Code of Conduct

Ecology and Environment, Inc. (E & E) — Board Approval Date: June 1, 2017
Revision Date: November 1, 2018

Ecology and Environment do Brasil Ltda. (E & E do Brasil)
Walsh Peru S.A. Walsh Peru S.A. Ingenieros y Cientificos Consultores (Walsh Peru)
Gestión Ambiental Consultores (GAC)
Board Approval Date: September 7, 2017

Servicios Ambientales Walsh S.A. (Walsh Ecuador)
Board Approval Date: September 30, 2017

Gustavson Associates, LLC (Gustavson)
Board Approval Date: September 27, 2017
Message From Your Officers and Directors

The decisions we make every day as individuals and through our companies matter.
We position ourselves for success when we apply ethical principles to our business decisions. This Code of Conduct for the E & E family of companies (hereinafter referred to as the “Company”) is not a substitute for good judgment, and it does not cover every situation that you may encounter, or every law that applies to us as an international company. It does, however, outline the basic legal guidelines that we must follow and the general ethical principles that will help each of us make the right decisions when working with clients, potential clients, vendors, contractors, and each other.

We encourage you to read our Code and refer to it for guidance.
If you find yourself in a situation in which you are unsure how to act, believe that a violation of the Code could or has occurred, or have a question about a particular issue, please seek assistance. Our Code identifies resources that you may use to resolve or report any issue related to ethics and compliance without fear of retaliation. You can be assured that the Company will help and assist you in doing the right thing.

We all play a role in conducting our business in a fair and ethical manner.
As employees, directors, officers and representatives acting on behalf of the Company and our clients, each of us is obligated to act with integrity and comply with the law. We encourage our staff to exercise sound judgment as business professionals and to provide value to our customers by identifying relevant environmental concerns and options as they implement specific projects. Our business reputation rests on how each of us conducts ourselves and how we conduct ourselves collectively through our respective companies. Nothing is more important to our companies, and to each of us as individuals, than doing our work in a manner that follows the principles of our Code and preserves our good names.

On behalf of the directors and officers of all the E & E Companies, thank you for your continued dedication to our culture of integrity and commitment to our ethical guiding principles.
Our Environmental Commitment and Core Values

E & E was founded in 1970 by four bright, talented scientists and engineers who focused on a simple idea: that the world would be a better place if the ideals embodied in the new National Environmental Policy Act (NEPA) were adopted and embraced by government agencies, companies developing new projects, and impacted communities. E & E was in the right place at the right time and helped to develop a new consulting industry devoted to solving environmental problems.

The Company has grown to become a cohesive group of highly respected global environmental consulting firms that demonstrate integrity, and we remain committed to developing technically sound solutions to the leading environmental challenges of our times. Our name has become synonymous with quality and environmental excellence, and we continue to provide a full range of professional consulting services to address the many difficult environmental, social, and public outreach issues that confront our clients. By contributing diverse, multidisciplinary skills to signature projects around the world, we continue to shape the future.

Over the years, we have been steadfast in our commitment to our people and our clients. We add value by providing a grounded environmental perspective and promoting a healthier and more sustainable world through community involvement. We are respectful of client needs and objectives as well as the professional and personal goals of our staff. By securing challenging work and providing excellent client service, we are able to provide a dynamic workplace where our staff can remain true to their personal environmental goals. We take responsibility for our work and are accountable to our clients, Company and colleagues. We mentor our staff to be responsive to client needs; share knowledge; efficiently transfer information; integrate new technologies and applications; and make the extra effort to create defensible, high quality work products of which our staff and clients can be proud.

We encourage our staff to be innovative, demonstrate drive and achieve progress, gain additional skills and experience to foster personal and professional growth, anticipate change by evolving new approaches and methods, challenge the status quo to create value, and advance new ideas. Our Company and entire staff remain committed to be fair, respectful, honest, and transparent in all that we do.
serve as our shared beliefs and are the guiding tenets that inform how we conduct ourselves, how we work with each other toward a purpose, and how we serve our clients.

Our People.
We are highly motivated professionals who share a common passion to pursue and advance work that makes a difference in the world. As an organization, our goal is to attract, recruit, develop, motivate, and retain the best and brightest in the industry and recognize their efforts in helping the company and our clients succeed.

Our Clients.
Our organization exists to help clients address complex environmental challenges. We listen to our clients and seek to fully understand their challenges, their opportunities, and their business objectives. In doing so, we are able to build meaningful client relationships and serve as valued providers of environmental services and trusted strategic advisors.

Collaboration.
Teamwork, mentoring, leadership, knowledge sharing, breaking down management/information silos, and collaboration are key to our success, both internally with one another and externally with our clients. We promote an environment of mutual trust and respect in which open communication, healthy debate, and differences of opinion can lead to the best ideas and result in stronger solutions.

Diversity and Inclusion.
We value and promote diversity and inclusion, knowing that it takes people with different ideas, backgrounds, experiences, and interests to build a strong company. Through embracing diversity, we build a culture that reflects our people, our values, and the world we live in.

Health and Safety.
We are personally and professionally committed to conducting business in a manner that sustains the environment and protects the health and safety of our employees, the clients we serve, and the communities in which we work.

Our commitment to making a better, healthier, more sustainable world extends to our involvement as an organization and as individuals in our communities. We are naturally drawn to being engaged in efforts to make the communities in which we work and live better and stronger.

Environmental Commitment.
Engaged Citizens.

Environmental Stewardship.
We understand how our personal, organizational, and societal choices impact the natural environment. We value environmental quality and sustainability as fundamental needs of people and planet. Through our work, we further our knowledge and help others to advance their understanding of the environmental challenges we all face, and the actions we can take to address them.

Community.
Our commitment to making a better, healthier, more sustainable world extends to our involvement as an organization and as individuals in our communities. We are naturally drawn to being engaged in efforts to make the communities in which we work and live better and stronger.

Forward Thinking.
Action Oriented.

Innovation.
Our people are curious, smart, and hardworking. We believe in fostering and advancing new ideas. As the pace of change accelerates, we evolve our approach and methods, including integrating new technologies and applications for helping clients and furthering our vision. We strive for efficiency and added value.

Progress.
We value drive, progress, and improvement, both personal and professional, and believe in challenging the status quo and any barriers that we face, and finding new ways to create value for all stakeholders.

Integrity.
We conduct ourselves with the highest level of professional behavior in all areas of our work and recognize that our actions every day as individuals and as a company matter. We act with integrity and are open, honest, ethical, transparent, and fair in our dealings with each other, our clients, shareholders, and community stakeholders.

Excellence/Quality.
We are proud of the work we do and strive for technical excellence, professional quality, and exceptional customer service.

Accountability.
As a professional services organization we take responsibility for our work and the roles we play in the company, and are accountable to the firm, our customers, and to our colleagues. When we see a potential problem, we speak up candidly and work with others to proactively address and resolve the issue. We expect our leaders to set the example for others.
# Table of Contents

**Message From Your Officers and Directors** .......................................................... 1

**Our Environmental Commitment and Core Values** ........................................... 2

**A. Scope** ........................................................................................................... 5

**B. Commitment to Integrity and High Standards of Business Conduct** ............... 5

1. Purpose .................................................................................................................. 5

2. Corporate Culture .................................................................................................. 6

3. Environmental Stewardship .................................................................................. 7

4. Communicate Suggestions, Raise Questions, and Report Suspected Unethical or Illegal Behavior .......................................................... 7

**C. Workplace Expectations** .................................................................................. 9

5. Fair Wages ............................................................................................................. 9

6. Company Opportunities, Loyalty, and Honest Service ........................................ 9

7. Conflicts of Interest ............................................................................................... 10

8. Protection and Proper Use of Company Assets ...................................................... 10

9. Equal Opportunity and Our Commitment to Avoid Discrimination ................. 11

10. Personal Behavior in the Workplace and Interpersonal Communication ......... 11

11. Social Media ....................................................................................................... 12

12. Internal Investigations .......................................................................................... 12

13. Accountability for Adherence to the Code ............................................................ 13

14. Coordination with Other Company Policies ......................................................... 13

**D. Compliance with Laws** .................................................................................. 13

15. Compliance ......................................................................................................... 13

16. Anti-Bribery/Corruption and Contact with Government Officials ...................... 13

17. Business Courtesies and Gratuities ................................................................... 14

18. Accuracy of Company Records ......................................................................... 15

19. Political Contributions, Lobbying Law Compliance, and Related Policies ...... 16

20. Government Contracts ....................................................................................... 16


22. No Money Laundering or Deceptive Business Practices ................................... 17

**E. Responsibility to Shareholders** ...................................................................... 17

23. Securities Trading Policies, Shareholder Voting, Shareholder Comments, and Communication Integrity .......................................................... 17

24. Transparency ...................................................................................................... 17

**F. Commitment to Clients and Sound Business Practices** .................................. 18

25. Intellectual Property and Confidential Information ........................................... 18

26. Records Management ......................................................................................... 18

27. Fair Dealing with Competitors, Customers, Subcontractors, and Suppliers ...... 19

---

Company Helpline:
USA/English: www.lighthousegoto.com/enehelpline/eng • Tel: 1-844-980-0004 • Email: reports@lighthouse-services.com
Brasil: www.lighthousegoto.com/enehelpline/por • Tel: 0-800-890-0288; after prompt call 800-603-2869; press 7 for Portuguese
Peru: www.lighthousegoto.com/enehelpline/spa • Tel: 0-800-50-288; after prompt call 800-603-2869; press 2 for Spanish
Chile: www.lighthousegoto.com/enehelpline/spa • Tel: 800-225-288; after prompt call 800-603-2869; press 2 for Spanish
Ecuador: www.lighthousegoto.com/enehelpline/spa • Tel: 1-800-225-528; after prompt call 800-603-2869; press 2 for Spanish
A. Scope

This Code applies to the entire E & E family of companies including all of its subsidiaries, affiliates, directors, officers, employees, consultants, representatives, and agents world-wide (collectively referred to as “Company”). This Code complies with the “Code of Ethics” requirements set forth in Section 406(c) of the Sarbanes-Oxley Act of 2002 and the U.S. Securities and Exchange Commission (SEC) regulations set forth in 17 CFR 229.406(b). A copy of this Code has also been filed with the SEC and posted on the Company website as required by 17 CFR 229.406(c).

B. Commitment to Integrity and High Standards of Business Conduct

1. Purpose

The purpose of this Code is to provide a broad overview of our corporate culture and commitment to high standards of ethical business conduct. This document can be readily accessed by employees through The Point or regional Anti-Corruption Managers (ACMs) and is available to all clients, community stakeholders, shareholders, and members of the public upon request.

If further clarification is needed or an issue arises that you feel deserves more attention, staff and representatives are encouraged to consult their ACMs and/or to contact the Corporate Compliance Officer (CCO) or the Company Helpline to get additional guidance and direction.

All Company Helpline contacts are strictly confidential and anonymity of the person raising the issue will be maintained to prevent retaliation. The Company Helpline is intended to be used freely by Company staff and representatives to offer suggestions as well as raise regulatory, compliance, and ethical concerns.

Company bird and bat experts conduct avian surveys to assess potential impacts from wind turbine projects.

The Company routinely gathers soil borings and conducts hydrogeological investigations on contaminated waste sites.
2. Corporate Culture

We are a multidisciplinary company that relies on collaboration, staff interaction, and the effective transfer of knowledge to help our clients find practical solutions to the most difficult environmental challenges of our time.

The Company is committed to a strong environmental ethic and we strive to achieve sustainability, transparency, and excellence in all that we do.

- We hire quality, hard-working, smart, and curious people that have the talent to consistently deliver high quality work products to our clients.
- As a knowledge-based network organization we encourage information to be freely shared across our offices to achieve maximum efficiencies and promote strong interaction and information exchange among staff and clients. We believe that this is a proven way to develop sound consulting solutions that provide the best value to our clients.
- We thrive on a non-traditional organizational structure that minimizes bureaucratic systems and puts staff members with the right skills and training, regardless of rank and tenure, directly in touch with our clients.
- Our employees are passionate about their work and we encourage a workplace where they feel free to speak up about things they know and understand.
- We value and promote diversity and inclusion to build a culture that reflects our people, our values, and the world we work in.

Our corporate culture is based on a strong commitment to environmentally sound values:

- Early mover on using recycled products; integrated environmental and sustainability features and LEED-approved concepts into redesign of Company buildings; employing sustainable practices; implementing ride-sharing programs; and developing creative, thoughtful approaches to emerging markets.
- Use renewable solar power and smart technology to reduce power costs, promote energy efficiency, and reduce carbon footprint.
- Rely on an efficient management organizational structure and innovative knowledge-based networks to maximize client communication benefits and develop environmental solutions.
- Host meetings and seminars on timely environmental issues at the Training Center the Company operates in the heart of the Adirondacks, to facilitate knowledge transfer with staff and clients.

On the Apex Expansion natural gas pipeline project in the USA, Company staff evaluated wetland impacts along the right-of-way, developed protective measures to minimize construction impacts, and secured FERC approvals.
3. Environmental Stewardship

We are an environmental company.

True to our name and our corporate roots, the Company conducts its business in an environmentally responsible manner and strives to improve our performance to benefit our employees, customers, communities, shareholders, and the environment. We use energy wisely and efficiently, employ technology to minimize environmental impacts, and strive to employ sustainable business practices to the maximum extent practicable.

4. Communicate Suggestions, Raise Questions, and Report Suspected Unethical or Illegal Behavior

The Company maintains an open door policy and sponsors an anonymous Company Helpline to improve communications at all levels of the Company and identify potential concerns as early as possible so they can be addressed pro-actively before they become a problem. We continually encourage strong collaboration between staff and clients to find better ways to do business. We want to know if something doesn’t look right and will work with employees and clients to address issues of concern.

To meet these goals we encourage all Company employees, officers, and directors to offer suggestions about creating a better, more innovative workplace; ask questions; identify ethical or other concerns; and report suspected violations of law or the Code without fear of retribution or retaliation.

a. File a Suggestion, Ask Questions, or File a Report/Concern

If you have suggestions to improve the Company workplace experience; have questions about an ethical situation; or want to report any anti-corruption, legal, regulatory, compliance, ethical, program implementation, or other concern consistent with the purposes of this Code — you are encouraged to file your suggestion, question, or report/concern with your manager, senior management, Human Resources, the CCO, or your local ACM. If anonymity is preferred, don’t hesitate to use the Company Helpline.

QUESTION: You operate a small business out of your home that is unrelated to any environmental work done by the Company. Can you continue to do this work while employed with the Company?

ANSWER: Even though the home business appears to be unrelated to your job for the Company, you must contact your supervisor and get clearance from Company senior management to continue business operations. The Company may determine that the operation of the home business is not appropriate or establish conditions on its operation to prevent interference with your performance of work for the Company.

Company scientists conduct demolition oversight at a PCB-contaminated building in connection with the upper watershed of the Eighteen Mile Creek Area of Concern (AOC) under the Great Lakes Restoration Initiative (GLRI) program in the Great Lakes Region of the USA.
The Company Helpline can be accessed confidentially by any of the following methods:

(1) **Log onto one of the following websites** to file a confidential suggestion or report using your language of preference, as indicated below:

<table>
<thead>
<tr>
<th>Language Abbreviation</th>
<th>Language Name</th>
<th>Direct URL</th>
</tr>
</thead>
<tbody>
<tr>
<td>eng</td>
<td>English</td>
<td><a href="http://www.lighthousegoto.com/enehelpline/eng">www.lighthousegoto.com/enehelpline/eng</a></td>
</tr>
<tr>
<td>por</td>
<td>Portuguese</td>
<td><a href="http://www.lighthousegoto.com/enehelpline/por">www.lighthousegoto.com/enehelpline/por</a></td>
</tr>
<tr>
<td>spa</td>
<td>Spanish</td>
<td><a href="http://www.lighthousegoto.com/enehelpline/spa">www.lighthousegoto.com/enehelpline/spa</a></td>
</tr>
</tbody>
</table>

OR

(2) **Call one of the following** toll free numbers:

- English speaking USA and Canada: 1-844-980-0004
- Brasil: 0-800-890-0288; after prompt call 800-603-2869; press 7 for Portuguese
- Peru: 0-800-50-288; after prompt call 800-603-2869; press 2 for Spanish
- Chile: 800-225-288; after prompt call 800-603-2869; press 2 for Spanish
- Ecuador: 1-800-225-528; after prompt call 800-603-2869; press 2 for Spanish
- All other countries: call 011-716-684-8060 and request CCO for country access codes and dialing instructions

OR

(3) **Send an email** to: reports@lighthouse-services.com (must include Company name with report)

OR

(4) **Send a fax** to: (215) 689-3885 (must include Company name with report)

OR

(5) **Send by mail** to:

Lighthouse Services
1710 Walton Road, Suite 204
Blue Bell, PA, 19422
Attn: Reports (must include Company name with report)

All information is handled by a third party and is strictly confidential unless you decide to talk about it and get directly involved.

Retaliation is prohibited!
b. Report a Retaliation Claim

It is against the Company’s policy to retaliate against any employee, officer, or director for making a good faith suggestion, raising a question, or filing a report. If you feel you have been retaliated against for making such a suggestion, raising a question, or filing a report, you should immediately file an anonymous retaliation claim with the Company Helpline by using any of the methods outlined on the previous page.

C. Workplace Expectations

5. Fair Wages

We do not want you to work for free.

The Company complies with laws and regulations dealing with wage and hour issues, including off-the-clock work, meal and rest breaks, overtime pay, termination pay, minimum-wage requirements, wages and hours of minors, on-call employees, and other subjects relating to wage and hour practices.

You have the right and responsibility to fully engage in your work, and you should never work without receiving legally applicable compensation.

6. Company Opportunities, Loyalty, and Honest Service

Do not use a Company opportunity for personal gain.

Company directors, officers, employees, representatives, and agents owe a duty to the Company to be loyal, provide honest service, and advance its legitimate interests when the opportunity to do so arises. Company directors, officers, employees, representatives, and agents are prohibited (without the specific consent of the Board of Directors or an appropriate committee thereof) from (i) personally taking for themselves opportunities that are discovered through the use of Company property, information, or their position, (ii) using Company property, information, or their position for personal gain, or (iii) competing with the Company directly or indirectly.

The Company conducts plant and animal rare, threatened, and endangered species (RTE) surveys to evaluate environmental and regulatory concerns associated with bridge construction in sensitive, international waters.

Launching the electrofishing boat on Eighteenmile Creek in the Newfane dam reservoir, Newfane, NY, USA.
7. Conflicts of Interest

Company employees, officers, directors, and representatives owe the Company a duty of loyalty and are expected to act with honesty and integrity. They must avoid situations in which personal interests conflict with or interfere with the Company’s interests.

Conflicts can arise in many ways and can have significant consequences, including lost work, damage to reputation, and in some extreme cases, the commencement of criminal enforcement investigations. It is important that all persons working on behalf of the Company diligently try to avoid conflict situations. If you find yourself in a situation where you have an interest that makes it difficult to perform your duties objectively and effectively, you may have a conflict and may need to take action to mitigate or eliminate it. If not sure, ask your supervisor, the CCO, or the Regulatory Legal Group, or contact the Company Helpline.

8. Protection and Proper Use of Company Assets

Our shareholders trust us to manage Company assets appropriately.

Collectively, employees, officers, and directors have a responsibility for safeguarding and making proper and efficient use of the Company’s assets. Each of us has an obligation to use Company property as intended and prevent its loss, damage, misuse, theft, embezzlement, or destruction, including confidential reports and databases containing client names and/or contact information.

Examples of conflicts of interest:

- Selling services to, consulting with, or employment in any capacity with a competitor (taking into account size, scope of services offered, market focus, etc.), supplier, or customer of the Company.
- Having a substantial equity, debt, or other financial interest in any supplier or customer.
- Having a financial interest in any transaction involving the purchase or sale by the Company of any product, material, equipment, services, or property; or in any company (newly formed or existing) that competes with the Company.
- Misusing or disclosing without authorization the Company’s confidential or proprietary information.
- Receiving loans or guarantees of obligations from the Company without Board of Director authorization.

Conflict of interest: What it might look like for you

You are on the interviewing committee for a new position. Your brother has applied for the job and the committee wants to bring him in for an interview.

WHAT TO DO: Excuse yourself from the interview process and inform the committee members of the family relationship. Even if you can remain objective, the relationship could cause your participation to be perceived as biased. You also must disclose new conflicts as you become aware of them.

It is important to recognize that the evaluation and disclosure of conflict of interest is an ongoing obligation: all Company employees, officers, directors, and representatives must disclose, avoid, and mitigate potential conflict situations as they become aware of them.

Examples of conflicts of interest:

- Selling services to, consulting with, or employment in any capacity with a competitor (taking into account size, scope of services offered, market focus, etc.), supplier, or customer of the Company.
- Having a substantial equity, debt, or other financial interest in any supplier or customer.
- Having a financial interest in any transaction involving the purchase or sale by the Company of any product, material, equipment, services, or property; or in any company (newly formed or existing) that competes with the Company.
- Misusing or disclosing without authorization the Company’s confidential or proprietary information.
- Receiving loans or guarantees of obligations from the Company without Board of Director authorization.
9. Equal Opportunity and Our Commitment to Avoid Discrimination

We recognize and actively support our legal obligation to refrain from discrimination based on a person's race, color, religion, sex (including pregnancy, gender identity, and sexual orientation), national origin, age (40 or older), disability or genetic information. We also do not discriminate against a person because the person complained about discrimination, filed a charge of discrimination, or participated in an employment discrimination investigation or law suit.

Our commitment to a discrimination-free workplace applies to all types of employment situations, including hiring, firing, promotions, harassment, training, wages transfers, layoffs, and terminations.

10. Personal Behavior in the Workplace and Interpersonal Communication

The Company continually seeks to provide its employees a comfortable workplace. We also expect positive, professional, and respectful interactions between our employees, vendors, and clients and encourage these interactions to take place in an atmosphere of trust and respect.

We strive to offer a working environment that is:

- Free from all forms of discrimination. We have no tolerance for sexual harassment, religious insensitivity, and/or the communication of disparaging and disrespectful remarks of any kind;
- Free of illegal controlled substances, as well as the use of non-prescription drugs in a manner that can impair work performance and/or judgment and the use of prescription drugs not in accordance with the instructions of a licensed physician;
- Free of physical violence and weapons of all types, including firearms, knives, sprays, batons, and asphyxiants; and
- Free of alcohol consumption or the effects of alcohol during working hours, including lunch hour, with the exception that alcohol may be consumed at Company events if made available.

Violations of these behavioral guidelines will provide grounds for disciplinary action, including possible immediate termination.

What if I see something I think should be reported?

- Best to err on the side of caution.
- If what you see violates the Code, let your supervisor know, use the Company Helpline, or contact the CCO, regional ACMs, or the Regulatory Legal Group.

In Toledo OH, USA, Company scientists assess the cause of algal blooms caused by nutrient loading from Maumee River/Western Lake Erie Basin sources and develop programs to minimize impacts on drinking water supplies.
11. Social Media

The use of social media requires good judgment.

Social media offers new ways to interact and communicate with colleagues, staff, and customers, and rules and protocols for its use are still evolving. The Company has established the following minimal requirements to guide employee conduct when using social media:

- Company approval is required for any posts of information on external social media sites for work purposes that are made on behalf of or relate to the Company.
- Employees are to exercise personal responsibility: the Company expects you to use good judgment whenever you participate in social media or other online activities. If you are unsure, ask your supervisor, the CCO or the Regulatory Legal Group, or contact the Company Helpline.

Keep in mind that social media is evolving and it is not uncommon for personal comments of an individual that appear on a social media forum or web site, to be perceived as being associated with the company for which that individual works. To address this concern, unless specifically authorized, an employee cannot represent E & E in any social media communications. All staff should think carefully before communicating any such information and must state clearly that any views expressed in such social media communications are his/her own and not the views of the Company.

12. Internal Investigations

If trouble finds you, we will conduct a fair investigation.

In the event that information is discovered that indicates laws, regulations, or this Code have been violated, the Company will conduct a fair and objective internal investigation. Retaliation will not be tolerated against any Company employee who cooperates in these investigative activities. After an investigation is completed, appropriate disciplinary and/or other corrective action will be taken and agency notifications will be implemented as appropriate.
13. Accountability for Adherence to the Code

Each employee, officer, and director is expected to comply with this Code. Violations may lead to serious sanctions, including, for an employee, discipline up to and including immediate termination, at the sole discretion of the Company. The Company may, in addition, seek civil recourse against an employee, officer, or director and/or refer possible criminal misconduct to law enforcement agencies.

14. Coordination with Other Company Policies

All other Company policies remain in effect. The provisions of this Code are in addition to, and do not modify, replace, or supersede the Company’s other policies or procedures, including, but not limited to, the Company’s other statements of policy or procedure, whether written or oral.

D. Compliance with Laws

15. Compliance

All employees, officers, directors, and representatives are to comply with applicable laws and the Company’s Code and policies.

Integrity is important to the Company and its clients, and we expect our staff to comply with applicable laws, regulations, and corporate policies as we support our clients’ projects.

16. Anti-Bribery/Corruption and Contact with Government Officials

The Company complies with laws and regulations relating to lobbying or attempting to improperly influence private individuals or government officials.

Bribery, kickbacks, or other improper or illegal payments, gifts, and gratuities have no place in the Company’s business. We place a special emphasis on avoiding

Red flags:

These statements and phrases could signal a potential concern:
“Let’s just keep this between ourselves.”
“Well, maybe just this once.”
“What’s in it for me?”
“It doesn’t matter how it gets done as long as it gets done.”
“Remember, we didn’t have this conversation.”
“Don’t contact the Company Helpline.”

NOT SURE? Ask your supervisor; if uncomfortable doing so, contact the CCO, Regional ACMs, Regulatory Legal Group, or call the Company Helpline.

For the Clean Line renewable energy project in the USA, the Company provided extensive public outreach services to address public concerns about visual and environmental impacts from proposed transmission line right-of-way corridors.

On the Gran Tierra Energy project in Peru, our Peru-based company conducted right-of-way baseline ecological surveys for a 14-inch pipeline extending 120 km through the Peruvian jungle from the town of Bretana to the Ucayali River.
improper or illegal payments to foreign governments or representatives on international projects. We have a well-established program that requires our employees, officers, directors, and representatives to comply with the Foreign Corrupt Practices Act and other international anti-corruption laws and regulations.

17. Business Courtesies and Gratuities

The Company’s policy is not to offer or accept kickbacks, bribes, or gifts of substantial value.

Gifts or gratuities greater than a nominal value may not be exchanged with any domestic or foreign government or federal, state, or local government official, representative, or employee. Acceptable nominal value gifts might include T-shirts, calendars, tote bags, water bottles, holiday cards, and similar items. The Company will accept only approved and widely available discounts from our government clients.

Business courtesies with non-government customers, such as non-monetary gifts, meals, transportation, entertainment, and contributions or donations made on behalf of our clients to public-benefit organizations, must be reasonable, provided to promote goodwill with our business partners, and related to a legitimate business purpose. Such courtesies must not violate applicable laws or regulations, and must be consistent with reasonable customs of the market place and industry practice.

If you have any questions about the appropriateness of any gifts, gratuities, or business courtesies, contact your supervisor, the CCO, Regional ACMs, the Regulatory Legal Group, or the Company Helpline.
18. Accuracy of Company Records

Each employee, officer, director, representative, and agent must help maintain the integrity of the Company’s financial and other records.

Management, directors, audit committee members, shareholders, creditors, governmental entities, and others depend on the Company’s business records for reliable and accurate information. The Company’s books, records, accounts, and financial statements must appropriately and accurately reflect the Company’s transactions and conform to applicable legal requirements and the Company’s system of internal controls.

In particular, the Company is committed to fair, accurate, timely, and understandable disclosure in all reports filed with the Securities and Exchange Commission (SEC) and in other public communications, and each person subject to this Code is required to provide truthful and timely information in support of this commitment.

The Company has established a series of accounting policies, which can be accessed by E & E employees on The Point or from regional ACMs, the CCO, or the Regulatory Legal Group. Supplementing these policies are the published Guidelines for Accounting for Allowable Costs and the instructions for recording time.

Q & A

QUESTION: Can we increase our indirect/overhead rates for work on cost reimbursable government contracts?

ANSWER: Yes, so long as it is done properly and the changes are made in compliance with applicable laws and government regulations, including FAR Subpart 15.4; The Truth in Negotiations Act; FAR Part 31; and 48 CFR Chapter 99. When the Company makes rate changes, our rates are subject to government audit; carefully documented; and based on accurate, current, and complete cost or pricing data. When making such indirect/overhead rate changes, we make sure that the changes meet the foregoing legal and regulatory requirements. We are well aware that if we fail to do so, enforcement actions could result and that other consulting companies have been held legally responsible for overhead rate changes that were determined to be improperly inflated in a manner that defrauded government clients.
19. Political Contributions, Lobbying Law Compliance, and Related Policies

Company funds or resources are not to be used to make a political contribution to any political candidate, Political Action Committee (PAC), or political party.

A decision by an employee to contribute any personal time, money, or other resources to a political campaign or political activity must be totally voluntary. The employee cannot seek reimbursement for attending a political function or otherwise contributing money or time to a political campaign fundraising function and any such contributions will not be reimbursed by the Company.

Company facilities may not be used by employees, directors, officers, or representatives for political campaigning or fundraising or other partisan political purposes.

Company participation in or contribution to a trade group or non-governmental organization must avoid any conflicts of interest and comply with applicable lobbying laws. All consultants retained by the Company must also avoid conflicts of interest and comply with applicable lobbying laws. Contact the CCO or the Regulatory Legal Group before committing the company to any such participation/contribution activities or entering into an agreement to retain a consultant.

20. Government Contracts

Government contracts require special attention.

When doing business with federal, state, or local governments, we must ensure all statements and representations to government procurement officials are accurate and truthful, including costs and other financial data. Any conduct that could appear improper should be avoided when dealing with government officials and employees.


International projects often require expert advice.

Before engaging in international work assignments, it is important to recognize the potential impact that government policies can have on that work.

On international projects, government trade and policy considerations, sanctions, or restrictions may apply, and it is essential that we perform proper due diligence before entering into agreements or engaging in work assignments. Work on all international projects is routinely evaluated to prevent potential violations or consequences that are not in the Company’s best interests.
22. No Money Laundering or Deceptive Business Practices

Money laundering will not be tolerated.

Money laundering is a global problem with far-reaching and serious consequences. The Company forbids knowingly engaging in transactions that facilitate money laundering or result in the diversion of corporate assets or receivables for personal gain or the implementation of unlawful or deceptive business practices. Any such activity on international projects would be a violation of the Foreign Corrupt Practices Act or other country specific anti-corruption laws and is strictly prohibited.

E. Responsibility to Shareholders

23. Securities Trading Policies, Shareholder Voting, Shareholder Comments, and Communication Integrity

Never trade the Company’s stock on the basis of information acquired in the course of your Company duties or in any other manner — that is confidential, not commonly known, or not readily available to others.

If you discover information about the Company that could give you a financial advantage, you cannot use that information for personal gain. If uncertain about whether information you received can be acted upon, ask your supervisor, the CCO, or the Regulatory Legal Group.

All votes by shareholders will be handled in a confidential manner to maintain the integrity of the voting process.

If a shareholder has any comments or questions on any matter of concern, they may be directed to the Secretary of the Company or may communicate anonymously through the Company Helpline.

24. Transparency

The existence and content of this Code will be disclosed to shareholders and directors and Company employees. It also will be available for review on the Company’s web site. It is a living document and may be revised and updated from time to time, with the revision dates clearly identified.

Following the Persian Gulf war, the Company assessed impacts on sensitive desert and coastal areas and recovered over $3 Billion USD in natural resource damages through the United Nations Compensation Commission in Geneva, Switzerland.
F. Commitment to Clients and Sound Business Practices

25. Intellectual Property and Confidential Information

The Company invests substantial resources in developing proprietary intellectual property and confidential information.

Confidential information is information that is not generally known or readily available to others. All information from a client and all data produced for a client are strictly confidential.

Each Company director, officer, employee, representative, and agent is obligated to protect the Company’s confidential information as well as that of its customers, suppliers, and third parties who disclose information to the Company in confidence.

26. Records Management

Our records are our corporate memory.

Company records provide evidence of actions and decisions and contain data and information critical to the continuity of our business, the verification of legal compliance, and the evaluation of employee and corporate performance.

- Project reports, data, and deliverables are typically the property of our clients. The clients pay for these work products and unless otherwise specified by Company management or required by contract, these work products are to be returned to the client at the conclusion of a project. Unless prohibited by contract, the Company can maintain copies of these work products for its archives so long as confidentiality requirements continue to be met and they are maintained in a secure manner.

- Unless specified in a contract as belonging to a client, all non-work product records and files developed during the course of a project are the property of the Company. At the conclusion of the project, all files must be retained or disposed of in accordance with Company procedures or returned to the client if required by contract.
• Each member of our staff must become familiar with recordkeeping requirements for specific projects by reviewing applicable contract terms and/or discussing those requirements with their supervisor and/or the Regulatory Legal Group. Company staff must properly retain, maintain, label, and carefully secure and handle confidential, sensitive, and proprietary information in accordance with Company procedures and contractual requirements.

• Business transactions and payments are to be accurately recorded and monitored.

27. Fair Dealing with Competitors, Customers, Subcontractors, and Suppliers

How we deal with others reflects directly on the Company.

The Company’s success depends on building productive relationships with our customers and suppliers based on integrity, ethical behavior, and mutual trust.

The Company strives to outperform its competition, but in doing so, we must conduct ourselves fairly and honestly. No one should take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair dealing.

It is important that third parties competing for our business participate in a fair Company procurement process that is conducted with integrity and in compliance with applicable legal and regulatory requirements.

On international projects, Company staff managing the procurement of services or goods must obtain approval by Company senior management to establish an appropriate procurement procedure that conforms with project needs, local customs and procedures, and applicable legal and ethical business concerns.

The Company’s cable permitting team evaluated environmental impacts for the AMX-1 fibre-optic system that increased data transmission capabilities in Mexico and other countries in the Americas.