

#### ANSWER

Yes. You are in charge of where and when you speak to investigators. You may also choose to have ECC or personal counsel with you.

*"As a government contractor, it is our duty and obligation to handle all government audits with the highest level of professionalism and to achieve maximum compliance while protecting ECC's own interests and rights."*

*-Ben Li, Internal Audit Director, Burlingame, CA*



## MARKETPLACE GUIDING PRINCIPLES

### 88. PRODUCT AND SERVICES QUALITY AND SAFETY

ECC is committed to producing high quality products and providing first-class services that meet all contractual obligations, appropriate industry standards, and our own quality and safety standards. The products and services we deliver must:

- Be conducted in a manner that protects our workers, the environment, and the people in the communities in which we work
- Meet the specifications and be properly tested
- Be properly identified as to the country of origin, and comply with the Buy American Act
- Meet contract specifications
- Be safe for their normally intended uses and accompanied by proper instructions
- Meet all applicable laws and regulations and industry standards

To meet our safety and quality commitments, we implement a comprehensive Quality Control Program. The program includes proper planning, engineering design review, inspection, testing, documentation, and reporting to ensure that we are meeting our contractual and ethical obligations. Subcontractors should also adhere to these guidelines.

#### EXPORT CONTROLS

We fully comply with US export control laws and regulations, including:

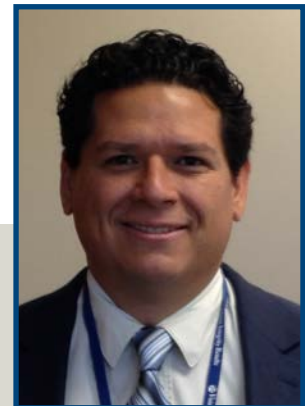
- Department of Commerce's Export Administration Regulations (EAR)
- Department of State's International Traffic in Arms Regulations (ITAR)
- Treasury Department's regulations through the Office of Foreign Assets Control

The definition of "export" includes information as well as products or goods. In fact, an "export" is defined as any oral, written, electronic, or visual disclosure, shipment, transfer, or transmission *outside* the US to anyone, including a US citizen, of any commodity, technology (information, technical data, or assistance) or software/codes. Items that may require export licenses include: armored vehicles; arms, weapons, ammunition; software; hazardous materials; "dual-use" items; electronics; navigation; custom commodities or materials; nuclear materials; computers; sensors and lasers; information security; marine; and/or propulsion systems.

Additionally, there are prohibitions against "deemed exports" in cases where the information or technology does not immediately leave the country. A "deemed export" is one of controlled technology and software to a foreign national (other than a US citizen or permanent resident) *inside* the US.

*"As a government contractor with international projects, ECC and our subcontractors need to comply with many laws, including the Buy American Act and US Flag requirements. Failure to comply can result in rework, penalties, or worse. Waivers are available in certain circumstances but do not assume your project will qualify – contact your contracts lead early for guidance. "*

*-David Granada, Logistics Manager & Contracts Administrator, Chesapeake, VA*



### 88. HOW THIS TOPIC RELATES TO US

The most common issues at ECC that can arise from this topic include:

1. Use of inferior materials
2. Substandard workmanship due to lack of proper oversight/inspection
3. Use of ineligible foreign-made materials

As a multi-national company, we are often working under the umbrella of US Government clients.

Please contact the ECC Legal Department for further guidance as to the rules governing a specific country, good, or service.

#### FOR MORE GUIDANCE

FAR Part 25 - Foreign Acquisition

FAR Part 46 - Quality Assurance

Environment, Safety, and Quality Guidance for Subcontractors, Working with ECC

Contact your local Compliance Liaison and/or ECC Legal Department





## MARKETPLACE GUIDING PRINCIPLES

### B9. ANTITRUST/INSIDER TRADING

We take anti-trust and insider trading laws very seriously. These laws are designed to ensure competition and preserve the free enterprise system. They apply to all domestic and some foreign transactions by US businesses. Some of the most common antitrust issues with which we may be confronted are in the areas of pricing, boycotts, and trade association activity. Under these laws, we may not engage in the following activities under any circumstances:

- An agreement with one or more competitors to:
  - Fix prices at any level or other terms and conditions of sale
  - Allocate customers or markets
  - Fix levels of production or production quotas
  - Boycott a supplier or customer
- Any form of bid rigging
- An agreement with a customer to fix a resale price

#### MISUSE OF INSIDE INFORMATION

If our customers or other corporations with whom we work are publicly held, it may be a violation of the Securities Act of 1933 to trade in the stock of those corporations based on inside information.

#### INSIDER TRADING

We do not trade in the securities of ECC or any other company, or buy or sell any property or assets, on the basis of non-public information that was acquired through our employment at ECC. Non-public information sources can come directly from ECC or from another company with which ECC has a confidential relationship.

#### HOW THIS TOPIC RELATES TO US

Because the antitrust laws are complex, we should take special care in this area. This Code of Business Ethics and Conduct is not a substitute for legal advice. Any questions on the interpretation of the antitrust laws should be referred promptly to a Compliance Liaison and/or ECC Counsel. We may not make agreements with competitors to: fix or control prices; allocate products, markets or territories; boycott certain customers or suppliers; and/or refrain from or limit the manufacture, sale, or production of any product.

### B9. HOW THIS TOPIC RELATES TO US

The most common issues that can arise at ECC include pricing, boycotts, and trade association activity.

#### QUESTION (B9)

We are teaming with ABC Company and I heard through the grapevine they are going to be acquired in the near future. The employee I heard this from is not an officer and the news is not official. Am I barred from buying ABC stock?

#### ANSWER

It depends on whether this “rumor” is public information or not. The safe course of action is to not trade in a potential teaming partner’s stock, but if you do, you should consult with your personal attorney or financial advisor to ensure you are not violating the law.

#### FOR ADDITIONAL GUIDANCE

Antitrust (15 U.S.C. §1 et. seq.)  
A3. Personal Conflicts of Interest  
Misuse of Inside Information (15 U.S.C. § 77a et seq.)  
Contact your local Compliance Liaison



## MARKETPLACE GUIDING PRINCIPLES

### B10. TRUTHFUL COST OR PRICING DATA (FORMERLY TRUTH IN NEGOTIATIONS) (10 U.S.C. § 2306(A))

We have an obligation to provide accurate, complete, and current data to the Government when negotiating certain contracts. If there is any reason to believe that data to be provided to the Government is not accurate, complete, and current, we will make that belief known prior to finalization of negotiations.

#### CONTRACT NEGOTIATION

When negotiating contracts, we are accurate and complete in all representations. If we submit a proposal, quotation, or other document or statement to a US Government customer that is false, incomplete, or misleading, it can result in civil and criminal liability not only for ECC, but for ourselves and our supervisors. When negotiating contracts with the US Government, we have an affirmative duty to disclose current, accurate, and complete cost or pricing data where such data are required under appropriate law or regulation.

#### FALSE CLAIMS - FRAUD, WASTE, AND ABUSE

A theme in this document is integrity and honesty, and we take pride in our ability to uphold these values. False claims violate the foundation of our core values, which we take very seriously.

Under our programs, we have an obligation to use and charge resources to specific contracts. Misuse of those resources make ECC liable under not only the contract, but specific statutes. These statutes characterize misuse as fraud and can result in criminal and civil penalties. Resources that have the potential to be misused by Government contractor employees include: our timecard, computer and other equipment time, long distance phone calls, and travel and other expenses. Additionally, we must ensure that ECC and subcontractors' invoices are correct by verifying the accuracy, quantity, rates, and description of any items or services that are to be invoiced to the Government.

For further guidance, we can refer to: 10 U.S.C. § 2306(a); Fraud, Waste and Abuse (31 U.S.C. § 3729), False Claims (31 U.S.C. § 3729), **A4. Use of ECC Assets, A6. Accurate Records, A10. Electronic Communication/Internet Usage**, the ECCONET HR Training Matrix (<https://econet.ecc.net/hr/indexDeptHr.asp>), and/or the Truth in Negotiations Act (TINA – 10 U.S.C. § 2304). Additionally, we can always contact our local Compliance Liaison.

*"Cost or Pricing Data: Truth in Negotiations is one of the most important compliance requirements we face when conducting business with our Federal clients. While its principles of disclosure, truthfulness, and fairness in negotiations are consistent with our Core Values and routine business practices, it prescribes a very specific process that must be followed for each contract action when certified cost and pricing data are required. We, therefore, provide regular training and retraining to all project personnel engaged. In addition, to ensure strict compliance, only certain executives are authorized to represent ECC in this process.*

*-Christian Canon, Director of Contracts & Procurement*

### B10. HOW THIS TOPIC RELATES TO US

The most common issues at ECC that can arise from this topic include contract/task order negotiations and bid and proposals. We have multiple contracts to execute work around the globe for a variety of Government clients. We have to ensure each cost is correctly allocated, justified, and charged to its proper organization and job number before submitting an invoice or reimbursement form.

#### QUESTION (B10)

When does Cost or Pricing Data: Truth in Negotiations apply?

#### ANSWER

In short, they applies to any negotiated (i.e. non-competitive) contracting activities with the Federal Government exceeding \$2,000,000. There are certain exceptions and waivers, so please consult your contract administrator.



## MARKETPLACE GUIDING PRINCIPLES

### B11. ENSURING INTEGRITY OF AGENTS AND CONSULTANTS

ECC benefits from utilizing the talents, skills, and experience of consultants. Similar to hiring employees and subcontractors, we strive to hire consultants that share our core values.

Therefore, prior to entering into any oral or written agreement, equity, or contractual or similar participatory venture, it's our policy to conduct a due diligence review of the prospective partner(s), including:

- Collecting completed representations and certifications, and environmental health and safety and financial pre-qualification questionnaires
- Contacting legal counsel, financial institutions, and other companies that may have knowledge of any foreign partners, their reputation, and past business practices (Prior approval of our Ethics Program Coordinator is required.)
- Completing a checklist for review and approval by our Ethics Program Coordinator

All agreements with a business partner must be reviewed prior to execution by our Ethics Program Coordinator to ensure that they contain appropriate Foreign Corrupt Practices Act (FCPA) representations.

#### RETENTION OF CONSULTANTS FOR INTERNATIONAL PROJECTS

Prior to entering into a relationship with a Consultant for an international project, ("Consultant"), we must conduct a due diligence review to determine the acceptability of the Consultant. As part of this review, the Consultant must complete and return a checklist to our Ethics Program Coordinator for review. In addition, the Consultant must agree to the representations and certifications required by FAR and ECC policy. Further, we must provide a copy of this policy to the Consultant and review its provisions with him/her.

All Consultant agreements shall be in writing; there may be no oral commitments or agreements. Each agreement must be approved by our Ethics Program Coordinator prior to execution to ensure that it contains appropriate FCPA provisions. Therefore, all documents authorizing or approving payments to the Consultant shall include an appropriate sign-off by the Compliance Coordinator which states that these payments are pursuant to a written Consultant agreement that has been approved by our Ethics Program Coordinator.

**ALL CONSULTANTS MUST BE BONA FIDE INDEPENDENT CONTRACTORS IN ACCORDANCE WITH THE IRS' FACTORS FOR DETERMINING THE STATUS OF AN INDIVIDUAL.**

*"I firmly believe that the way we conduct business with our Consultants and Agents is a reflection of how ECC conducts its corporate business. For this reason, we establish a relationship with all agents and consultants based on transparency and fairness."*

*—Claudio Cecchini, Senior Project Manager, ECC Italy Srl*

### B11. HOW THIS TOPIC RELATES TO US

When entering into an agreement with a consultant or business partner, we work closely with our Ethics Program Coordinator.

#### QUESTION

We have been approached by a consultant who claims to be well connected and knowledgeable about a procurement with a foreign Government. How can I be sure he is not doing anything illegal?

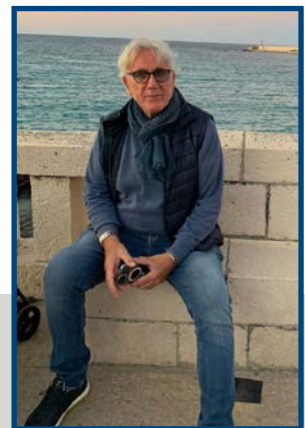
#### ANSWER

International consultants must be researched and approved prior to our engaging them. Background checks, questionnaires, and certifications will be required to ensure that we have consultants who share our values and will comply with all laws.

#### FOR ADDITIONAL GUIDANCE

Section B3. US Foreign Corrupt Practices Act, 15 USC §§78dd-1 et seq.

Contact your local Compliance Liaison



## MARKETPLACE GUIDING PRINCIPLES

### B12. PROTECTING CONFIDENTIAL INFORMATION

It is essential that we protect not only our trade secrets and proprietary data, but those of our competitors, teaming partners, and Government clients.

#### TRADE SECRETS AND PROPRIETARY DATA

A trade secret is any information which is treated in a confidential manner, gives a competitive advantage to its owner, and is not known to the owner's competitors.

Many states have passed Trade Secrets Acts, but the obligation to protect a trade secret we knowingly receive is firmly rooted in the common law in all states. It is against the law to make an unauthorized disclosure of a trade secret or to use it to the detriment of the owner. Trade secrets can be corporate financial data, customer lists, engineering techniques, software, and other items. Our proprietary information and trade secrets should always be marked as such and protected from inadvertent disclosure. The trade secrets and proprietary data of others which we receive to perform our projects should be treated in a like manner.

A variation on the problem could arise when an ECC employee moonlights for a competitor. In such circumstances we are almost surely exposed to proprietary data, and the burden of proof may be on us to show that we did not misuse the competitor's secrets while working at ECC or misuse ECC's secrets while working with the competitor. That situation should be avoided.

#### GOVERNMENT CLASSIFIED & PROPRIETARY INFORMATION

We have special obligations to comply with laws and regulations that protect classified information. If we have valid security clearances with access to classified information, we must ensure that it is handled in accordance with pertinent Federal procedures. These restrictions apply to any form of information--written or electronic.

In addition, we should not solicit or receive any sensitive proprietary internal Government information, including budgetary, pricing, and program information, before it is available through normal processes.

### TRADE SECRETS

A trade secret is any information which is treated in a confidential manner, gives a competitive advantage to its owner, and is not known to the owner's competitors. Trade secrets can be corporate financial data, customer lists, engineering techniques, software, and other items.

#### QUESTION (B12)

How do I obtain a security clearance so that I may work on a project that involves classified information?

#### ANSWER

The US Government has detailed requirements and processes. These take time and require a thorough background review and approval process. Please contact Monica Stewart (757) 496-5622 x25119 for more information.

#### FOR ADDITIONAL GUIDANCE

FAR 5.4 Release of Information

Contact your local Compliance Liaison

*"ECC maintains comprehensive security measures for the protection of sensitive, proprietary, and classified material developed by or furnished to us. We do not feature classified components of our projects in the public domain nor do we use our facility clearance for advertising or promotional purposes. We communicate regularly with employees regarding the critical nature of data protection."*

– Kevin Hernandez, Operations Specialist/ Facility Security Officer (FSO), Camp Lejeune, NC





## MARKETPLACE GUIDING PRINCIPLES

### B13. INTEGRITY IN THE MEDIA

As a Government contractor, we often have access to certain information that is not necessarily intended for public disclosure. Facts regarding our commercial clients must be kept confidential as a condition of contract with them. Similarly, facts and information relating to public safety, national defense, or future Government planning must be kept confidential and only disclosed when pre-approved by our Government clients. In fact, we are prohibited from disclosing any information about our DoD projects to outside parties, including media sources.

In addition, there can be public relations issues and safety concerns involved with anyone divulging information on ECC's scope of work, location, employees, subcontractors, or other information regarding a project.

To effectively facilitate the requests for public disclosure, including requests of media reporting on news and events on ECC, we have established the following guidelines for those requesting information or interviews:

- Media must arrange all interviews and photo shoots with our General Counsel in advance. These requests must then be forwarded to the appropriate Public Affairs liaison with our Government clients. Per DFAR, this must be done 45 days in advance of any planned disclosure.
- ECC Security may remove unauthorized media from the project site as necessary.
- No employee information--particularly information that is confidential--is to be released or made available to the media.
- We shall not release any unclassified information related to our contract, regardless of medium (e.g., film, tape, document), to anyone outside of our organization unless the Contracting Officer has given prior written approval or the information is in the public domain before the date of release.
- Requests for approval shall identify the specific information to be released, the medium to be used, and the purpose for the release. The request is to be submitted to the Contracting Officer at least 45 days before the proposed date for release.
- Similar requirements should be included in each subcontract under our contracts. Subcontractors shall submit requests for authorization to release through the prime contractor to the Contracting Officer.
- Use of cameras by persons other than ECC on project sites is generally restricted. Permission must be obtained through our General Counsel and/or Government official.
- We shall not answer questions from reporters under any circumstances. We will politely refer all inquiries to ECC's General Counsel who will facilitate and clear interviews when appropriate.
- We shall not send photographs of the project sites or of any sensitive subjects to outside parties (including family members) other than fellow ECC employees or our clients.

### B13. HOW THIS RELATES TO US

For the integrity of the project and the safety of all of our employees, as well as compliance with our contracts and in service to our Government clients, we will not offer information of any nature to any outside source.

### FOR ADDITIONAL GUIDANCE

DFAR 252.204-7000 Disclosure of Information

Contact your local Compliance Liaison



## MARKETPLACE GUIDING PRINCIPLES

### B14. HUMAN TRAFFICKING AWARENESS

Human trafficking is a global problem of epidemic proportions – but it is not limited to remote global locations. The opportunities for Human Trafficking are high in some of the countries where we work, but the reality is that it exists in any location where we work, including domestic projects in the United States.

ECC has a zero tolerance policy for human trafficking for its stakeholders and anyone in the ECC supply chain. The consequences for any employee, consultant, sub-contractor, vendor, etc that is found to participate in human trafficking are severe. ECC will take every contractual and legal remedy available under the law and report the actions to local and federal law enforcement as appropriate.

Trafficking takes many forms, from the obvious and overt actions such as forced labor, indentured servitude, commercial sex trafficking, and slavery. However trafficking also includes a more subtle array of behaviors and actions ranging from wage and hour violations, misrepresentation, holding an employee's passport against their will, not allowing employees to return to their home country at their will, charging recruitment fees, withholding other identification documents, and providing housing and food plans that fail to meet host country and international housing and safety standards.

If you know or suspect of any of the above described behavior in connection with any ECC project, please contact the Hotline immediately. Anyone who suspects and reports any form of human trafficking will be protected from retaliation.

### FACTS:

**49.6** MILLION

Number of people in modern day slavery across the world.

**4,000,000**

Number of people trafficked across international borders each year.

**22,000,000**

Number of people in forced marriages, 9,000,000 of these are children.

### SOURCES:

Department of State, United Nations, and Trafficking in Persons Report, [www.antislavery.org](http://www.antislavery.org)

### REFERENCES:

Executive Order 13627

<http://www.gpo.gov/fdsys/pkg/DCPD-201200750/pdf/DCPD-201200750.pdf>

FAR 52.222(50) (d)(1)

<http://www.gpo.gov/fdsys/pkg/CFR-1998-title48-vol2/pdf/CFR-1998-title48-vol2-sec52-222-50.pdf>



*"Those of us reading this quote are here by choice. Maybe our first choice, maybe our last choice, but a choice nonetheless. There are too many out there that are forced into working against their will. Those unfortunates who've had choice removed from their life and in turn stripped of their freedom. While it is more prevalent in certain parts of the world, it also happens back in the US. So wherever we work, we need to be aware of the subcontractors we use, the establishments we support, and the company we keep."*

– Matthew Martin, Program Development Manager, Nairobi, Kenya



## MARKETPLACE GUIDING PRINCIPLES

### B15. CYBERSECURITY

In today's workplace we rely heavily on computing devices and digital information to perform work. The devices we use are connected to a complex network that is reachable around the world. Our computers are only as valuable as the information that is held within, and at ECC we create, consume, and transfer information on a daily basis that is sensitive and valuable. We have an ethical and moral obligation to do all that we can to ensure that information remains safe and secure. With cyberattacks trending higher every year and social engineering being the number one method attackers use to gain initial entry into a system, it is critical that everyone in ECC is aware of their digital surroundings.

Our main client, the US government, has recognized the increased risk to information and has set a minimum cybersecurity standard for all organizations that create or handle government information in the performance of work. Key to meeting the minimum security threshold is to be aware of social attacks and set smart passwords.

Social engineering techniques (phishing, smishing, etc.) may include sudden and urgent requests for help, verifications of personal information, an unusual request from a coworker, or that you have won a prize. Be suspicious of anything that is out of the ordinary and contact the person to verify the message via a known phone number or in person.

Manage your password effectively. ECC sets minimum standards for password complexity and encourage the use of biometric access. When setting a password:

- The longer the better.
- Use upper case, lower case, numbers and special characters.
- Do not reuse passwords for different services.
- When updating passwords, do not simply change a number.
- Avoid using personal information such as names, pet's names, or the street you live on.
- NEVER give out your password.

Last, make sure the software you do have is up to date with all the most recent security patches and updates. Social engineering is the number one way to gain entry and unpatched software is then used to further exploit systems such as installing ransomware.

#### ADDITIONAL INFORMATION

Contact Ryan Kohrs at [rkohrs@ecc.net](mailto:rkohrs@ecc.net) or Kelly Trilk [ktrilk@ecc.net](mailto:ktrilk@ecc.net).

### B15. HOW THIS RELATES TO US

#### QUESTION (B15)

What is cyber hygiene?

#### ANSWER

Cyber hygiene/cybersecurity hygiene is a set of practices that users and organizations perform regularly to maintain the health and security of their systems. Our system administrators and users use it to improve cybersecurity compliance during common online activities. Cyber hygiene works similarly to personal hygiene, just as you wash your hands and brush your teeth to prevent disease, you update your software, change your password, and don't click on suspicious links to prevent cyberattacks.

#### QUESTION (B15)

I received an email from a subcontractor requesting to modify their bank account info. It seems legitimate; should I be concerned?

#### ANSWER

You should absolutely be concerned! The ability to "spoof" someone's email address is not complicated. It's easily done and in some cases hard to catch. This common scam has tricked many companies. Because of the high risk of fraud, if anyone ever asks you to change their banking information (a sub, consultant, or employee), these requests must be approved by executive management in writing. In general, we will modify the sub's subcontracts to reflect official changes, following phone or in-person verification of the request, coordinated between both accounting and the contracts groups.



## OUR WORLD GUIDING PRINCIPLES

### C1. ENVIRONMENTAL ISSUES

When ECC was founded in 1985, its primary mission was to clean up the environment by providing remediation services. Today, our mission has remained the same. Only now, our services have been enhanced, capabilities strengthened, and experience deepened, allowing us to further our mission and commitment to the environment we live in.

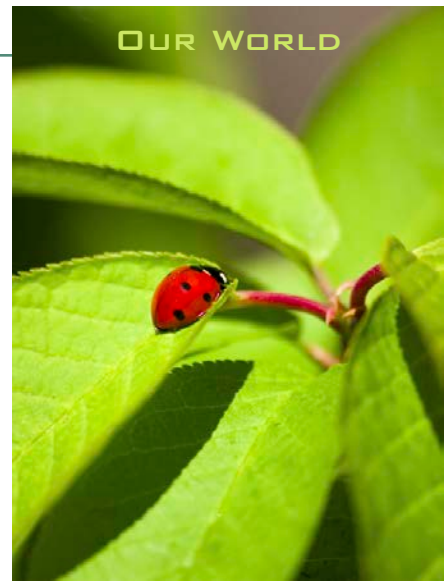
Today, we're not only cleaning up environmental disasters and contaminants dangerous to the environment and human health, but we're providing solutions that prevent environmental damage, defend against natural disasters, provide sustainable alternatives, and protect our environment and communities.

ECC is committed to reducing our environmental impact and develops and implements green initiatives, policies, and actions throughout our company and extended family. Additionally, we fully comply with all Federal, state, and local environmental protection laws. Any existing or potential generation, discharge, or improper disposal to hazardous materials should be brought immediately to the attention of a Compliance Liaison.



*"At ECC, we care about the environment, participating in several events, such as Earth Day, shoreline cleanups, park restoration projects, and 'Spare the Air' and 'Bike to Work' days."*

*-George Jeremenko, Mobile Apps Development Manager, Czech Republic*



#### QUESTION (C1)

How can ECC make an immediate impact on the environment?

#### ANSWER

Every ECC office and project site should have a comprehensive recycling program for paper, plastic, cans, and bottles, and a responsible program for disposal of batteries and e-waste. ECC encourages its employees to go green at home and has previously performed tree planting programs, park cleanups, and has even offered financial incentives to employees who purchased certain fuel efficient vehicles.





## OUR WORLD GUIDING PRINCIPLES

### C2. CHARITABLE DONATION/VOLUNTEER, ETC.

#### GIVING BACK TO THE COMMUNITY

We value our families and the communities where we live and work. To give back to the communities, ECC matches charitable contributions made by employees. All receiving charities should be recognized as such in the relevant IRS codes, including religious, charitable, educational, scientific, testing, and literary organizations.

To request a matching contribution, a properly signed receipt or a cancelled check for the donation, as well as proof that the organization is a charitable organization under IRS rules must be provided to the Operations Controller. ECC will evaluate whether the request meets the eligibility requirements and is within the matching limitation. If so, ECC will process the check request and send it to the charity, along with a copy to the employee.

The check shall state the employee's name and "ECC matching contribution" on its face. The Operations Controller shall report all such matching contributions as part of the monthly status report, and quarterly to the Board of Directors.

#### FUNDRAISING

We recognize private philanthropy as both a noble tradition for worthy charitable organizations and a vital element of the success of today's community. Many worthy causes are advanced only because motivated citizens contributed time, talent, and funds to create them. Gifts of money, time, and resources enlarge the capacity of many charitable organizations. ECC encourages our participation in and donations to charities of our choice.

Soliciting donations from colleagues is acceptable but should be done on a personal level and with the utmost respect and concern. Mass e-mails, or other use of ECC equipment or resources is not permitted. Soliciting donations from customers, vendors, or subcontractors should be avoided due to the appearance of impropriety and possible pressure it may place on the relationship between those individuals and ECC.



*"It was heartwarming to receive word of ECC's support of this charity program, and through it, its employees. ALS has become devastatingly familiar disease to so many people, as it has to my family, and ECC sponsorship of the Ride to Defeat ALS (Massachusetts Chapter), through both direct sponsorship of the Ride and donation matching of my Team, has meant the world to me. I am so grateful for everyone's generosity and support."*

*-Ronni Champagne, Senior Environmental Scientist, Hudson, MA*

### QUESTION (C3)

I am participating in a walk to raise funds for cancer research. Can I solicit donations from my colleagues?

### ANSWER

Yes, but care must be taken to address colleagues and not apply any pressure to your co-workers. No retaliation or favoritism should result from colleagues who do or do not choose to support your charitable endeavors.

### C2. FOR ADDITIONAL GUIDANCE

Employee Handbook, ECCONET

Contact your local Compliance Liaison or HR representative, or Andrew Doble in the Burlingame office at (650) 347-1555.



## OUR WORLD GUIDING PRINCIPLES

### C3. EMPLOYEE RESOURCE GROUPS

ECC's Employee Resource Groups (ERGs) are voluntary, employee-led and organized groups that promote the interests and passions of our workforce and align with the mission, vision, and core values of the company.



#### ECC MENTORSHIP PROGRAM

The ECC Mentorship Program is a one-year program designed to help our employees navigate and learn to thrive in our company culture and further grow their career. Mentorship provides an impactful and equally rewarding growth experience for mentors and mentees.



#### ECCOVETS

ECCOVETS actively supports our community of employee veterans through training, shared experiences, veteran recruitment, career development, outward engagement, professional growth, and retention. ECCOVETS fosters diversity, increases cultural awareness, and supports veterans-focused programs.



#### EMPOWERWE

EmpowerWE promotes a diverse and inclusive work environment by engaging, partnering, training, and developing the capacity and strengthening the credibility of women in the organization. We advocate for the recognition and growth of women as integrated strategic partners in driving ECC's success.



#### ECC CARES

ECC CARES is grassroots, employee-led, philanthropic committee that is dedicated to actively support various local charities and causes that align with our corporate core values. Our actions positively impact the difficult challenges facing our communities with compassion and CARE through a commitment to giving and service.



#### ECC ONEWORLD

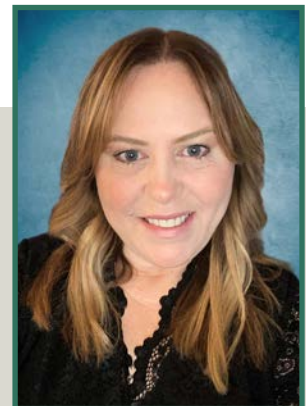
ECC OneWorld aims to advance, cultivate, and preserve a culture of diversity, inclusion and belonging, which makes us an innovative, stronger, and more successful company. Its mission is to create a workplace that reflects the communities we serve and where everyone feels empowered to bring their full, authentic selves to work.

### C3. FOR ADDITIONAL GUIDANCE

For more information on ERGs, please visit <https://ecc1240.sharepoint.com/sites/Activism>

*"ECC's employee resource groups are a successful part of ECC because they are grass roots organizations that align with our core values. As the Committee Chair for Empower the Women of ECC (EmpowerWE), this ERG provides all its members with a larger voice across the organization by collectively expressing our shared perspective. This aligns with our values of friendship and service. The concepts of vision, integrity, and results are at the root of EmpowerWE, as they are at the root of ECC's mission. EmpowerWE highlights the vision that all employees feel like they are integrated and empowered to do what it takes to attain client excellence and pursue areas that will bring the ECC family greater opportunity, prosperity, and sustainability. EmpowerWE focuses on integrity and ethics in business decisions, work environments, and the health and well-being of all employees."*

*– Janet Stifflear, Corporate Communication Team Director, Lakewood, CO*



## OUR ETHICS PROGRAM

### D1. COMPLIANCE LIAISONS AND INDIVIDUAL DUTIES

#### ETHICS PROGRAM ORGANIZATION

In an effort to increase the effectiveness of ECC's code of conduct and ethics, we established an ethics program organization (see graphic on the following page). These individuals are committed to upholding our core values through consistent education, communication, and implementation of ethics policies, issues, and resolutions. The duties of the staff are to:

- Develop, evaluate, and recommend policies relating to ethical issues
- Implement effective communication of those policies
- Periodically evaluate the ethics program, policies, and procedures to ensure their continued appropriateness and effectiveness in achieving corporate goals
- Serve in an ongoing advisory capacity for policy interpretation applied to arising ethics problems

#### INDIVIDUAL DUTIES

ECC managers and supervisors should ensure that all employees under their supervision have read this document. Managers should stress to all employees the need for a continuing commitment to these principles. They should make their own personal commitment to ensure that employees under their supervision operate in accordance with the highest principles of business ethics. They should maintain a workplace environment that encourages frank and open communication regarding suspected problems.

We should all be alert and sensitive to situations which could result in inadvertent actions by ourselves, our fellow employees, vendors, or subcontractors which are illegal, unethical, or otherwise improper.

#### ONGOING INTERNAL AUDIT/ETHICS FUNCTION

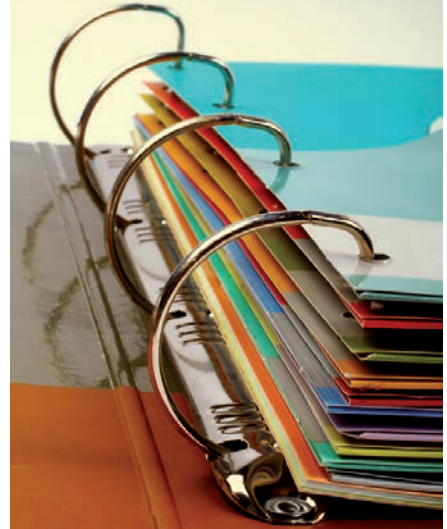
The Ethics Program Staff, in coordination with counsel, shall seek and pursue a regular review of all business conduct. This may include a review of ECC records maintained in the normal course of business and the inquiry of present and ex-employees. All memoranda, notes, and reports created as a direct result of these activities shall bear the legend: ATTORNEY WORK PRODUCT or ATTORNEY CLIENT PRIVILEGE and PRIVILEGED & CONFIDENTIAL.

These materials must remain confidential and must be maintained in a separate and secure manner so as to assure their confidentiality. They are not to be shared with any third-party without the prior authorization of independent counsel and ECC.

*"Ethical people are those who recognize the difference between right and wrong and consistently strive to set an example of good conduct. In a business setting, being ethical means applying principles of honesty and fairness to relationships with coworkers and customers. Ethical individuals make an effort to treat everyone with whom they come in contact as they would want to be treated themselves."*

*-Flavio Tagua, Program Director, Europe and Africa, Vicenza, Italy*

## OUR ETHICS PROGRAM



### D1. HOW THIS TOPIC RELATES TO US

**If you are an employee,** look out for situations which are (or may become) illegal, unethical, or improper.

**If you are a manager or supervisor,** lead by example. Ensure that your employees read and understand this document; and encourage open communication.

**If you are part of our Ethics Program Staff,** work with corporate counsel to improve our ethics and code of conduct procedures, and conduct regular ethics reviews.





## OUR ETHICS PROGRAM

### D2. HOTLINE INFO

If you are uncomfortable talking to our local Compliance Liaison, you have the option of calling or e-mailing our hotline. Or, if there is need for an expedited treatment of a situation where ECC's exposure may be significant or a rapid response is critical, we will call our hotline. Calls can be anonymous. The hotline number is (877) 987-1240 (extension 20111). Reports may also be made by e-mail to [hotline@ecc.net](mailto:hotline@ecc.net) or online at [ECCONET.ECC.net](http://ECCONET.ECC.net). A hotline information sheet is attached to this document. A copy of this information shall be posted at each office and project site.

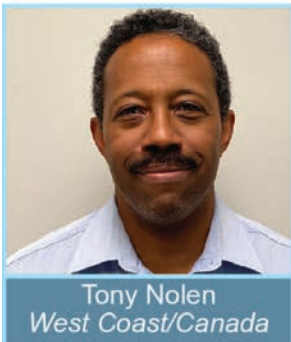
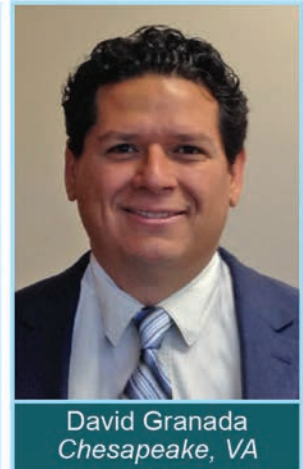
### IMPORTANT HOTLINE INFORMATION

By phone: (877) 987-1240 x 20111

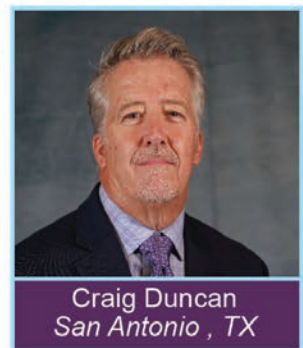
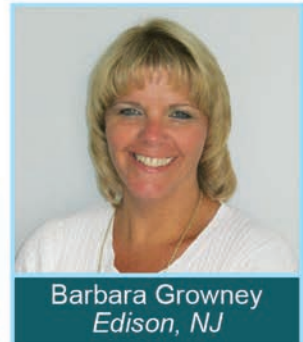
By e-mail: [hotline@ecc.net](mailto:hotline@ecc.net)

Via the web: [ECCONET.ECC.net](http://ECCONET.ECC.net)

In person: Compliance Liaison, Corporate Counsel



**Compliance Liaisons are strategically located throughout the world and are all available as code of conduct and ethics resources and guides.**



ECC's team of Compliance Liaisons is led by Glenn Sweatt, Vice President, Contracts and Compliance.

**ECC HOTLINE** PROTECTION FROM RETALIATION ENSURED  
CALL: 650.347.1555 EXT 20111 OR E-MAIL: [HOTLINE@ECC.NET](mailto:hotline@ecc.net)





# OUR ETHICS PROGRAM



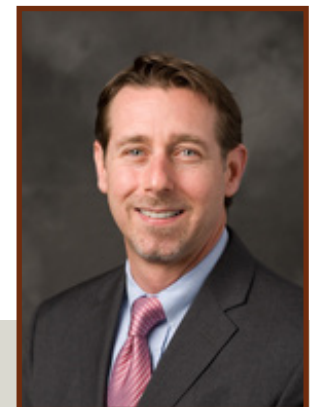
## D3. RESOURCES

More information on ethics and legal topics may be found here:

- [www.OGE.gov](http://www.OGE.gov)
- [www.arnet.FAR.mil](http://www.arnet.FAR.mil)
- A7. Drug-Free Workplace: Drug-Free Workplace Act 41 U.S.C. 701; FAR 52.223-6
- A8. Political Activities and Lobbying: FAR 31.205-22
- A9. Record Retention: FAR Subpart 4.703(a); FAR 4.703c3
- B1. Kickbacks: Anti-Kickback Act of 1986 (41 U.S.C. §51-58)
- B2. Bribes & Gratuities: Bribing Public Officials and Witnesses (18 U.S.C. §201)
- B3. US Foreign Corrupt Practices Act: ECCONET, USFCPA Policy, Training Matrix
- B4. COI: Restrictions on Former Government Employees, Officers and Elected Officials (18 U.S.C. § 207); Ethics in Government Act: 18 U.S.C. § 208; Organizational Conflicts of Interest: FAR Subpart 9.5
- B6. Procurement Integrity: FAR 3.104, Section 27 of the Office of Federal Procurement Policy Act (41 U.S.C. § 423)
- B8. Product and Services Quality and Safety: FAR Part 25 - Foreign Acquisition; FAR Part 46 - Quality Assurance
- B9. Antitrust/Insider Trading: Antitrust (15 U.S.C. §1 et. seq.); Misuse of Inside Information (15 U.S.C. § 77a et seq.)

*"If you are aware of an illegal, unethical, or improper situation, please talk to your Ethics Representative or Corporate Counsel; or call the hotline."*

-Marc Mizrahi, Program Manager, Edison, NJ



## QUESTION (D2)

I'm aware of an unethical situation on my job site. I've told my manager, but nothing has been resolved. What should I do?

## ANSWER

Contact your local Compliance Liaison or Corporate Counsel to discuss the problem and submit a report. If you're uncomfortable speaking with them, contact our hotline via the web, phone, or e-mail. Note hotline reports can be made anonymously.

## QUESTION (D3)

How do I know if I have an ethical problem?

## ANSWER

A good rule of thumb is the "Post Test." Would you feel uncomfortable if a particular action were published online by the local news? If so, you may have an ethical problem.



## OUR ETHICS PROGRAM

- B10. Truth in Negotiations Act (TINA): 10 U.S.C. § 2304; False Claims - Fraud, Waste and Abuse (31 U.S.C. § 3729)
- B11. Ensuring Integrity of Agents and Consultants: Section B.3 US Foreign Corrupt Practices Act, 15 USC §§78dd-1 et seq.
- B12. Protecting Confidential Information: FAR 5.4 Release of Information
- B13. Integrity in the Media: DFAR 252.204-7000 Disclosure of Information

### D.4. REPORTING

#### WHAT ARE OUR ETHICAL OBLIGATIONS?

Ethical obligations can be divided into two categories. First are prohibitions against fraud, bribery, falsifying time cards, and other actions that reasonable persons know are wrong even if they cannot quote the specific law that prohibits them. The second category of ethical obligations result from specific laws or contract provisions where, unless we focus on the situation, we may not be aware that an ethical obligation exists. Some of the ethical obligations we are aware of that impact our business as of the date of publication follow. As changing laws or experience bring additional obligations, they will be communicated to us.

#### PROTECTION AGAINST RETALIATION

Applicable law prohibits retaliation against any employee by another employee or by the Company for reporting, filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by the Company or a federal or state enforcement agency.

Employees should report any retaliation to your local Compliance Liaison, a supervisor, or to any manager. Any complaint will be immediately, objectively and thoroughly investigated in accordance with the investigation procedure outlined above. If a report of retaliation is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.

#### ADDITIONAL ENFORCEMENT INFORMATION

Employees should also be aware that the federal Equal Employment Opportunity Commission (EEOC) or local state enforcement agencies investigate complaints of discrimination in employment. Employees who believe that they have been discriminated against may file a complaint with either of these agencies.

Both the EEOC and local state enforcement agencies serve as neutral fact-finders and attempt to help the parties voluntarily resolve disputes. You may contact the nearest office of the EEOC or local state enforcement agency as listed in the telephone directory.

*"Our Ethics Program Staff are always here for you in case you have a question. There are also several online resources available to you for additional information on ethics and the law. We would be happy to help you find the information you're looking for."*

*-Barbara Growney, Contracts Manager, Edison, NJ*

### INFORMATION FOUND ON ECCONET

Resources for a variety of topics can also be found on our internal website, ECCONET, including:

ESQ Policy, Quality Management Program, Health and Safety SOPs, Quality SOPs: <https://ecconet.ecc.net/esq/indexDeptesq.asp>

Procurement Policies and Procedures Manual: <https://ecconet.ecc.net/cont/sharelist.asp>

Accounting Policies and Procedures: <https://ecconet.ecc.net/actg/ShareList.asp>

Contracts Shared Drive: <https://ecconet.ecc.net/cont/sharelist.asp>

Employee Handbook: <https://ecconet.ecc.net/hr/handbook.asp?order=handbook>

HR Training Matrix: <https://ecconet.ecc.net/hr/TMview.asp>

Employee Assistance Program: <https://ecconet.ecc.net/hr/Benefits-Forms.asp?DirID='371'>

If a hyperlink above isn't working properly, please type the web address into your browser.



## OUR ETHICS PROGRAM

### ETHICS PROBLEM RESOLUTION

If we become aware of an ethical problem, we should understand the following guidelines for resolution:

- It is our duty to discuss that problem with our manager or, if appropriate, a member of the Ethics Program Staff.
- We should prepare a brief written memo of the situation and send it to our cognizant Compliance Liaison or the Ethics Program Coordinator.
- All problems will receive prompt attention and we will receive a response.
- All information will be held in strictest confidence and will only be disclosed on a need to know basis in order to investigate and resolve the situation.
- The Ethics Program Staff will, if appropriate, perform an investigation and recommend to the President how to best respond to the problem.

### REPORTING REQUIREMENTS FOR ETHICS PROGRAM STAFF

The Ethics Program Staff shall report to outside counsel to assure objectivity and confidentiality in its efforts. With the exception of internal reviews or audits initiated at the suggestion of, or in coordination with independent counsel, the Ethics Program Staff shall report all new inquiries and the status of ongoing efforts every quarter. Efforts undertaken with independent counsel may require different reporting requirements. The Ethics Program Staff may be asked to report to appropriate management concerning the status and results of internal audits and reviews.

### D4. REPORTING VIOLATIONS

We will report any suspected unethical situations to our supervisor, Corporate Counsel, Ethics program Coordinator, and/or local Compliance Liaison. No adverse action or retribution of any kind will be taken against us, and reports will be treated confidentially to the maximum extent possible.

### D5. HOW THIS TOPIC RELATES TO US

Ethics training is important to us and our subcontractors to understand what the rules are, and how best to comply with them.

*"ECC enforces our anti-retaliation policy. Retaliation is about making people afraid to report unethical or illegal behavior. ECC will protect your right to confidentially enforce our Code of Conduct without fear of reprisal."*

*-Fred Santos, Project Manager, Hudson, MA*



## OUR ETHICS PROGRAM

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### D5. ETHICS TRAINING

Training is a critical component of our Ethics Program. Training takes the form of formal, informal, group, and individual exercises so that we know what the rules are, and how best to comply with them. Ethics training is provided to new hires, and regularly throughout the year at our various meetings. Subcontractors are also invited to attend group training, where the rules are discussed, and groups participate in exercises and case studies to best understand the complexities, subtleties, and grey areas of a typical ethical challenge.

In addition to the orientation and formal sessions, we hold brown bag sessions and distribute readings and news alerts to keep everyone abreast of the latest legal and ethical issues. We also have access to a wide variety of on-line ethics and compliance training on the econet training matrix.

### SAMPLES OF TRAINING AVAILABLE ON YOUR ECCONET TRAINING MATRIX

Anti-Kickback Compliance Certification  
ECC Handbook Compliance Certification  
ECC Intranet Privacy Compliance Certification  
International Consultant Compliance Certification  
US Foreign Corrupt Practices Act Compliance Certification  
Ethics  
Job Costs  
Kickbacks and Gratuities  
Preventing Sexual Harassment for Employers  
Expense Reports and Time Card Compliance  
Truth in Negotiations Act  
Records Retention  
Product Substitution  
Export Control  
Proper Use of International Consultants  
Foreign Corrupt Practices Act  
Organizational Conflicts of Interest  
Recruiting and Hiring Government Employees  
HIPAA Compliance  
EEO and Affirmative Action Compliance  
Protecting Classified Information  
Government Property  
Cybersecurity





# IN CLOSING...



Friends,

Thank you for taking the time to review our code of conduct. I emphasize "our" code, because so much of the content - the questions, quotes, the slogans - come from you, our employee owners. Over the years, I have always found our employees to be engaged, proactive, and responsible on matters of ethics and compliance. During this time I have had the pleasure of seeing a consistent pattern of ethical behavior by the majority of our employees, subcontractors, and clients. While from time to time we experience behavior that does not meet our standards, I am still pleased that this behavior is usually reported quickly, by our own employees, and that we as a team are unified in our approach to dealing with these issues to ensure they do not recur. To that end, thank you for your continued compliance and commitment to keep ECC as one of the most ethical places to work. As always, I and the rest of the ECC Compliance Liaisons are ready to assist you with any questions you may have about this code, or about any specific ethics or compliance issues you may face in your daily activities.

Sincerely,

**Glenn Sweatt**



Vice President  
GSweatt@ecc.net  
(650) 347-1555 x20318  
(office)

# HOTLINE

**FOR REPORTING  
FRAUD, WASTE, AND ABUSE**

**ECC HOTLINE**

\* 650-347-1555 Ext. 20111

\* DEPARTMENT OF DEFENSE 800-424-9098

\* E-mail your report to [hotline@ecc.net](mailto:hotline@ecc.net) or enter a report anonymously at [econet.ecc.net](http://econet.ecc.net)

OR WRITE  
ECC HOTLINE

1240 BAYSHORE HWY, BURLINGAME, CA 94010



**IDENTITIES OF WRITERS & CALLERS FULLY PROTECTED**



## EMPLOYEE STATEMENT OF UNDERSTANDING

I hereby certify that I have read the ECC Code of Business Ethics and Conduct. I agree to abide by the terms set forth therein. I understand that my failure to abide by the standards in the Code of Business Ethics and Conduct will result in disciplinary actions against me, including the possible termination of employment with ECC for cause.

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Signature

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Printed Name and Date

(Please return all signed forms to HR or complete this certification electronically on your ECCONET training matrix.)