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INTRODUCTION

Schiavone Construction Co.’s (“Schiavone”) Code of Business Ethics and Code of Conduct (“Code of Conduct”) is intended to help every employee, officer and director with understanding Schiavone’s core business ethics and values, and complying with the laws, regulations and company procedures that apply to his or her day-to-day work activities.

Schiavone’s reputation is one of its most valuable assets. What you say and do will directly affect - either positively or negatively - not only Schiavone’s reputation, but also its compliance with laws and regulations. If these laws and regulations are violated, both Schiavone and its employees will be at risk for criminal and civil penalties and other sanctions. It is therefore very important that you stay alert to potential violations and it is your duty to promptly report any suspected violations.

We need and expect your complete, full time commitment to the Code of Conduct. Every employee has the responsibility to read, know and comply with the principles contained in this Code of Conduct. The Code of Conduct cannot possibly address every situation that may arise during your employment with Schiavone and it is not intended to cover every ethical issue. Where there is no stated guideline in the Code of Conduct or in other policies and procedures, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards in making business decisions. We expect you to apply the highest ethical standards in all of your activities on behalf of the Company. Our goal is to make compliance a part of every employee’s daily activities and practices.

This Code of Conduct will guide you through some of the issues that may arise and will explain to you how and to whom you can report suspected violations of the Code of Conduct or other possible unethical behavior by anyone without fear of retaliation.

Under no circumstances will Schiavone tolerate any direct or indirect retaliation against an employee who reports a suspected ethics violation in good faith, even if the concern is found to be unsupported. Anyone who attempts to retaliate against an employee will be disciplined, including possible termination.
MESSAGE FROM THE PRESIDENT

On behalf of Schiavone Construction Co. LLC (“Schiavone”) I would like to welcome you to the Schiavone Team. Schiavone is fully committed to conducting its business responsibly, ethically and legally. We recognize that in today’s complex global economy that there are many challenges to our commitment to conduct our business with honor and integrity and we are relying upon each of you to assist us in overcoming these challenges so that Schiavone can carry out its commitment.

Schiavone’s Code of Conduct and Code of Business Ethics (“Code”) is intended to familiarize all employees with the company’s core business ethics and values and with the laws, regulations and Schiavone procedures that will apply to your day-to-day work activities. Our Code does not address every situation that you may encounter in your day-to-day activities, but reviews some of the basic laws and company policies. We rely on you to understand these rules and to comply with them at all times. We also rely upon you to use your intelligence, good judgment and common sense in applying the principles outlined. If you are ever uncertain of the correct actions which should be taken, it is your responsibility to consult the Code or to consult with your supervisor, the Company’s Compliance Officer or other management personnel to assist you with your decision.

Our success as a company depends upon each of you making your own personal commitment to acting with integrity and to live by the standards outlined in the Code. Attached you will find our Code. I urge each of you to read it, understand it and sign the acknowledgment and return it to your supervisor or the Compliance Officer. By executing the acknowledgment you are making a personal commitment to be accountable to the company, to those Schiavone does business with, to the communities within which Schiavone operates and to your fellow employees that you will live by the rules and principles outlined in the Code.

With your help Schiavone can continue to be a respected leader in the construction community and one that our clients, joint venture partners, subcontractors and vendors will be proud to do business with.

Sincerely,

Jose Antonio Lopez-Monis
President, Schiavone Construction Co. LLC
CORE VALUES

Excellence

We will make every effort to ensure that our workmanship, construction practices and services are the best in the marketplace through continuous improvements in quality, safety, innovation and reliability standards.

Teamwork

We will respect the ideas and opinions of others and share knowledge and support each other in Schiavone’s goal to achieve excellence.

Honesty

We will be truthful, accurate and forthcoming in our dealings with fellow employees, customers, clients, vendors and suppliers, agencies and the general public.

Integrity

We will always strive to practice the highest standards of honesty, truthfulness, reliability and fairness in every aspect of our work and in all our business relationships.

Corporate citizenship

We will be good corporate citizens by making social responsibility, accountability and respect for the law, economy, environment and society an integral part of our business activities and relationships while creating value for our clients and the communities in which we work.

Safety

We will strive to promote excellence in safety and health to ensure a safe work environment for all employees, contractors, subcontractors, vendors and suppliers and the communities in which we work.

“Our success as a company depends upon each of you making your own personal commitment to acting with integrity and to live by the standards outlined in the Code.”

Jose Antonio López-Monis, President
CONNECTING ETHICS & COMPLIANCE
TWO DISTINCT BUT OVERLAPPING AREAS

<table>
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<tr>
<th>Ethics is…</th>
<th>Compliance is…</th>
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<td>Principles based</td>
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<td>Difficult to monitor and/or audit</td>
<td>Simplified monitoring and auditing</td>
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<td>“Code of Conduct”</td>
<td>“Our Standards”</td>
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Establishes a culture of personal responsibility
Critical to successful operations
Risk focused
Essential to maintain our reputation in the marketplace
How we build trust with our clients

Source: PriceWaterhouseCoopers
Statement of Ethical Principles

- We will treat others with dignity and respect and embrace diversity of thought, culture and background.
- We will be good citizens, protect employees’ health and safety, and responsibly manage natural resources.
- We will not engage in any activity that creates a conflict of interest or seek personal gain through the improper use of business relationships or confidential information.
- We will make fair dealing and honesty the cornerstone of all our business activities and relationships.
- We will always obey all applicable laws, rules and regulations.
- We will protect our information, records, systems, assets and property.
- We will create a culture where all employees take responsibility for ethical behavior and employees are free to raise concerns.

Report an ethical concern to Hotline@Schiavone.net or 1-866-777-6115
WE WILL TREAT OTHERS WITH DIGNITY AND RESPECT AND EMBRACE DIVERSITY OF THOUGHT, CULTURE AND BACKGROUND

**Equal Employment.** We are committed to providing equal employment opportunity to all applicants and employees without regard to race, color, sex, age, religion, creed, national origin, disability, marital status, disabled veteran / Vietnam era veteran, sexual orientation, genetic information or citizenship status, in decisions about recruitment, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development/advancement. We will take affirmative action to recruit qualified minority group members and women and provide opportunities for minority group workers and women to become qualified for employment and advancement.

**Prohibition on Discrimination.** We will not stand for discrimination or harassment of any type. Schiavone expressly disapproves of sexual harassment and/or discrimination in employment based upon race, color, sex, age, religion, national origin, genetic information, disability, marital status or on the basis of being a disabled veteran / Vietnam era veteran. Use of discriminatory slurs, unwelcome uninvited sexual advances or harassment, or any other remarks, jokes or conduct that creates an offensive or hostile work environment is forbidden.

**Violence in the Workplace.** Violence, threats of violence, harassment, bullying, threatening remarks or gestures, or other disruptive behavior in the workplace are unacceptable.

**Immigration Laws.** We will take reasonable and necessary steps to assure that Schiavone does not knowingly employ individuals who are not authorized to work in the United States and will never knowingly contract with a subcontractor that employs illegal immigrants. Every future employee will be required to provide an accurate and complete Employment Eligibility Verification Form I-9, or any other information that may be required by the federal immigration laws and regulations.

**Commitment to Disadvantaged Business Enterprises.** We will use our best efforts to use qualified small, socially or economically disadvantaged business enterprises as subcontractors, suppliers and vendors in accordance with applicable government regulations. All employees should be familiar with and follow Schiavone’s M/W/DBE Contractor Compliance Policy and Procedure Manual.

Any employee who believes that discrimination has occurred should immediately notify his or her supervisor. If the employee is uncomfortable reporting the incident to his or her supervisor, the employee should report it to the Equal Employment Opportunity Officer, Schiavone’s Ethics and Compliance Officer, the Hotline at 866-777-6115 or Hotline@Schiavone.net.
WE WILL BE GOOD CITIZENS, PROTECT EMPLOYEES’ HEALTH AND SAFETY, AND RESPONSIBLY MANAGE NATURAL RESOURCES

Safety and Health. Employee safety and health is one of our highest priorities. Many of the job activities, products, and materials handled by our employees require that they follow necessary safety procedures, rules and regulations. Each employee must be aware of Schiavone’s safety program and follow all relevant procedures. Supervisors are responsible for making sure that all reasonable safeguards and precautions are taken in the workplace, including ensuring compliance with the Company’s procedures and guidelines, promoting safe work practices, and the use of personal protective equipment.

Drugs and Alcohol. We are committed to providing our employees with a safe and productive work environment and to promoting high standards of employee health. Schiavone expects all of its employees to report to work and be able to perform his or her duties productively and safely. The use of alcoholic beverages or other controlled substances at any Schiavone job site or facility is strictly prohibited. Anyone violating this policy will be subject to discipline, up to and including termination.

Environmental Compliance. Schiavone is committed to full compliance with all federal, state and local environmental laws, standards, and guidelines. Not only is Schiavone required to comply with environmental laws, but it is also an important part of our duty to the communities in which we do business and to our good reputation. It is essential that each employee involved with regulated air emissions, water discharges, hazardous materials, or other regulated pollutants know and comply with all applicable environmental laws and guidelines. No one at Schiavone may participate in concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants. Any person who has reason to believe that there may have been violations of any part of Schiavone’s environmental compliance shall report immediately to his or her supervisor, the Project Manager, or a Vice-President of Operations.

If any employee has any safety related concerns, he or she should report these concerns to Schiavone’s Safety Manager, the Ethics and Compliance Officer, or the Hotline at 866-777-6115 or Hotline@Schiavone.net.
WE WILL NOT ENGAGE IN ANY ACTIVITY THAT CREATES A CONFLICT OF INTEREST OR SEEK PERSONAL GAIN THROUGH THE IMPROPER USE OF BUSINESS RELATIONSHIPS OR CONFIDENTIAL INFORMATION

**Business Conflicts of Interest.** A business conflict is anything that could affect or create the appearance of affecting an employee’s judgment in fulfilling his or her responsibilities to Schiavone. A conflict of interest occurs when the employee’s personal interest interferes with the Company’s interest. This includes an interest in any business or property, or a duty to or relationship with any supplier, prospective supplier, customer, or consultant that might conflict with the interests of Schiavone. Employees should not take part in activities that conflict with or are not in agreement with Schiavone’s activities or business interests or that could give an appearance that their judgment, loyalty, or objectivity in the conduct of company business might be negatively affected.

**Political Activities.** The role of government in society is of great interest to Schiavone because of the potential effect government actions may have on the Company’s operations. Even so, employees who engage in political activities must do so on their own time and use their own resources as private citizens and not as Schiavone representatives.

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**Right**

An estimator is a close relative of the owner of one of Schiavone’s suppliers. To avoid any conflict of interest, she excuses herself from any purchasing decisions involving the supplier.

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**Wrong**

An employee has work performed on his home by a Schiavone subcontractor at a discounted price.
WE WILL MAKE FAIR DEALING AND HONESTY THE CORNERSTONE OF ALL OUR BUSINESS ACTIVITIES AND RELATIONSHIPS

ANTI-CORRUPTION AND BRIBERY

**Kickbacks.** Simply put, a kickback is the payment of something of value to another individual with the goal of persuading or influencing that individual’s decision or performance in certain situations. In the context of construction contracts, a kickback is used for the purpose of wrongly obtaining or rewarding favorable treatment in connection with a government contract.

A kickback can take many different forms, from an outright payment by a subcontractor, to an offer by a subcontractor to give building materials or supplies to a purchasing agent (or sell them to the purchasing agent at below-market prices) for his or her personal use, to discounts that may be offered to Schiavone for the purpose of getting favorable business considerations.

Violations of the federal Anti-Kickback Act must be reported to the government by the Company, and criminal and civil penalties may be imposed. It is every employee’s responsibility to report suspected violations to the Ethics and Compliance Officer.

Kickbacks that are offered, accepted, or asked for by employees are illegal. Attempted kickbacks are also against the law. Any employee caught participating in any kickback activity will be immediately terminated. Any employee who knows about or reasonably should know about such activity and fails to report it to the Ethics and Compliance Officer will be disciplined.

Report an ethical concern to Hotline@Schiavone.net or 1-866-777-6115
WE WILL MAKE FAIR DEALING AND HONESTY THE CORNERSTONE OF ALL OUR BUSINESS ACTIVITIES AND RELATIONSHIPS

**Bribes and Gratuities.** A bribe is an offer of money or anything else of value used to influence the judgment or conduct of another or to cause a desired outcome or action. A bribe is offered for a *future* action. A gratuity is an offer of anything of value to a public official “for or because of an official act.” A gratuity is an offer of a reward for a *past* action.

Bribes and gratuities include directly or indirectly offering, accepting, giving, or soliciting gifts, gratuities, entertainment, offers of employment or other things of value to federal, state, or local employees; accepting invitations from suppliers without sound business reasons, or soliciting favors from suppliers. Gratuities are expressly prohibited.

All forms of bribery are illegal and expressly prohibited. Any employee caught playing a part in any bribery activity will be immediately terminated. Any employee who knows about or reasonably should know about any bribery activity and fails to report it to the Ethics and Compliance Officer will be disciplined.

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**Right**

A subcontractor offers a Schiavone employee free World Series tickets in exchange for giving the subcontractor a change order that it would otherwise not have received. The Schiavone employee declines the offer and promptly reports the offer to Schiavone’s Ethics and Compliance Officer.

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**Wrong**

During price negotiations, a vendor informs Schiavone’s purchasing department that it will give Schiavone a 15% cash “rebate” on the materials. The purchasing agent accepts the cash rebate, which is not reflected on the vendor’s invoices.
WE WILL MAKE FAIR DEALING AND HONESTY THE CORNERSTONE OF ALL OUR BUSINESS ACTIVITIES AND RELATIONSHIPS

GIFTS, ENTERTAINMENT AND BUSINESS COURTESIES

A gift is the transfer, without getting something of equal value in return, of anything or benefit, tangible or intangible, having more than a token value including, but not limited to, loans, services, travel, favors, money, meals, refreshments, entertainment, hospitality, tickets to entertainment or sporting events and golf outings.

Entertaining potential clients, existing clients and partners is a part of accepted business practices. We believe that no gift should be accepted or provided if it will obligate, or appear to obligate, the receiver. Gifts, meals and entertainment with clients, suppliers and partners must be reasonable and not excessive. This includes when giving and receiving the business courtesies. Schiavone must not compromise or appear to compromise its ability to make neutral, “arms length” business decisions. If others believe that a business decision was made because of a gift or business courtesy and not purely on the basis of merit and sound business judgment, Schiavone’s reputation will be harmed.

**Government Clients and Personnel**  When Schiavone contracts with the federal, state or local government entities, more restrictive rules regarding gifts, entertainment and business courtesies apply. All forms of gifts and entertainment to, or from, government personnel (Federal, State, and Local), including individuals that may be acting for or on behalf of the government, or to their family members are expressly prohibited.
WE WILL MAKE FAIR DEALING AND HONESTY THE CORNERSTONE OF ALL OUR BUSINESS ACTIVITIES AND RELATIONSHIPS

GIFTS, ENTERTAINMENT AND BUSINESS COURTESIES (CONTINUED)

Non-Government Clients and Personnel  Receiving or accepting gifts or entertainment in the business environment is a very sensitive area and can be inappropriate, or even illegal, depending on the situation. All employees should be extra sensitive when it comes to giving or receiving gifts and entertainment from non-governmental personnel.

Regardless of the situation, the following rules apply:

- Common business courtesies that are usually acceptable and do not ordinarily require the Company Ethics and Compliance Officer’s prior approval include: occasionally having meals or attending sports and other cultural events with outside business associates, occasionally accepting reasonable and customary gifts, and accepting promotional items of nominal value such as hats, shirts, golf balls, pens, notepads or coffee mugs.

- Money, in any form, shall never be given, offered, asked for, or accepted.

- Frequent or lavish gifts from subcontractors, suppliers or vendors must be returned to the giving party with a clear explanation that the gift violates our gifts and entertainment policy. In some cases, it is okay for the person who gave the gift to ask that the item be donated to a charity of Schiavone’s choice.

- No gift or entertainment may be given or received if it is, or could be interpreted to be, meant to influence an employee's behavior.

- The Ethics and Compliance Officer may authorize an exception where a family or personal relationship exists outside of the employee's business relationship with the non-governmental employee.

- Sexually explicit entertainment is prohibited.

- Employees may never accept anything of any value when it has been offered to obtain favorable treatment in connection with a government contract.

Practice Tip:
Employees should familiarize themselves with any government agency guidelines regarding codes of conduct and ethics. For example, for contracts with the Metropolitan Transit Authority (“MTA”), see the MTA’s Vendor Code of Ethics for additional guidelines.

Report an ethical concern to
Hotline@Schiavone.net or 1-866-777-6115
WE WILL ALWAYS OBEY ALL APPLICABLE LAWS, RULES AND REGULATIONS

ANTI-TRUST POLICY

Schiavone’s success in the construction industry depends on its commitment to the integrity of the procurement process in bidding, negotiating and performing contracts for its local, state, and federal customers, both government and private. We do not engage in unethical or illegal trade practices. We compete fairly and ethically for all of our business opportunities.

Antitrust/Collusive Bidding. Antitrust laws are designed to protect the free enterprise system and promote open and fair competition. Activities that limit competition, restrain trade, fix prices or are intended to dominate a market can violate antitrust laws. Although the antitrust laws are complicated, they must be obeyed. Thus, every employee shall be generally aware of the antitrust laws. Employees involved in any dealings with competitors are expected to know that these antitrust laws may apply to their activities and to consult with the Legal Department prior to negotiating with or entering into any arrangement with a competitor.

Antitrust laws are vigorously enforced. Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars. An individual found guilty can be imprisoned for up to 10 years and fined up to $1,000,000. Those injured by the antitrust violations may be entitled to collect up to three times the amount of damage suffered, plus the cost of their attorney’s fees.

When dealing with competitors, employees must NOT:

- Discuss prices, costs, bidding practices
- Agree on prices
- Agree on competing bids
- Rig competing bids
- Use tactics to eliminate competition
- Use information related to an upcoming or ongoing bidding process
- Share confidential bid or proposal terms

We must conduct all contacts with competitors, including social activities, as if they were completely in the public view, because they may later be subject to probing examination and unfavorable interpretation.

This rule does not prevent Schiavone from sharing pricing information with joint venture partners in connection with the preparation of a bid or proposal for a specific project. You must be careful, however, not to discuss or use any pricing, cost, or strategic information given or received outside the joint venture context.

Understanding the requirements of antitrust and unfair competition can be difficult or confusing and you should ask for assistance from your supervisor, the Legal Department, or Schiavone’s Ethics and Compliance Officer whenever you have a question relating to these laws.
WE WILL ALWAYS OBEY ALL APPLICABLE LAWS, RULES AND REGULATIONS

Right

A new engineer joining Schiavone from a competitor brings confidential engineering specifications that may be useful to Schiavone. The engineer’s supervisor instructs the engineer to keep the specifications to himself.

Wrong

Three executives from three competing construction companies agree to take turns being the low bidder, i.e., the winning bid, on contracts with the Department of Transportation.

DOING BUSINESS WITH THE GOVERNMENT

When Schiavone performs work as a contractor or subcontractor on a contract with a state or local government, municipalities and other government entities, or on a contract that is funded entirely or partially by the federal government, Schiavone and its employees are subject to a complex set of laws and regulations. Many of these laws and regulations are aimed at preventing and punishing fraud, waste and abuse. Schiavone is committed to preventing violations of the law that could result in criminal or civil penalties for Schiavone and its employees. Intentional, even unintentional, violations of these laws can result in imprisonment, fines, debarment and other penalties for the employee as well as the Company. Therefore, it is of the utmost importance that all of us commit ourselves to not only live by the rules, but to report violations of the rules by others.

The following describes some of the main ethics laws that apply to the types of public contracts that Schiavone is likely to bid on and perform. Because of the complexity of these laws and their application, we cannot explain every detail of every ethics law in this Code of Conduct. Therefore, any time you have a reasonable basis for believing that an ethics violation has occurred, you should report it to your supervisor, Schiavone’s Ethics and Compliance Officer or the Hotline, or you should ask for additional information from Schiavone’s Ethics and Compliance Officer.

Report an ethical concern to
Hotline@Schiavone.net or 1-866-777-6115
WE WILL ALWAYS OBEY ALL APPLICABLE LAWS, RULES AND REGULATIONS

**False Claims.** A false claim has occurred when:

1. A claim for payment has been submitted to the government or to someone acting on behalf of the government;
2. The claim is false or fraudulent;
3. The contractor knew that the claim was false or fraudulent; and
4. The false information influenced the government’s decision to pay.

State and local government and federal False Claims Acts cover not only the intentional submission of a false claim, but also claims that are submitted with deliberate ignorance or reckless disregard for the falsity of the claim. Both the individual employee who submits a false claim and Schiavone may be subject to criminal and civil penalties.

A common source of false claims is false or fraudulent progress payment requests in which a contractor bills for work that has not been performed or is defective, or bills for costs that are unallowable. A false claim can also occur when the contract requires the use of certain materials, but the contractor uses different materials and then invoices the government for the materials specified in the contract. Even if the substituted materials are equal to or better than the specified materials, a false claim may have been committed because the government is entitled to receive exactly what it pays for.

All requests or demands for payment shall truthfully and accurately reflect the value of the goods and/or services provided. Under no circumstances may an employee make a false claim.

Employees shall observe the following rules:

- Before submitting a progress payment request make sure that all of the information is truthful and accurate, including the status of payments to subcontractors, and that invoiced work has been performed in accordance with the requirements of the contract.
- Do not invoice for work that has not been performed or for subcontractor work before an invoice has been submitted by the subcontractor to the Company.
- Do not invoice for any amount that you intend to withhold or retain from a subcontractor.
- On fixed price contracts, only bond premiums that have been actually paid may be invoiced.
- Progress payment requests should be consistent with certified payrolls and the Schedule of Values on the contract.
- Payments should be made to subcontractors within the time period specified in the prompt payment act, i.e., seven days when the federal Prompt Payment Act applies.
- Each progress payment request must be reviewed and approved by the Project Manager before submission to the government.
- Project documents shall accurately record the labor expended on contracts.
WE WILL ALWAYS OBEY ALL APPLICABLE LAWS, RULES AND REGULATIONS

Employees shall observe the following rules:

- For cost reimbursement and fixed price contracts that are performed concurrently, make sure that all costs are properly allocated between the contracts.
- Separate charge numbers should be established for separate contracts. All employees are responsible for properly charging their time.
- A public contract may require the contractor and subcontractor to certify that any claim for additional compensation is made in good faith, is truthful and accurate and is in accordance with the terms and conditions of the contract. The contractor also may be required to certify that any subcontractor claim has been reviewed by the contractor and that the contractor has no reason to believe and does not believe that the subcontractor’s claim is false.
- Do not fraudulently inflate claims to leverage a more favorable settlement.
- Before certifying and submitting a claim, the factual and legal basis for the claim must be carefully reviewed for substantiation.

Right

The accounting department’s review of a subcontractor’s payment request reveals a discrepancy with its labor and materials documentation and schedule of values. Accordingly, payment is not made and the subcontractor is asked for additional documentation to support its payment request.

Wrong

A subcontractor has been paid by the prime contractor even though the subcontractor failed to submit a signed certification with its payment application.

Report an ethical concern to
Hotline@Schiavone.net or 1-866-777-6115
WE WILL ALWAYS OBEY ALL APPLICABLE LAWS, RULES AND REGULATIONS

**False Statements.** Any “false, fictitious or fraudulent statements or representations” to the Government regarding a material issue are considered violations of the False Statement Act. The statement may be written, oral, sworn, unsworn, signed or unsigned. Simply stated, any materially false, fraudulent or fictitious statement will subject the offending employee to potential criminal liability, punishable by up to 5 years in prison.

One area that requires particular attention is signed certifications that Schiavone must submit to a federal, state or local government or the owner of a federally funded project or other authority. False statements in these certifications or other documents submitted to federal, state or local governments will subject the offending employee to criminal penalties and will have adverse consequences for Schiavone.

Employees who work with government contracts must:

- Verify that documents are accurate, complete, properly disclosed, documented and retained in the appropriate files
- Require subcontractors, consultants, vendors, suppliers, to comply with the laws and regulations
- Make sure that each and every representation made in a certification is truthful and accurate based upon due diligence before signing the certification to be submitted to the federal, state or local government or an owner on a federally funded project or any other governmental entity

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**Right**

The M/W/DBE Liaison, through the Company’s vetting process, cannot verify that a WBE subcontractor is certified to perform a specific task. The Liaison does not place the subcontractor on the participation plan.

**Wrong**

A contractor’s payment certification includes charges for materials used on a different project.
WE WILL ALWAYS OBEY ALL APPLICABLE LAWS, RULES AND REGULATIONS

Procurement Integrity. Some government agencies limit contacts to a Single Point of Contact during the bidding/procurement process. The designated Single Point of Contact is identified in the procurement solicitation. Once the Single Point of Contact is identified, neither the Vendor nor any person or entity acting on the Vendor's behalf may make a Prohibited Contact, provided that the contact will not be prohibited if it is authorized by the Point of Contact in furtherance of the procurement process.

Prohibited Contact is any oral or written contact, including meetings, telephone calls, letters, faxes and e-mails, with any officer, or employee of the agency, other than the Point of Contact, where it could be inferred that the contact was meant to influence, or expected to influence, the subject of the procurement. Contacts with agency employees only for the purpose of discussing existing on-going work unrelated to the subject of the solicitation are allowed.

Products from Eligible Sources. The Trade Agreements Act, Buy American Act and other federal laws generally require that products and services provided to federal agencies under government contracts must be manufactured in the United States or in another country with which the United States has a trade agreement. These provisions are often included in Schiavone's contracts with state or local government. Violations of these laws can result in civil or criminal penalties, as well as the termination of government contracts.

Dealing with Ineligible Subcontractors and Suppliers. Contracts with the federal, state and local governments and contracts that are funded by the federal government generally prohibit us from contracting with subcontractors and suppliers who are debarred, suspended, proposed for debarment or otherwise not eligible. Before placing any subcontract or purchase order above $25,000, employees must obtain a certification from all proposed subcontractor and suppliers that they are not debarred, suspended, proposed for debarment or otherwise not eligible. If the employee learns or has reason to believe that any subcontractor’s or vendor’s certification is incorrect or has become invalid due to changed circumstances, the employee must notify Schiavone’s Ethics and Compliance Officer.

Truth in Negotiations. Schiavone’s contracts with government agencies often provide that Schiavone may be required to submit certified cost or pricing data. Any cost or pricing data must be current, accurate and complete up to the point in time when the parties have reached an agreement on price. We must disclose all facts at the time of price agreement that buyers and sellers would reasonably expect to affect price negotiations. This means full disclosure of subcontractor prices. Any false, inaccurate or incomplete cost or pricing data may result in civil and criminal penalties.

Report an ethical concern to
Hotline@Schiavone.net or 1-866-777-6115
WE WILL PROTECT OUR INFORMATION, RECORDS, SYSTEMS, ASSETS AND PROPERTY

COMMUNICATIONS AND RECORDS

Accurate Company Records. All Company and employee communications, correspondence, and records must be accurate, complete and timely. Employees are prohibited from making false or misleading entries on Schiavone documentation and from failing to maintain accurate records of business transactions, the disposition of Company assets, and payments made on behalf of Schiavone. Schiavone documents include, medical insurance forms, other benefits claim forms, or expense reports.

Software Rights. Employees shall not copy or allow the copying of any copyrighted computer software or documentation except as specifically permitted by law or by the terms of any applicable agreement. Unless there is express written authority, anyone who purchases a copy of software has no right to make additional copies without the permission of the copyright owner, except to copy the software onto a single computer or to make another copy for historical record purposes only.

Electronic Communications. All employees are expected to be familiar with, and conform to, Schiavone’s Electronic Communications Systems Access & Usage Policy.

Use of Computers for Non-Company Activities. Personal use of the Company’s computers, internet, telephone and email system is discouraged, but limited, occasional or incidental personal use of the computers, email, internet and telephone is permitted, if done in a professional manner that does not interfere with business use or with the employee’s job responsibilities, and if otherwise permitted by Company policy. Employees should not have any expectations of personal privacy with respect to their use of Schiavone computer systems or the data residing on them. Electronic visits to pornographic websites or to hate sites are never permitted.

Information Security. The protection and proper use of information in our possession is fundamental to our ability to carry out our business so that our clients, subcontractors and business associates have confidence in the Company’s integrity. Business and technical information is valuable to us, and it is Schiavone’s policy that this information be protected from loss, theft, accidental disclosure or misuse. The responsibility for protecting information in the possession of Schiavone rests with every employee. Each employee has a continuing obligation, even after leaving Schiavone’s employment, not to disclose any proprietary information of the Company, its suppliers, or its customers.

If you receive information and are not sure as to Schiavone’s legal right to use that information, do not distribute or use the information until the question has been reviewed and resolved by Schiavone’s Legal Department.

Practice Tip:
Think twice before sending an email containing emotions and opinions. Where practical, communicate face-to-face or via telephone. Refer to Schiavone’s E-Mail Protocol for further e-mail requirements.
WE WILL PROTECT OUR INFORMATION, RECORDS, SYSTEMS, ASSETS AND PROPERTY

Maintaining Confidential Information. As part of your duties, you may come in contact with confidential information of Schiavone, the project owner, subcontractors and suppliers. Confidential Information is broadly defined and can/may include:

- Photographs, drawings, plans, designs, maps, design calculations, specifications
- Contract documents, including bid proposals and bids
- Policies, procedures
- Client information
- Personal employee information

The following rules apply with respect to the confidential information:

- Employees cannot sell, transfer, disclose, display, or otherwise make confidential information available to anyone without the prior written approval of the owner of the confidential information.
- Employees can use the confidential information only to perform their job.
- Employees can only reveal confidential information on a need to know basis to persons authorized to receive it, and must make certain that any person to who they give the confidential information is told that the information is confidential and of their duty to protect the confidentiality of the information.
- Employees must safeguard confidential information from disclosure to anyone who is not authorized to have access to it.
- Employees may not send, ship, mail, deliver, email or otherwise transmit in or by any means whatsoever any confidential information in any form outside of the United States or enter into an agreement to do so, unless the appropriate permission has been obtained.
- Employees must immediately notify Schiavone’s Legal Department or Ethics and Compliance Officer if they learn or believe that confidential information has been released or is about to be released.

Document Retention. Properly maintaining company documents and records, both paper and electronic including emails, is very important. All employees are expected to be familiar with and follow Schiavone’s Record Retention Policies and Procedures. In the event you are notified by the Legal Department or the Ethics and Compliance Officer that you may have documents related to a pending, threatened or anticipated investigation, audit or litigation, make sure that you comply with the notification and do not destroy any document covered by the notification.

Report an ethical concern to
Hotline@Schiavone.net or 1-866-777-6115
WE WILL CREATE A CULTURE WHERE ALL EMPLOYEES TAKE RESPONSIBILITY FOR ETHICAL BEHAVIOR AND EMPLOYEES ARE FREE TO RAISE CONCERNS

REPORTING CONCERNS

Employees who have information that raises a reasonable suspicion that a violation of applicable laws, regulations or rules may have occurred, or who seek advice about an ethics or compliance issue or concern, should contact Schiavone’s Ethics and Compliance Officer at 201-867-5070. Alternatively, employees should feel free to contact the Hotline at 866-777-6115 or send an email to Hotline@Schiavone.net.

What happens when you call the Hotline?

✔ The Hotline is a dedicated telephone line that is available 24 hours a day, 7 days a week.
✔ You are not required to identify yourself and you may call anonymously.
✔ Whether you identify yourself or not, your communication will be kept confidential to the greatest extent possible.
✔ There will be no effort to trace your call.
✔ Each report will be given a case tracking number.
✔ Questions and reports of suspected violations will be treated seriously and promptly and thoroughly investigated.

Every employee is responsible for reporting violations of the Code of Conduct, even if the employee is not involved in the violation. Not reporting a violation may result in disciplinary action. Looking the other way, refusing to acknowledge it, or pretending to be uninformed is unacceptable.

All directors, officers and employees have a responsibility to read, understand and follow the Code of Conduct. Violations of this Code, the law, and other Company policies and procedures can lead to disciplinary action up to and including:

➢ Reprimand
➢ Loss of compensation, seniority, or promotional opportunities
➢ Reduction in pay
➢ Demotion
➢ Suspension with or without pay
➢ Termination of employment
➢ Criminal and civil penalties

NON-RETALIATION POLICY

Under no circumstances will Schiavone tolerate any direct or indirect retaliation against an employee who reports a suspected ethics violation in good faith, even if the concern is found to be unsupported. Anyone who attempts to retaliate against an employee will be disciplined, including possible termination.
WE WILL CREATE A CULTURE WHERE ALL EMPLOYEES TAKE RESPONSIBILITY FOR ETHICAL BEHAVIOR AND EMPLOYEES ARE FREE TO RAISE CONCERNS

Resources for Raising an Ethics and Compliance Question or Concern

- Ethics and Compliance Officer
- Ethics and Compliance e-mail Hotline@Schiavone.net
- General Counsel, Legal Department
- Supervisor, Manager, or Department Head
- EEO Officer

Report an ethical concern to Hotline@Schiavone.net or 1-866-777-6115
CODE OF BUSINESS ETHICS AND CODE OF CONDUCT

CERTIFICATION

As a Schiavone employee, and as applicable to my work responsibilities
1. I will treat others with dignity and respect and embrace diversity of thought, culture and background.
2. I will be a good citizen, protect employees’ health and safety, and responsibly manage natural resources.
3. I will not engage in any activity that creates a conflict of interest or seek personal gain through the improper use of business relationships or confidential information.
4. I will make fair dealing and honesty the cornerstone of all my business activities and relationships.
5. I will always obey all applicable laws, rules and regulations.
6. I will protect Schiavone’s information, records, systems, assets and property.
7. I will create a culture where all employees take responsibility for ethical behavior and employees are free to raise concerns.

I have received Schiavone’s Code of Business Ethics and Code of Conduct and do certify that:
• I have carefully reviewed and understand the Schiavone Code of Conduct.
• I understand that I have the responsibility to ask questions, seek guidance and report suspected violations of the Schiavone Code of Conduct.
• To the best of my knowledge, I am in compliance with the Schiavone Code of Conduct.
• I will continue to comply with the Schiavone Code of Conduct and understand that I will be subject to disciplinary action if I violate it.

____________________________________ ____________________________________
Signature Date

___________________________________ ___________________________________
Print Name Job Location

This Code of Conduct may be updated or amended at Schiavone’s sole discretion from time to time to reflect changes in laws and company policies and practices. You may contact the Ethics and Compliance Officer for the most current version of this document.

August 2010
SCHIAVONE Construction Co. LLC
CONSTRUCTORS & ENGINEERS

HOTLINE
For Reporting Suspected Fraud, or Other Violations of Law
or the Company's Code of Ethics and Conduct

CALL:
866-777-6115

The Identity of Callers and Writers Is Protected
A Confidential Email May Also Be Sent To: Hotline @Schiavone.net
SCHIAVONE CONSTRUCTION CO. LLC

Code of Business Ethics and Code of Conduct

Hotline@Schiavone.net or 1-866-777-6115