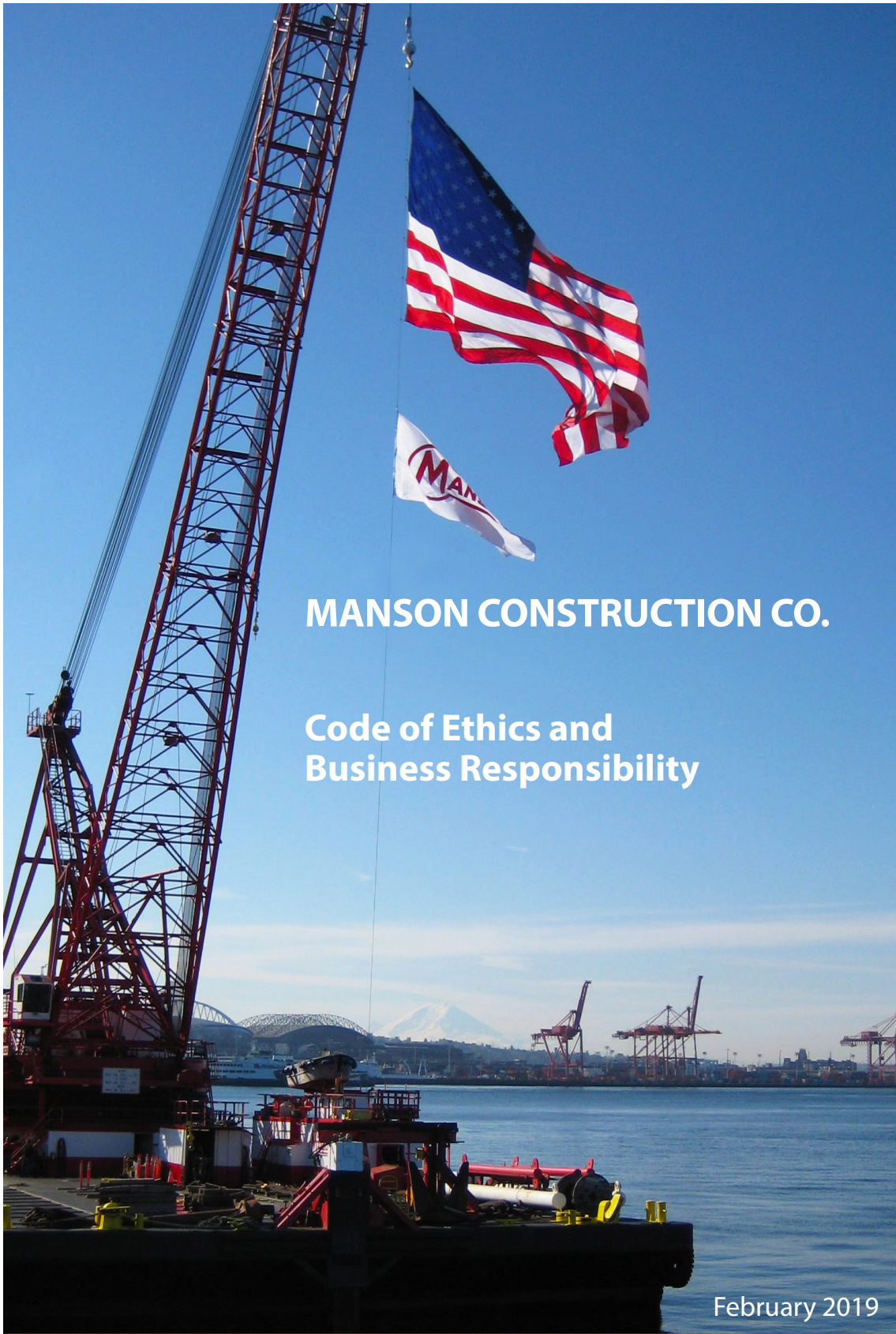


**INTEGRITY IS THE KEY TO OUR SUCCESS**



**MANSON CONSTRUCTION CO.**

**Code of Ethics and  
Business Responsibility**

February 2019

## MANSON'S VISION, PURPOSE AND CORE VALUES



As a leading heavy civil marine and dredging contractor, Manson strives for the highest quality in every aspect of our performance. Our foundation is built on a set of guiding principles—for interacting with our fellow employees, our customers, the government, and our business partners.

That's why it is important that every person who works at Manson upholds and shares our vision, purpose and core values.

### **Our vision**

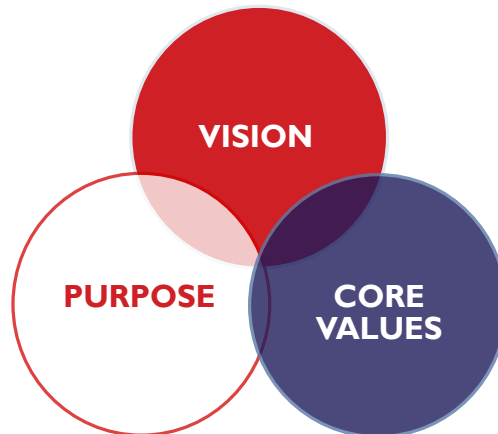
at Manson is to be the preeminent marine construction and dredging company in the Americas.

### **Our purpose**

is to make lives better.

### **Our core values**

1. Take care of people first and always
2. Do the right thing
3. Find a better way



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## MESSAGE FROM OUR PRESIDENT

Our vision is to be the preeminent marine construction and dredging company in the Americas. To fulfill our vision, Manson combines highly technical capabilities with advanced engineering skills; but that is not all. Our culture and who we are demand we also abide by the law, protect our environment and take care of people first and always. We seek to do the right thing and to find a better way. These are the core values that every one of us is required to uphold.

Together, we are all committed to abide by the highest ethical standards. By abiding by the highest ethical standards, we always deliver what we promise and we stand by the work we perform.

At Manson, our people are our most precious asset and through their dedication and hard work, have earned Manson our industry leading reputation. I'm proud of our accomplishments and thankful for your contributions to our continued success.

Sincerely,

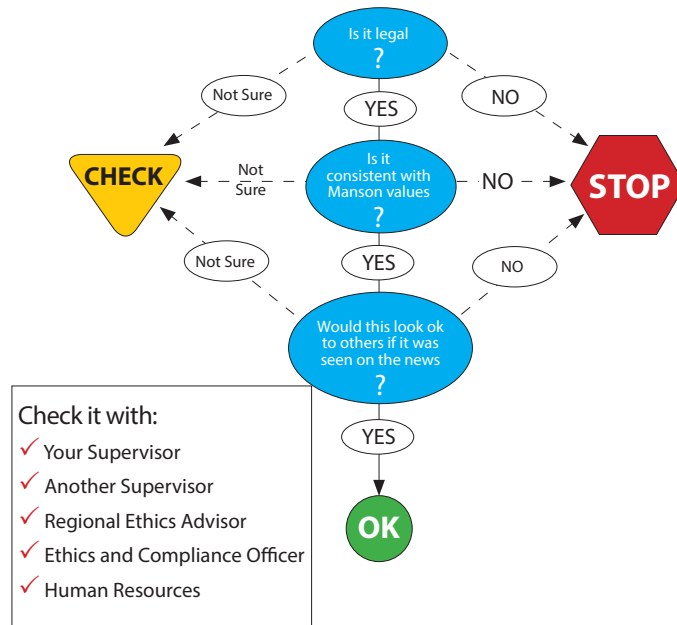
A handwritten signature in blue ink, appearing to read "John A. Holmes".

John A. Holmes  
President and Chief Executive Officer

# INTRODUCTION

We all depend on the ethical behavior of our co-workers. The daily decisions each of us makes at Manson affect our collective present and future. We are all parts of an interdependent system, a system in which each part has the potential to affect all other parts.

Many of us came from a culture that provided answers or direction for almost every situation possible. Managing our business was not so complex; the dilemmas we faced were—for the most part—simple, making our choices relatively easy. We would probably all agree that managing in today's environment is not so simple.



This Code has been prepared as a working guide and not as a technical legal document. Thus, emphasis is on brevity and readability rather than providing an all-inclusive answer to specific questions. For example, the term employee is used in its broadest sense and refers to every officer and employee of the Company and its subsidiaries. The word law refers to laws, regulations, orders, etc. We have a more detailed Ethics and Business Responsibility Manual which expands on the tenets of this Code.

In observance of this Code, as in other business conduct, there is no substitute for common sense. Each employee should apply this code with common sense and the attitude of seeking full compliance with the letter and spirit of the rules presented.

It is incumbent upon you, as an employee of the Company, to perform satisfactorily, putting forth your best effort, and to comply with our rules and policies as they are issued or modified from time to time.

These policies and rules are necessary to effectively manage the business and meet the ever-changing needs of the marketplace. Good performance and compliance with business rules lead to success. Both are crucial since our ability to provide you with career opportunities depends totally upon our success in the marketplace.

This Code of Ethics and Business Responsibility is a general guide to acceptable and appropriate behavior at the Company, and you are expected to comply with its contents; however, it does not contain all of the detailed information you will need during the course of your employment. Nothing contained in this code or in other communications creates or implies an employment contract or term of employment. We are committed to reviewing our policies continually. Thus, this code might be modified or revised from time to time. In the event this Code conflicts with the provisions of any collective bargaining agreement, ordinance, regulations, or statute, the Code will conform to meet the applicable provisions.

You should familiarize yourself with this Code so that you might readily distinguish any proposal, or act or practice that would constitute a violation. Each employee is responsible for his or her actions. Violations can result in disciplinary action, including dismissal and criminal prosecution. There will be no reprisal against an employee who reported a violation or suspected violation in good faith.

The absence of a specific guideline, practice or instruction covering a particular situation does not relieve an employee from exercising the highest ethical standards applicable to the circumstances.

If any employee has doubts regarding a questionable or uncertain situation that might arise, that employee should immediately consult his or her supervisor, Regional Ethics Advisor, the Ethics and Compliance Officer, the Human Resources Director, or the Ethics Hotline.

### **What We Ask of You**

- Observe Manson's Fundamental Values, which are the foundation for all of our transactions and interactions.
- Do not engage in any activity that might create a conflict of interest for the company or for yourself, including activity that creates even the appearance of a conflict of interest.
- Maintain and submit only accurate business and financial records, including financial books, records, cost accounts, financial statements, time and expense reports, résumés and any and all other submissions to the Company, customers and regulatory authorities.



- Protect all Company, customer and subcontractor assets and use them only for appropriate Company approved activities.
- Without exception, comply with all applicable laws, rules and regulations. When you suspect that a violation of law or ethics has occurred or may occur you are expected to report such suspected behavior. If you are uncertain about whether something is legal or meets a regulatory requirement, ask.
- Employees not adhering to ethical guidelines are subject to immediate disciplinary action, which may include termination of employment. Manson has zero tolerance for unethical behavior. Remember, it is everyone's duty at Manson to preserve our ethical culture.

### **What You Can Expect From Manson**

- As a Company, Manson will apply the Company's ethical principles to everything we do.
- Manson commits that its leaders will:
  - Act ethically, applying the same high standards of conduct expected throughout the Company;
  - Promote ethical conduct, both within the Company and in the markets in which we operate;
  - Provide training and other resources so that employees are equipped to deal with ethical issues;
  - Listen to concerns employees have about business conduct and support them in expressing those concerns; and
  - Take action when an employee faces any form of retaliation for reporting any concerns or suspected misconduct.

### **Our Ethics and Compliance Program**

Manson's Ethics and Compliance Officer is responsible for developing and implementing training and communication programs to familiarize Manson personnel with their requirements under the Code of Ethics and Business Responsibility. He is also responsible for investigating ethical issues or violations that are brought to the attention of the Company. He is available to all Manson employees to discuss any ethical issues or concerns. In addition, Manson's Human Resources Director is also available to all Manson employees to discuss any ethical issues or concerns. You may also contact any of the Regional Ethics Advisors who assist the Ethics and Compliance Officer.



As another option, you may also call Manson's Ethics Hotline, which is available for anyone wishing to raise a concern, to report alleged misconduct or a violation of the Code, government law or regulation, or simply to seek advice but who would like to do so in an anonymous fashion. The Manson Ethics Hotline is available 24 hours a day, seven days a week and is administered by a third party. The Manson Ethics Hotline phone number is 877-472-2110. Questions, concerns, or reports can also be communicated to the Hotline via email at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (refer to Manson in your email).

### **What you need to know about the Ethics and Compliance Office**

- Your concerns and reports will be treated seriously and you will be treated respectfully.
- You need not identify yourself.
- To the extent possible your communication will be kept confidential.
- Manson takes the Code very seriously and will take appropriate action in response to violations of the Code. If an investigation reveals that there has been a violation of the Code, the violator(s) will be subject to disciplinary action, up to and including termination of employment. They may also be subject to civil and criminal penalties.
- Retaliation for raising a good faith concern about an ethical issue/violation is a violation of Manson's Code and will not be tolerated.
- Manson is committed to providing timely notification to the Government of any violation of Federal Law involving fraud, conflict of interest, bribery, or gratuity violations as well as any violation of the civil False Claims Act and will cooperate fully with any resultant investigation conducted by the Government.
- Manson is responsible for conducting periodic reviews of Company business practices, procedures, policies, and internal controls for compliance with the Code. Your cooperation in the review process is vital to its success.



## OUR ETHICAL STANDARDS IN BRIEF

### ***We strive for quality in all that we do.***

Manson attracts and retains the best people by providing challenging work in an environment that stimulates, respects, and rewards creativity and productivity in the satisfaction of customer needs. Our people provide quality service and products to our customers. Our reputation for quality work and quality people must not be compromised by unethical decision making.



### ***We treat people with respect and dignity.***

We are committed to fair employment practices and will not tolerate any form of discrimination, harassment or other inappropriate behavior in the workplace. Every action should be judged by considering whether it is legal, fair to all concerned, reasonable under the circumstances, honest and in keeping with the best interests of our employees and customers, and able to withstand the scrutiny of outsiders. Employees whose behavior is found to violate ethical standards will be subject to disciplinary action, up to and including termination.

### ***We respect and obey all applicable laws and regulations.***

The laws that apply to Government contractors are complex. However, confusion or a lack of understanding of the rules cannot be used as an excuse for a lack of compliance. It is important to always seek advice from the Ethics and Compliance Officer, Human Resources Director, or Senior Leadership to ensure compliance with both the spirit and letter of the law.

### ***We fairly report and charge our time.***

Accurate timekeeping by each employee and timely submission of timecards are critical elements of each employee's job and of Manson's success. It is the only way that we are able to provide accurate, timely reports and invoices to our customers. Manson's timekeeping practices are governed by CASB and Federal Acquisition Regulation (FAR). Careless or improper preparation of timecards may lead to disciplinary actions by the Company and may also result in prosecution under applicable Federal statutes. Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.

### ***We encourage others to do the right thing.***

Manson will ensure that its Business Partners (subcontractors, vendors, suppliers, and joint venture partners) are aware of their requirements to abide by Government Ethics Regulations, and those Business Partners who are required to have a formal Ethics policy either possess one or agree to abide by the Manson Code.

### ***We maintain high standards of procurement integrity.***

When we are bidding for or negotiating contracts we will be truthful and accurate, observe all rules and regulations, and will not accept information on a competitor's bid or proposal that we know to be proprietary or confidential.

## **WORKING WITH THE GOVERNMENT**

Manson works in a field which is highly competitive. By competing fairly and performing excellent work, our clients know that we are a reliable and trusted business partner. However, the great majority of our work comes from government contracts, which have specific and particular bidding and competing obligations and restrictions. This includes, but is not limited to, dealing with government officials in an environment of openness and under circumstances that contradict any perception of concealment, the appearance of impropriety, or any actual or potential conflict of interest.

Our employees must have a working knowledge of and strictly follow laws and regulations such as the Procurement Integrity Act, the Federal Acquisition Regulations (FAR), Anti-Trust laws, the Foreign Corrupt Practices Act, and other legal restrictions. These laws and regulations generally have three purposes: (1) to allow government agencies to purchase the best possible products and services at the best value; (2) to promote full and open competition based on specifications and evaluations criteria that allow interested suppliers to respond appropriately; and (3) to eliminate waste, fraud, and abuse.

If any employee has a question about the applicability of a law or regulation, feels uncertain about their own depth of knowledge of the law, or has any concerns about ensuring that the Company is meeting its legal and ethical obligations, please bring these issues to the attention of the Ethics and Compliance Officer or use any available means to have the issue addressed before acting.

## **COMPETING FOR WORK**

The Company supports competition based on quality, service, and price. We will conduct our affairs honestly, directly, and fairly. Since a substantial part of Manson's business involves competitive bidding of contracts with the federal government

and routine business decisions involving pricing, terms and conditions of sale, and dealings with competitors, it is essential that every employee be generally aware of the antitrust laws. To comply with the antitrust laws and our policy of fair competition, employees must:

- Never discuss with competitors any matter directly involved in competition between us and the competitor (e.g., sales price, marketing strategies, market shares, and sales policies)
- Never agree with a competitor to restrict competition by fixing prices, allocating markets, or other means
- Not arbitrarily refuse to deal with or purchase goods and services from others simply because they are competitors in other respects
- Not require others to contract with us before or unless we contract with them
- Never engage in industrial espionage or commercial bribery
- Be accurate and truthful in all dealings with customers and be careful to represent the quality, features, and availability of Company products and services accurately
- Not require customers to take from us a service they do not want just so they can get one they do want
- Immediately notify their manager or the Ethics and Compliance Officer whenever you believe that you might have received information that may be confidential or proprietary to another organization.

### **Practical Examples**

- Q. I am working on a bid submission and, in order to gain the contract, I am considering under-estimating the costs, as I know I can charge the customer for overruns on the contract when we have won it. Is this appropriate?
- A. No. It is never acceptable to deliberately misrepresent costs that we intend to incur and bill to the customer.
- Q. Another company has asked to discuss what contract terms and pricing we have negotiated with a supplier, as they would like the same kind of deal that we have. Is this ok?
- A. No. We have an ethical and contractual obligation to respect the confidentiality of the supplier's pricing. Secondly, our actions might be construed as an attempt to fix prices in the supply market, which could damage Manson's reputation or result in legal action.

## FOREIGN CORRUPT PRACTICES ACT

As the international market develops, Manson will be faced with a number of laws of foreign countries and the United States dealing with business relationships in such countries. While we cannot address the legal requirements of each potential country where we may do business, Manson is committed to being a leader in ethics and conducting business honestly, ethically and with integrity. We hold ourselves to the highest standards and expect more of ourselves than the law may require. Manson has established an Anti-Corruption Policy for complying with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act of 2010, and other applicable anti-corruption laws, regulations and prohibitions against corruption (the "Anti-Corruption Laws"). As these markets grow, those employees who have any involvement in that business must be familiar with and follow the obligations of this policy. Some key points:

- No employee will engage in activity that might involve the employee or the Company in a violation of the Foreign Corrupt Practices Act of 1977. The Foreign Corrupt Practices Act requires that the Company's books and records accurately and fairly reflect all transactions; that we maintain a system of internal controls; that transactions conform to management's authorizations; and that the accounting records are accurate.
- No employee will falsely report transactions or fail to report the existence of false transactions in the accounting records. Employees certifying the correctness of records, including vouchers or bills, should have reasonable knowledge that the information is correct and proper.
- Under the Act, it is also a federal crime for any U.S. business enterprise to offer a gift, payment, or bribe, or anything else of value, whether directly or indirectly, to any foreign official, foreign political party or party official, or candidate for foreign political office for the purpose of influencing an official act or decision, or seeking influence with a foreign government in order to obtain, retain, or direct business to the Company or to any person. Even if the payment is legal in the host country, it is forbidden by the Act and violates U.S. law.
- We will not make facilitation payments and will seek to eliminate the practice in countries in which we do business. A facilitation payment is a payment or gift (usually given to a government official) to speed up or perform a procedure. It does not include fees required to be made by law (such as the payment of a filing fee for a legal document). Manson's position on such payments is clear: We will not make facilitation payments nor allow others to make them on our behalf.



### **Practical Examples**

- Q. I was informed that we could hire a local company or consultant to help get all the necessary permits from a foreign government. An advance payment has been requested to “help move the process along.” Since we don’t really know where the money is going, do we have to worry about it?
- A. Yes. We are responsible for the actions of any third party working on our behalf. The request for an advance payment is itself a red flag; the comment, even more so. Consult with the Ethics and Compliance Officer before proceeding.

## CONFLICTS OF INTEREST

There are several situations that could give rise to a conflict of interest. The most common situations include accepting gifts from suppliers, employment by another Company, ownership of a significant part of another Company or business, close or family relationships with outside suppliers, and communications with competitors. A potential conflict of interest exists for employees who make decisions in their jobs that would allow them to give preference or favor to a customer in exchange for anything of personal benefit to themselves or their friends and families. Such situations could interfere with an employee’s ability to make judgments solely in the Company’s best interest.

### ***Outside Employment***

Employees must not be employed outside the company:

- In any business that competes with or provides services to the Company or its subsidiaries
- In a manner which would affect their objectivity in carrying out their Company responsibilities
- Where the outside employment would conflict with scheduled hours, including overtime, or the performance of Company assignments
- Where the employee uses Company time, materials, information, or other assets in connection with outside employment

### ***Relationships with Suppliers and Customers***

Business transactions must be entered into solely for the best interests of the Company. No employee can, directly or indirectly, benefit from his or her position as an employee or from any sale, purchase, or other activity of the Company. Employees should avoid situations involving a conflict or the appearance of conflict between duty to the Company and self-interest.

No employee who deals with individuals or organizations doing or seeking to do business with Manson, or who makes recommendations with respect to such dealings, should: serve as an officer, director, employee, or consultant; or own a substantial interest in any competitor of the Company, or any organization doing or seeking to do business with the Company

### ***Employment of Relatives***

Relatives of employees will not be employed on a permanent or temporary basis by the Company where the relative directly reports to the employee, or the employee exercises any direct influence with respect to the relative's hiring, placement, promotions, evaluations, or pay. Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.



### ***Practical Examples***

- Q. My wife works for a supplier who is bidding for a contract that I am working on. Should I let my manager know?
- A. Yes. You must advise your manager and discuss how to proceed. We would not disqualify a Company because of family connections. But we need to know to ensure that the evaluation process is not in any way influenced by this relationship.
- Q. My neighbor wants me to see if there is a job opening for his son and whether I can “pull any strings.” What should I do?
- A. You should advise them to contact the Human Resources Director, and you can contact HR to provide your personal reference for the individual. Beyond this, you should ensure that you are not involved in, or have any influence on, the recruitment of that individual, as it could be a conflict of interest.

## **GIFTS AND ENTERTAINMENT**

Manson employees are prohibited from giving or receiving gifts or entertainment from clients, subcontractors, suppliers or other current or potential business contacts in exchange for favorable treatment of entry into any business relationship or transaction or where such gifts or entertainment affect or potentially affect the business judgment and/or objectivity of the Manson employee. For government personnel, gifts of any nature to or from any government personnel are prohibited.

Under no circumstances should a gift or entertainment be accepted which would influence the employee's judgment. In particular, employees must avoid any interest in or benefit from any supplier that could reasonably cause them to favor that supplier over others. It is a violation of the Code for any employee to solicit or encourage a supplier to give any item or service to the employee, regardless of its value, no matter how small. Our suppliers will retain their confidence in the objectivity and integrity of our Company only if each employee strictly observes this guideline.

This policy is applicable equally to the members of the immediate family of each employee, which normally includes your spouse, children and their spouses, and the father, mother, sisters, and brothers of yourself and your household. Manson has a detailed written policy on gifts and entertainment.

### **Practical Examples**

- Q. I regularly organize conferences for the Company. I was recently offered a free luxury weekend in a hotel which was competing for our business. Am I allowed to accept it?
- A. No. It is not acceptable to make personal gain out of a business transaction.
- Q. I have been given an expensive gift during a business meeting and know that it would offend the provider if I did not accept it. What should I do with the gift, so as not to offend the provider?
- A. You should report the gift immediately to the Ethics and Compliance Officer and ask for guidance. Depending on local law, we may ask you to return the gift or seek the provider's permission to donate it to charity.

## KICKBACKS

Federal laws prohibit the offering, soliciting or accepting of any kickback, as well as the including of any amount of a kickback in a contract with the United States. A kickback is defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind which is provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract with the United States. The "Anti-Kickback Act of 1986" also requires each prime contractor or subcontractor to promptly report a violation of the kickback laws to the appropriate Inspector General or the Department of Justice if the contractor has reasonable grounds to believe that a violation exists.

Manson prohibits employees from engaging in any conduct with Business Partners that may be deemed to be any form of a kickback.



### ***Confidential Information***

Confidential information includes all information, whether technical, business, financial, or otherwise, concerning the Company that the Company treats as confidential or secret and/or that is not available or is not made available publicly. It also includes any private information of, or relating to, customer records, fellow employees, other persons or other companies, and national security information obtained by virtue of the employee's position.



Company policy and various laws protect the integrity of the Company's confidential information that must not be divulged except in strict accordance with established Company policies and procedures. The obligation not to divulge confidential Company information is in effect, even though material might not be specifically identified as confidential, and the obligation exists during and continues after employment with the Company.

A few examples of prohibited conduct are:

- Selling or otherwise using, divulging, or transmitting confidential Company information
- Using confidential Company information to knowingly convert a Company business opportunity for personal use
- Using confidential Company information to acquire real estate that the employee knows is of interest to the Company
- Using, divulging, or transmitting confidential Company information in the course of outside employment or other relationship, or any succeeding employment or other relationship at any time
- Trading in the stocks of any Company, based on information that has not been disclosed to the public, or divulging such information to others so that they might trade in such stock. Insider trading is prohibited by Company policy and federal and state law.

Employees shall not seek out, accept, or use any confidential Company information of or from a competitor of the Company. In particular, should we hire an employee who previously worked for a competitor, we must neither accept nor solicit confidential information concerning that competitor from our employee.

### ***Practical Examples***

- Q. I am aware that we are going to place a large contract with a new supplier. How freely can I talk about this with my co-workers?
- A. Unless those co-workers are also involved in the selection process you should not discuss the award with them until after it has been announced. Award of a large contract to a small Company can heavily influence its value in the market. If your co-workers purchase shares in the supplier before the contract is announced, it could be assumed they did so based on knowledge not available to the general public (in other words, insider trading).

### ***Classified National Security Information***

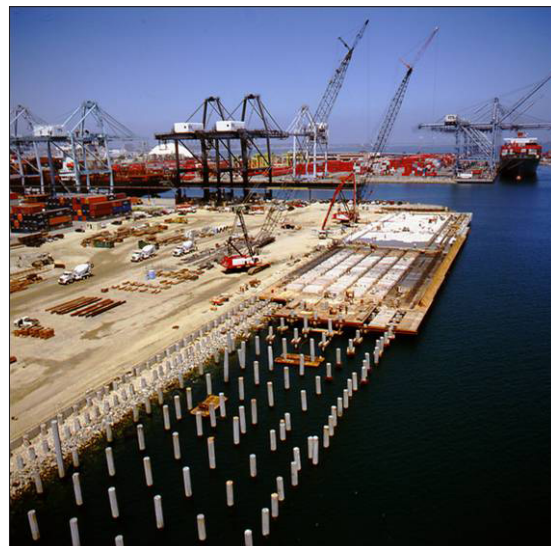
Only employees with proper government clearance and a need to know have access to classified national security information. Government regulations outlined in Company instructions for safeguarding information must be followed. Disclosing such information without authorization, even after leaving employment, is a violation of law and this Code.

## **SAFEGUARDING COMPANY ASSETS**

### ***Company Assets and Transactions***

Compliance with prescribed accounting procedures is required at all times. Employees having control over Company assets and transactions are expected to handle them with the strictest integrity and to ensure that all transactions are executed in accordance with management's authorization. All transactions shall be accurately and fairly recorded in reasonable detail in the Company's accounting records.

Employees are personally accountable for Company funds over which they have control. Employees who spend Company funds should ensure that the Company



receives good value in return and must maintain accurate records of such expenditures. Employees who approve or certify the correctness of a bill or voucher should know that the purchase and amount are proper and correct. Obtaining or creating “false” invoices or other misleading documentation, or the invention or use of fictitious sales, purchases, services, loans, entities, or other financial arrangements, is prohibited.

### ***Time Reporting***

Accurate timekeeping by each employee and timely submission of timecards are critical elements of each employee’s job and of Manson’s success. It is the only way that we are able to provide accurate, timely reports and invoices to our customers. Manson’s timekeeping practices are governed by CASB and Federal Acquisition Regulations (FAR). Careless or improper preparation of timecards may lead to disciplinary actions by the Company and may also result in prosecution under applicable Federal statutes. Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.



### ***Expense Reimbursement***

Expenses actually incurred by an employee in performing Company business must be documented on expense reports in accordance with Company policies and procedures. In preparing expense reports, employees should review these procedures for the documentation in order to be reimbursed for business expenses. Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.

### ***Company Credit Card***

Company credit cards are provided to employees for convenience in conducting Company business. No personal expenses can be charged on Company credit cards except as specifically authorized by Company procedures. Any charged personal expenses must be paid promptly by the employee. Company credit cards should not be used to avoid preparing documentation for direct payment to vendors. Where allowed by local law, charges on Company credit cards for which a properly approved expense report has not been received at the time of an employee’s termination of employment might be deducted from the employee’s last paycheck. The Company will pursue repayment by the employee of any amounts it has to pay on the employee’s behalf. Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.

## **Cash and Bank Accounts**

All cash and bank account transactions must be handled so as to avoid any question or suspicion of impropriety. All cash transactions must be recorded in the Company's books of account.

All accounts of Company funds, except authorized imprest funds, shall be established and maintained in the name of the Company or one of its subsidiaries and might be opened or closed only on the authority of the Company's officers or directors. Imprest funds must be maintained in the name of the custodian, and the custodian is wholly responsible for these funds. All cash received shall be promptly recorded and deposited in a Company or subsidiary bank account. No funds shall be maintained in the form of cash, except authorized petty cash, and neither the Company nor any of its subsidiaries shall maintain an anonymous (numbered) account at any bank. Payments into numbered bank accounts by the Company might leave us open to suspicion of participation in a possibly improper transaction. Therefore, no disbursements of any nature will be made into numbered bank accounts or other accounts not clearly identified to the Company as to their ownership.



No payments can be made in cash (currency) other than regular, approved cash payrolls and normal disbursements from petty cash supported by signed receipts or other appropriate documentation. Further, corporate checks shall not be written to "cash," "bearer," or similar designations.

### **Practical Examples**

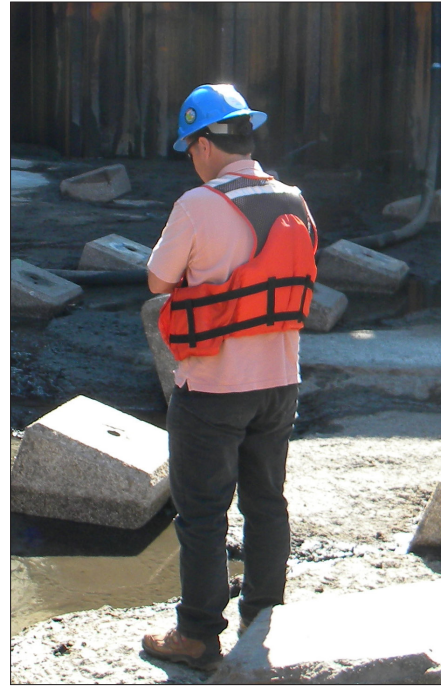
- Q. My boss has asked me to delay paying an invoice to meet her project budget targets. Should I do this?
- A. The invoice should be paid in accordance with the payment terms agreed with the supplier. You should not deliberately delay payment in order to artificially affect the financial performance of the Company.
- Q. A co-worker spent most of the afternoon talking to someone else about a sports game but still put a job number down on his timesheet for this time. He said it was ok as he frequently works extra time that he doesn't charge. Is this appropriate?

- A. Timesheets form the basis of the costs we charge the customer. It is vital that all project timesheets give a true and accurate representation of the time spent working on that job. Your co-worker has potentially committed a timesheet fraud and the issue must be raised with him and his manager, as well as the Ethics and Compliance Officer.

## **Software and Computers**

Computerized information and computer software appear intangible, but they are valuable assets of the Company and must be protected from misuse, theft, fraud, loss, and unauthorized use or disposal, just as any other Company property.

Information Technology (IT) equipment, including computers, software, email, instant messaging, text messaging and telephones equipment, including voice mail, conferencing equipment, Company cell phones, handheld devices are intended to be used only for business operations. Using the Company's IT facilities inappropriately can make the security of these systems vulnerable. Accordingly, Manson may monitor all communications, including internet usage, to ensure that these assets are used for their intended business purpose and in accordance with applicable laws and Manson policies.



Use of computers must be customer service or job-related. Employees cannot access Company records of any kind for their personal use. Misappropriation of computer space, time, or software includes, but is not limited to, using a computer to create or run unauthorized jobs, operating a computer in an unauthorized mode, or intentionally causing any kind of operational failure.

Personal computers can be used for Company-sanctioned education programs as well as personal use, incidental to Company business use, with the permission of your supervisor. However, personal use cannot be allowed for personal financial gain.

It is also understood that personal computers will occasionally be used at home with the permission of your supervisor.

Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.

## ***Third Party Software***

Employees should take special care when acquiring or downloading software or other computer applications from others. As intellectual property, software is protected by copyright and may also be protected by patent or trade secret laws. Before employees accept software, access software or data on a network, or accept a license agreement, employees must ensure that all terms and conditions of any license agreement - such as provisions not to copy or distribute programs - are strictly followed. As is our policy, if you are unsure, ask! Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.



## ***Incidental Personal Use***

The Company recognizes that you may need to use Company equipment and/or communications from time to time for personal use. In general, this is allowed, provided such use:

- Is limited in duration or extent;
- Does not adversely affect your attention to, or completion of, your job responsibilities;
- Does not result in any significant incremental cost to the Company;
- Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to age, disability, ethnicity, marital or family status, national origin, color, religion, sex, sexual orientation, veteran status, or any other characteristic protected by law;
- Does not otherwise violate this Code or other Manson policy, particularly the sections related to conflicts of interest and/or disclosure of confidential information; and
- Does not include forwarding chain letters, mass emails for non-business purposes, or selling items or services for personal gain.

Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.

### **Practical Examples**

- Q. Can I use a company computer during lunch time to access my bank account?
- A. If the access is only occasional and does not take excessive time away from your Company duties, such use may be permitted.
- Q. My wife loaded some data management software from her office on our home computer, and I would love to use this at work. Is it ok to download this onto my Company computer solely for work reasons?
- A. No. Employees may not download personal software onto Company computers. Doing so risks the introduction of viruses or malware into our network. In addition, Manson only installs software that is properly licensed in order to comply with all laws and regulations.

## **SOCIAL MEDIA**

Social Media has become a widely used communication tool by many. Sometimes, its use can be effective in promoting services and products. However, with even greater frequency, it has caused great embarrassment for individuals and companies. Manson has a Social Media Policy in the Employee Handbook that governs use of these communication channels. This document also sets forth the requirements and expectations regarding the posting of any information or content related to Manson, whether in a personal or business capacity.

## **POLITICAL CONTRIBUTIONS**

Manson does not engage in any political activities or endorse political candidates, organizations or causes. While the Company believes strongly in the democratic political process, employees are encouraged to participate in that process personally and on their own time outside of work, without using the Company's resources or facilities. For this reason, no political contribution of corporate funds or use of corporate property, services or other assets may be made without the written approval of our Ethics and Compliance Officer or President.

In this connection, indirect expenditures on behalf of a candidate or elected official, such as the use of telephones and other corporate equipment, may be considered to be political involvement. Any questions should be referred to our Ethics and Compliance Officer. In no event may an employee be reimbursed in any manner for political activities.

## SAFETY AND SECURITY

The work that we do can have an impact on the health and safety of our employees, subcontractors and others working on our job sites. Manson is committed to our Incident and Injury Free Program and the prevention of accidents and injuries to our employees and the general public. We also are committed to having all of our work performed in an environmentally sound manner. That means we will continually look to develop, implement and maintain best safety practices, appropriate work safety procedures and personnel training. In doing so, we strive to maintain a reputation for the highest level of competence. Every one of our employees are expected to adhere to all health, safety and environmental (collectively referred to as “HSE”) requirements to ensure that we maintain a commitment to excellence in everything that we do. Accordingly, employees are expected to:

- Conduct themselves in a safe manner;
- Use good judgment and common sense in matters of safety, health and the environment;
- Observe all posted HSE rules; and
- Follow all safety and security requirements mandated by the U.S. Coast Guard, the Occupational Safety and Health Administration, and the U.S. Army Corps of Engineers.

### ***Practical Examples***

- Q. At my job site they regularly cut corners on health and safety to get the job done. As a result of this my co-worker was using inappropriate tools to do the job and had an accident. I have been told not to report this. What should I do?
- A. You must report it — a failure to do so could put others at risk. Talk to your manager and propose that the regional Safety Manager is brought in to advise on how to operate safely. If you meet resistance, talk to a more senior manager or report the issue to the Ethics and Compliance Officer.





## PERSONAL EMPLOYEE CONDUCT

### ***Conduct on Company Business***

Dishonest or illegal activities on Company premises or while on Company business will not be condoned and can result in disciplinary action, including dismissal and criminal prosecution. Additional information regarding Conduct on Company Business is to be reviewed in the Manson Construction Co. Employee Handbook. The following examples illustrate activities that are against Company policy and which will not be tolerated on Company premises, on Company jobsites, in Company vehicles, or while engaged in Company business:

- Consumption and storage of alcoholic beverages
- The use of controlled substances, such as drugs or alcohol; the unlawful manufacture, distribution, dispensation, possession, transfer, sale, purchase, or use of a controlled substance
- Driving vehicles or operating company equipment while under the influence of alcohol or controlled substances

### ***Reporting Violations***

All employees are responsible for compliance with these rules, standards, and principles. In the area of ethics, legality, and propriety, each employee has an obligation to the Company that transcends normal reporting relationships. Employees should be alert to possible violations of the Code anywhere in the Company and are encouraged to report such violations promptly. Reports should be made to the employee's supervisor, a Regional Business Ethics Advisor, the Company Ethics and Compliance Officer, the Human Resources Director, or through the Manson Ethics Hotline (877-472-2110).



All cases of questionable activity involving the Code or other potentially improper actions will be reviewed for appropriate action, discipline, or corrective steps. Whenever possible, the Company will keep confidential the identity of employees about or against whom allegations of violations are brought. Similarly, whenever possible, the Company will keep confidential the identity of anyone reporting a possible violation, unless required to release such information to law enforcement authorities. Reprisal against any employee who has, in good faith, reported a violation or suspected violation is strictly prohibited.

All employees are required to notify the Company within five (5) days of any conviction of any criminal statute violation occurring on the job. In addition, any employee who is convicted of a felony, whether related to these rules or not, must report that fact to the Ethics and Compliance Officer.

## ***Discipline***

Violation of this code can result in serious consequences for the Company, its image, credibility, and confidence of its customers, and can include substantial fines and restrictions on future operations, as well as the possibility of fines and prison sentences for individual employees. Therefore, it is necessary that the Company ensure that there will be no violations. Employees should recognize that it is in their best interest, as well as the Company's, to follow this Code carefully.

The amount of any money involved in a violation might be immaterial in assessing the seriousness of a violation since, in some cases, heavy penalties might be assessed against the Company for a violation involving a relatively small amount of money, or no money at all.

Disciplinary action, up to and including termination of employment, will be coordinated through the Manson Ethics and Compliance Committee and the Human Resources Director. The overall seriousness of the matter will be considered in setting the disciplinary action to be taken against an individual employee. Additional information is to be reviewed in the Manson Construction Co. Employee Handbook.

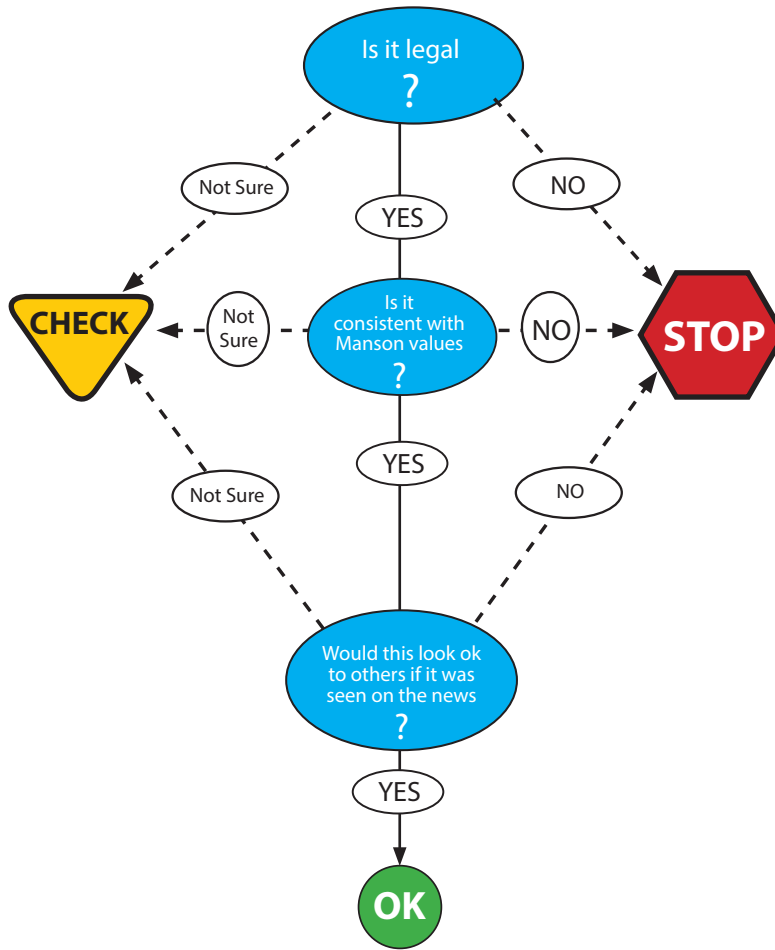
Disciplinary action might also be taken against supervisors or executives who condone, permit, or have knowledge of illegal or unethical conduct by those reporting to them and do not take corrective action. Disciplinary action might also be taken against employees who make false statements in connection with investigations of violations of this code.

## **COMPLIANCE CERTIFICATIONS**

Each quarter, all officers of the Company will represent in writing that there are no violations of this Code known to the officer after the exercise of reasonable diligence, or if such violations have been committed, will disclose such violations in a format to be specified.

Annually, each employee will be required to participate in an online training program that includes a review of the Code of Ethics and Business Responsibility. Each employee will also be required to certify their understanding and agreement to comply with the requirements of the Code.

## Integrity Is The Key To Our Success



Check it with:

- ✓ Your Supervisor
- ✓ Another Supervisor
- ✓ Regional Ethics Advisor
- ✓ Ethics and Compliance Officer
- ✓ Human Resources



**PACIFIC NORTHWEST | HEADQUARTERS**

5209 East Marginal Way South  
Seattle, WA 98134  
Phone: (206) 762-0850  
Fax: (206) 764-8590

**NORTHERN CALIFORNIA**

1401 Marina Way South, Suite 310  
Richmond, California 94804  
Phone: (510) 232-6319  
Fax: (510) 232-4528

**EAST COAST REGION**

5985 Richard Street, Suite 1  
Jacksonville, Florida 32216  
Phone: (904) 821-0211  
Fax: (904) 443-6251

**SOUTHERN CALIFORNIA**

340 Golden Shore, Suite 310  
Long Beach, California 90802  
Phone: (562) 983-2340  
Fax: (562) 436-2156

**GULF REGION**

408 Old Bayou Dularge Road  
Houma, Louisiana 70363  
Phone: (985) 580-1900  
Fax: (985) 580-1901

[www.mansonconstruction.com](http://www.mansonconstruction.com)

