



## **CODE OF CONDUCT POLICY**

### ***I. Statement of Policy***

It is C3 INDUSTRIAL BLASTING & COATINGS, INC's (sometimes referred to as "C3 INDUSTRIAL" or the "Company") policy to maintain the highest ethical standards and comply with all applicable laws, rules, and regulations. As a provider of services to federal, state, and local governments, C3 INDUSTRIAL operates under unique legal and regulatory requirements imposed upon government contractors. We are committed to complying with the letter and spirit of these laws and regulations.

We believe that adherence to this Code will ensure our continued success as well as earn and maintain the confidence of our customers and the community in which we live. We have established this Code of Conduct to recognize the importance of integrity, ethics, and compliance in all that we do. The following general rules apply to the implementation of this Code of Conduct:

1. All employees must comply with this Code of Conduct. Any officer, director, or employee violating this Code is subject to discipline, which may include demotion or dismissal.
2. All employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, employees, agents, customers, consultants, subcontractors, suppliers, and prime contractors, to the President or Compliance and Ethics Officer.
3. Employees in management positions are accountable for their own conduct and the conduct of those reporting to them. Each management employee is expected to inform those reporting to them about this Code of Conduct, train their direct reports, and take all necessary steps to ensure compliance with this Code.
4. No employee has the authority to direct, participate in, approve, or tolerate any violation of this Code by anyone.
5. Any employee who has questions about the application of this Code should consult with the Corporate Compliance and Ethics Officer.

### ***II. Definitions***

*Code of Conduct:* The written statement of acceptable behavior by C3 INDUSTRIAL's officers, directors, and employees, consistent with the mandate that C3 INDUSTRIAL operates according to the highest ethical standards and compliance with laws, rules, and regulations.

*Code:* The Code of Conduct.

*President or Compliance and Ethics Officer:* The company official designated to be responsible for implementing and administering the Code of Conduct. In the case where there is no Compliance



and Ethics Officer, or the Compliance and Ethics Officer is not available, the President will be responsible for implementing and administering the Code of Conduct.

*Corporate Compliance and Ethics Program (“Program”):* The approach used by C3 INDUSTRIAL to convey information to all officers, directors, and employees about the Code of Conduct and the high standards of conduct that C3 INDUSTRIAL expects. The Corporate Compliance and Ethics Program is implemented and administered by the Compliance and Ethics Officer.

*Employee:* Any person employed by C3 INDUSTRIAL, including employees, foremen, managers, officers, directors, and persons authorized to act on behalf of the Company.

### ***III. Standards of Conduct***

#### **A. Equal Employment and Nondiscrimination**

The continued success of our company is dependent upon employing the most qualified people and establishing a work environment that is free of discrimination, harassment, intimidation or coercion related to race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America or any other status or characteristic that is protected by federal, state, or local law. This policy extends to all phases of employment, including hiring, placement, promotion, transfer, compensation, benefits, training and the use of facilities. C3 INDUSTRIAL is committed to complying with all applicable laws related to equal employment opportunities and to ensure that there is no unlawful discrimination by any officer, director, or employee. C3 INDUSTRIAL is committed to a work environment in which everyone is treated with respect, trust, honesty, fairness, and dignity.

#### **Your Responsibilities:**

- **Do not treat** any employee differently because of his or her race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America or any other status or characteristic that is protected by federal, state, or local law.
- **Promptly notify** the Corporate Compliance and Ethics Officer or your human resources representative of any violation of this policy, regardless of whether the offending person is a manager, supervisor or fellow employee.
- **Create** an atmosphere free of any suggestion of discrimination.
- **Do not** make or tolerate jokes, comments or remarks based on a person’s race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America or any other status or characteristic that is protected by federal, state, or local law.



## **B. Harassment**

C3 INDUSTRIAL does not tolerate harassment of its employees on the basis of race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America or any other status or characteristic that is protected by federal, state, or local law. Every employee of C3 INDUSTRIAL is entitled to be treated with respect and to be free from any conduct that is offensive, hostile or intimidating. Harassment violates an individual's fundamental rights and personal dignity.

C3 INDUSTRIAL will not tolerate sexual advances, actions, comments or any other conduct that creates an intimidating or otherwise offensive work environment. Similarly, the use of racial and religious slurs, or any other conduct that breeds a hostile work environment, will not be tolerated. Complaints of harassment are investigated immediately and handled as confidentially as possible. Violations of this policy, including acts of retaliation against those who complain about such conduct (or against those who assist in an investigation arising from such complaints) will not be permitted and will result in disciplinary action, including possible discharge.

### **Your Responsibilities:**

- **Never participate in or tolerate** harassment, whether verbal, visual or physical.
- **Report** all incidents of harassment immediately to your supervisor, the Compliance and Ethics Officer or your human resources representative.

## **C. Gifts and Entertainment**

1. **Bribery and Kickbacks** - C3 INDUSTRIAL employees are strictly prohibited from providing or receiving anything of value for the purpose of obtaining or rewarding favorable treatment in connection with a public sector prime contract or subcontract. The Anti-Kickback Act makes giving, attempting to give, accepting or attempting to accept a kickback illegal. A "kickback" is defined as any money, fee, commission, credit, gift, gratuity, thing of value or compensation of any kind, which is provided, directly or indirectly, to any prime contractor, prime contractor employee, subcontractor or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contractor in connection with a subcontract relating to a prime contract.

"Favorable treatment" may include the following:

- a) Receiving confidential information on competitor bids, such as prices, delivery schedules, or other non-public information;
- b) Obtaining placement on a bidder's list without meeting the requisite qualifications;
- c) Obtaining the removal of a competitor who meets requisite qualifications from a list of eligible bidders;
- d) Obtaining unwarranted waivers of delivery deadlines;
- e) Obtaining unwarranted price increases;



- f) Recovering improper expenses;
- g) Improperly obtaining the award of a subcontract or order under a subcontract; or
- h) Obtaining acceptance of substandard goods and services.

Because the Anti-Kickback Act imposes obligations on each employee to report reasonable suspicions of kickbacks and to implement internal procedures to detect kickbacks, employees who know of any violations of the Anti-Kickback Act or suspect that a violation has taken place or could take place, must immediately make a report. Any employee caught participating in such activity will be promptly disciplined and may be terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance and Ethics Officer will be disciplined.

- 2. Government Contracts and Government Personnel** - All forms of gifts and entertainment to or from government personnel (Federal, State, and local), including persons that may be acting for or on behalf of the government, are expressly prohibited. When C3 INDUSTRIAL is a prime contractor, or engages subcontractors for any purpose related to a government contract, the prohibition on gratuities extends to C3 INDUSTRIAL employees in their relationship with those subcontractors. Likewise, when C3 INDUSTRIAL is a subcontractor to a prime contractor or higher-tier subcontractor, gratuities to the prime or higher-tier subcontractor from C3 INDUSTRIAL employees are prohibited.

Prohibited gifts and gratuities can include minor items such as meals, tickets to sporting events, transportation, special discounts or any other item of value. Generally, there is an exemption for unsolicited items, other than money, having a market value of \$20 or less per gift, with an annual aggregate maximum for the Company of \$50. Examples may include modest refreshments such as soft drinks, coffee and donuts or a business-related lunch that does not exceed \$20. However, if a gift could be construed as an attempt to secure favorable treatment, it is prohibited regardless of its value. You may not, under any circumstances, give to government personnel something of value if the fair market value exceeds \$20 or if the aggregate value of all items given to that government employee would exceed \$50.

- 3. Non-Governmental Personnel** - Business courtesies related to private (non-governmental) transactions may, at times, be permissible. But receiving or accepting gifts or entertainment in the business context remains a sensitive area and can be inappropriate, or even illegal, depending on the circumstances. For this reason, it is important that all employees be cautious about giving or receiving gifts and entertainment from non-governmental personnel (as stated above, the giving or receiving of gifts from government personnel, or from subcontractors involved in a government contract, is prohibited). Therefore, regardless of the circumstances, the following rules apply:

- No employee may participate in major entertainment functions involving travel (hunting trips, golf excursions, etc.) without prior approval from the Compliance and Ethics Officer.



- Entertainment functions and gatherings that do not involve travel are permitted so long as they are infrequent in nature and are not lavish or extravagant. While it is difficult to define “lavish or extravagant” by means of a specific dollar amount, a common sense determination should be made consistent with marketplace practices.
- Tangible gifts may be permitted where the giving or acceptance of the gift is not illegal, is of nominal value, and is clearly appropriate under the circumstances. The giving or receiving of tangible gifts must be infrequent in nature and may not be lavish or extravagant. While it is difficult to define “lavish or extravagant” by means of a specific dollar amount, a common sense determination should be made consistent with marketplace practices.
- Money, in any form, is never given, offered, solicited, or accepted.
- The ethical rules and policies of the contractors, subcontractors and suppliers transacting business with C3 INDUSTRIAL must be respected and obeyed by C3 INDUSTRIAL employees.
- No gift or entertainment may be given or received if it is, or could reasonably be construed to be, intended to influence an employee's behavior.

#### **Your Responsibilities:**

- **Maintain** a level of unquestionable integrity in all relationships with clients, owners, subcontractors and suppliers.
- **Seek Authorization** from the Corporate Compliance and Ethics Officer for entertainment functions that involve travel.
- **Document** all ordinary and customary business expenses.
- **Report** all violations or suspected violations of this policy to the Compliance and Ethics Officer or your human resources representative.

#### **D. Antitrust Policy**

C3 INDUSTRIAL is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. The antitrust laws are complex, but it is essential that every employee be generally aware of them and that all employees who are actively involved in the bidding process consult C3 INDUSTRIAL’s attorneys when any situation arises which may raise antitrust concerns.

The Sherman Act is the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in other anticompetitive activity. Violation of the Sherman Act is a felony punishable by a fine of up to \$100 million for corporations, and fine of up to \$1 million or 10 years imprisonment (or both) for individuals and may subject the Company and/or the individual to suspension or debarment. In addition, collusion among competitors may constitute violations of the mail or wire fraud statute, the false statement statute, or other federal felony statutes. In addition to receiving a criminal sentence, a corporation or individual convicted of a Sherman Act violation may be ordered to make restitution to the victims for all overcharges. Victims of bid-rigging and price-fixing conspiracies also may seek civil recovery of up to three times



the amount of damages suffered. Most criminal antitrust prosecutions involve price fixing, bid rigging, or market division or allocation schemes.

### 1. Price-Fixing

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

### 2. Bid-Rigging

Bid-rigging is the way that conspiring competitors effectively raise prices where purchasers – often Federal, State, or local governments – acquire goods or services by soliciting competing bids. Essentially, competitors agree in advance who will submit the winning bid on a contract being let through the competitive bidding process.

### 3. Market Division

Market division or allocation schemes are agreements in which competitors divide markets among themselves. In such schemes, competing firms allocate specific customers or types of customers, products, or territories among themselves. For example, one competitor will be allowed to sell to, or bid on contracts let by, customers allocated to the other competitors. In other schemes, competitors agree to sell only to customers in certain geographic areas and refuse to sell to, or quote intentionally high prices to, customers in geographic areas allocated to conspirator companies.

Any employee who violates antitrust laws will be terminated. Additionally, any employee who knows or reasonably should know that an antitrust violation has been, or will be, committed and fails to report it to the Corporate Compliance and Ethics Officer will be subject to discipline, which may include termination.

### Your Responsibilities:

- **Never discuss** pricing strategy with competitors.
- **Never agree** with competitors to control levels of performance.
- **Never divide** customers or territories with a competitor.
- **Don't agree** to boycott suppliers or competitors.
- **Don't offer** a customer prices or terms more favorable than those offered to others unless justified by cost savings, the needs to meet competition, a change in market conditions, or other legitimate business reasons.
- **Don't use** one product to coerce a customer into buying another product.
- **Remember** that the U.S. antitrust laws apply to overseas activities that affect U.S. commerce.
- **Report and consult** with C3 INDUSTRIAL's attorneys regarding any concerns or questions in the area of antitrust and anti-boycott law.



## **E. Claims**

All requests or demands for payment made on behalf of C3 INDUSTRIAL pursuant to any contract or business agreement shall truthfully and accurately reflect the value of the goods or services provided. Under no circumstances may an employee make a false claim. Examples of false claims include billing extra time not spent working on a project, charging for materials not used in a project, or artificially inflating a claim in order to negotiate additional compensation from the customer. Any claims that are false, fraudulent or otherwise deceitful may subject the Company, and/or the individual making the claim to civil liability up to three (3) times the amount of the false claim for payment, criminal liability punishable by up to five (5) years imprisonment, a fine, and restitution, and administrative liability through suspension or debarment. Accordingly, any employee who knowingly makes false claims shall be terminated. Additionally, any employee who knows, or reasonably should know, that another employee has submitted, or intends to submit, a false claim and fails to report it to the Corporate Compliance and Ethics Officer, will be subject to discipline, which may include termination.

### **Your Responsibilities:**

- **Never make any false claim or representation** to government personnel, whether in connection with a claim for payment or otherwise.
- **Always check** C3 INDUSTRIAL records to ensure that invoices to be submitted for payment are consistent with labor and billing records.
- **Report** any discrepancies or irregularities in billing.

## **F. Statements & Certifications**

All statements, representations, and certifications made on behalf of C3 INDUSTRIAL, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee make a false or misleading statement, representation, or certification. Any statements that are false, fictitious, or fraudulent or contain materially false, fictitious, or fraudulent statements or entries, may subject the Company, and/or the individual making the statement, to criminal liability punishable by up to five (5) years imprisonment, a fine, and restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid, then the Company and/or the individual, may be subject to civil liability up to three (3) times the amount claimed for payment.

Additionally, employees are routinely required to certify that they and the Company are in compliance with various contractual provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, and health matters.

Employees must be aware of the requirements applicable to their jobs and ensure that all certifications are accurate and that there is neither a material omission of fact or materially misleading statements.





#### **Your Responsibilities:**

- **Always Consult Underlying Documentation** to confirm that a statement or certification on behalf of C3 INDUSTRIAL is accurate and current.
- **Regularly Update** C3 INDUSTRIAL's ongoing certifications to ensure their accuracy.

#### **G. Environmental Compliance**

C3 INDUSTRIAL is committed to full compliance with all Federal, State and local environmental laws, standards, and guidelines. Not only is environmental compliance legally necessary, but it is also an important component of our obligation to the community and our good reputation. It is essential that each employee involved with regulated air emissions, water discharges, hazardous materials, or other regulated pollutants know and comply with all applicable environmental laws and guidelines. No one at C3 INDUSTRIAL may participate in concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants. Any person who has reason to believe that there may have been violations of any aspect of C3 INDUSTRIAL's environmental policies, processes, and programs shall report immediately to the Company's Corporate Compliance and Ethics Officer. Moreover, in addition to compliance with all environmental laws and guidelines, C3 INDUSTRIAL is also committed to utilizing energy and materials in a manner that will minimize the impact on the environment. C3 INDUSTRIAL will also consider using recycled materials whenever feasible.

#### **Your Responsibilities:**

- **Avoid any discharges** of wastes, chemicals, or other materials that do not clearly comply with any permits or specific instructions associated with a work site.
- **Report** any environmental problems or irregularities to the Corporate Compliance and Ethics Officer.

#### **H. Political Contributions**

C3 INDUSTRIAL employees must comply with all applicable laws governing political contributions. No funds or assets of the Company may be used to make political contributions. In addition, no direct or indirect pressure in any form may be directed to Company employees to make political contributions or participate in the support of any political party or organization, or the political candidacy of any individual. Contributions made by individuals to political organizations, candidate or causes shall be made only in the name of that individual. The Company will not reimburse, directly or indirectly, political contributions made by individuals.

#### **Your Responsibilities:**

- **Do not use** any Company funds for political contributions.
- **Report** any violations of this policy to the Corporate Compliance and Ethics Officer.

#### **I. Payments to Foreign Officials**

No funds or assets of the Company may be used to make political contributions to, and no facilities,





materials or services of the Company may be provided to any political organization, candidate or public official in any foreign company. Likewise, making payments indirectly through an intermediary, under circumstances indicating that such payments would be passed along for prohibited purposes, is prohibited. No C3 INDUSTRIAL employee may offer, promise, authorize or make any payment of money or anything else of value to any foreign government official or employee for the purpose of influencing any official act or decision of that person or a foreign government or securing any improper advantage for the Company. This prohibition covers officials, employees and others working on behalf of any department, agency or instrumentality of any government, including any government-owned business enterprise or public international organization. Nominal payments (“facilitating payments”) to employees of a foreign government, whose duties are simply ministerial or clerical, may be permitted if they are necessary, follow an established, well-recognized practice in the area, are properly recorded and are for administrative actions to which the Company clearly is entitled. All proposed facilitating payments must be approved by Management. Any questions as to whether facilitating payments are appropriate should be directed to counsel.

#### **Your Responsibilities:**

- **Do not** make any payment which could be interpreted as a payment for favorable treatment or an “improper advantage”.
- **Remember** that payments made by agents or intermediaries will be attributed to the Company.
- **Consult** with the Corporate Compliance and Ethics Officer or C3 INDUSTRIAL’s attorneys if there is any doubt concerning the legality of entertainment expenses or “facilitating” payments.

#### **J. Immigration Law Policy**

C3 INDUSTRIAL is committed to meeting its obligations under U.S. immigration law. C3 INDUSTRIAL does not discriminate on the basis of citizenship status or national origin in recruitment, hiring or discharge, but C3 INDUSTRIAL neither hires nor continues to employ an individual who is not legally authorized to work in the United States.

In compliance with the Immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete Section 1 of the Employment Eligibility Verification Form I-9 no later than the close of business on his/her first day of work and present documentation establishing identify and employment eligibility no later than the close of business on his/her third day of work. An employee’s failure to produce required documentation is grounds for immediate separation from employment. Employment can be resumed only when the required documentation is furnished. C3 INDUSTRIAL uses E-Verify to electronically verify the employment eligibility of rehires and newly hired employees.



#### **Your Responsibilities:**

- **You are responsible for** completing, and assisting C3 INDUSTRIAL in completing, all documents necessary to ensure employment eligibility.
- **Do not hire or facilitate the hire** of a person who you know is not legally authorized to work in the United States.
- **Report** any violations of this policy to the Corporate Compliance and Ethics Officer.

#### **K. Communications and Records**

Employees are expected to be familiar with document retention obligations as well as the Company's recordkeeping and reporting procedures. Additionally, all Company and employee communications, correspondence, and records must be accurate, complete, and timely. The contents of any written communication must be legible and unambiguous. If, after making any communication, correspondence, or record, the employee discovers that he/she has made a mistake, then the employee must take all steps as may be reasonably necessary to correct such mistake. Any employee who knowingly makes a false or misleading communication, correspondence, or record will be disciplined and may be terminated.

#### **L. Drugs and Alcohol**

C3 INDUSTRIAL is firmly committed to providing its employees with a safe and productive work environment to the extent possible and promoting high standards of employee health. Accordingly, C3 INDUSTRIAL expects all of its employees to report to work and be able to perform his or her duties productively and safely. Therefore, it is the policy of C3 INDUSTRIAL to prohibit the use, sale, distribution, dispensation, manufacture, transportation, or possession of alcohol (except at company-approved functions) controlled substances including illegal and illicit drugs, designer drugs, look-alike drugs, and/or drug related paraphernalia. Working under the influence of, or impaired by any of the aforementioned items is strictly prohibited. Anyone determined to be in violation of this policy is subject to immediate termination.

For more information, please see C3 INDUSTRIAL's Drug Free Workplace Program policy. A copy may be obtained through your Human Resources representative.

#### **M. Safety & Health**

C3 INDUSTRIAL considers employee safety and health one of its highest priorities. Many of the job activities, products, and materials handled by our employees require strict adherence to safety procedures, rules and regulations. Each employee must be aware of the Company's safety program that incorporates all of the applicable health and safety regulations and guidelines and follow all applicable procedures. Also, supervisors are responsible for ensuring that all reasonable safeguards and precautions are taken in the workplace including ensuring compliance with the C3 INDUSTRIAL's Safety and Loss Control procedures and guidelines, promoting safe work practices, and the use of personal protective equipment. If any employee has any safety related concerns, he or she should report these concerns to the Management.



## **N. Conflicts of Interest**

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

- 1. Outside Employment** - As a matter of company policy, employees may pursue outside employment opportunities. However, such opportunities must not interfere with the employee's job responsibilities with the Company. Any outside employment that interferes with the employee's job responsibilities or conscientious performance of his or her duties is deemed to be a conflict of interest and is not permitted. Likewise, any employee's participation in civic, charitable, or professional organizations or activities that interferes with the employee's job responsibilities or conscientious performance of his or her job is deemed to be an impermissible conflict of interest. Additionally, employees may not use company time or resources to further non-company business. Employees also may not use the Company's name to lend weight or prestige to an outside activity without prior approval from authorized management. Prior to engaging in any outside employment activity or participating in any civic, charitable, or professional organization or activity that may give rise to an actual or potential conflict of interest; the employee must consult with the Corporate Compliance and Ethics Officer and obtain express written approval.
- 2. Personal Financial Interests** - Employees should avoid personal financial interests that might be in conflict with the interests of the Company. Such interests may include, but are not limited to, the following: obtaining a financial or other beneficial interest in a supplier, customer, or competitor of the Company; directly or indirectly having a personal financial interest in any business transaction that may be adverse to the Company; acquiring real estate or other property that the employee knows, or reasonably should know, that is of interest to the Company. Such personal financial interests include those interests of not only the individual employee, but also those of the employee's spouse, children, parents, grandparents, siblings and family in-law. If the employee knows, or reasonably should know, that a personal financial interest may be in conflict with the interests with the Company, the employee must first consult with the Corporate Compliance and Ethics Officer and obtain express written approval.

## **O. "Off-Limits Information"**

The Procurement Integrity Act ("PIA") prohibits the unauthorized disclosure and receipt of protected information, including contractor bid and proposal information and government



source selection information. To ensure that competitive procurements are free from favoritism or unauthorized competitive advantages, during a competitive procurement process, certain information may not be requested or obtained by C3 INDUSTRIAL, unless the information is released to all competitors. Therefore, it is important for C3 INDUSTRIAL personnel to be alert when offered information that is marked in any of the following ways:

- Source Selection or Procurement Integrity Sensitive
- Bid or Proposal Information
- Company Proprietary or Trade Secrets
- For Official Use Only (FOUO)
- Not Releasable Under the Freedom of Information Act
- Draft – Not For Release Outside of the Government

A brief summary of some of the above types of information is discussed below.

- “Source Selection Information” is information that is prepared by or for use by a federal agency (and sometimes state or local agencies pursuant to statutes modeled after the PIA) for the purpose of evaluating a bid or proposal to enter into a government agency procurement contract, if that information has not been previously made available to the public or disclosed publicly. This includes:
  1. Bid prices submitted in response to a federal agency invitation for bids or lists of those bid prices before bid opening.
  2. Proposed costs or prices submitted in response to a federal agency solicitation or lists of those proposed costs or prices;
  3. Source selection plans;
  4. Technical evaluation plans;
  5. Technical evaluations of proposals;
  6. Cost or price evaluations of proposals;
  7. Competitive range determinations that identify proposals that have a reasonable chance of being selected for award of a contract;
  8. Rankings of bids, proposals or competitors; and
  9. Reports and evaluations of source selection panels, boards or advisory councils.
- “Bid or Proposal Information” refers to information submitted to a government agency as part of or in connection with a bid or proposal to enter into a government agency procurement contract, if that information previously has not been made available to the public or disclosed publicly. This includes:
  1. Cost or pricing data;
  2. Indirect costs and direct labor rates;
  3. Proprietary information about manufacturing processes, operations or techniques marked by the contractor in accordance with applicable law or regulation;



4. Information marked by the contractor as “contractor bid or proposal information” in accordance with applicable law or regulation; and
5. Information marked in accordance with FAR 52.215-12, “Restriction on Disclosure and Use of Data”

C3 INDUSTRIAL employees should never knowingly solicit or obtain source selection or contractor bid or proposal information. C3 INDUSTRIAL personnel cannot assume that C3 INDUSTRIAL is permitted to receive all information it is offered and must always take steps to ensure C3 INDUSTRIAL is authorized to receive information provided by government employees or third parties, including consultants. If you receive any of the types of information discussed above in this Section, even if the information is not marked with a restrictive legend or if you receive other information that you are not sure you or C3 INDUSTRIAL should have, contact the Corporate Compliance and Ethics Office or the President immediately before reviewing the information or sharing it with any other employees or third parties. Please also be aware that information available publicly, such as on a competitor’s website, does not fall into these protected categories.

**P. Employment Discussions with Government Personnel**

Numerous laws restrict the timing and nature of employment discussions between government personnel and contractors. Government personnel cannot hold employment discussions with a company over whom the government personnel have oversight or other responsibility until they notify the government’s designated ethics official and obtain permission from their supervisor to proceed with employment discussions. The government broadly defines employment discussions to include activities as limited as exchanging a resume. It is not necessary that salary or other employment terms be discussed to trigger the onset of employment discussions. This prohibition on employment discussions cannot be circumvented by the use of hints, subtlety or ambiguity, the use of hypotheticals, or by communicating an offer “after hours”, or in a social setting. A C3 INDUSTRIAL employee must never under any circumstances discuss the possibility of employment by C3 INDUSTRIAL or any other business proposal unrelated to an existing or proposed government contract with a government employee without first obtaining approval from the Corporate Compliance and Ethics Officer and the President.

**Q. Restrictions on Former Government Personnel**

There are numerous post-employment or “revolving door” restrictions on the types of activities that former government personnel can perform in the private sector. The laws and regulations impose one-year, two-year, or life-long bans prohibiting current and former government employees from performing certain activities on behalf of a contractor. The restrictions may include, for example, barring the individual from working for some companies for one year, from working on certain contracts and from representing certain companies to the government with respect to particular matters. The restrictions are imposed based upon the individual’s



responsibilities and, in some cases, grade level, while employed with the government. The determination of which restrictions apply to each current and former government employee is complex and usually requires a legal analysis.

To ensure that a current or former government employee can be hired by C3 INDUSTRIAL and will be allowed to perform the tasks necessary for their position, approval for employment discussions with current or former government employees must be obtained from the Corporate Compliance and Ethics Officer and the President.

#### ***IV. Obligation to Report Violations and Cooperation***

Each employee must promptly report any known or suspected violation of this Code of Conduct and all other unlawful or unethical conduct to the Corporate Compliance and Ethics Officer. Employees are obligated to report such known or suspected conduct without regard to the identity or position of the suspected offender. Any report made under this section will be strictly confidential and under no circumstances will any employee who makes a report be subject to any acts of retribution or retaliation or disciplinary action. Employees must report concerns and can do so by any of the following means:

##### **PRIMARY CONTACT:**

###### **Compliance and Ethics Officer**

**Stacy R. Carpenter**

stacy@c3industrial.com

865.288.4514 phone

865.806.3681 cell

##### **ADDITIONAL COMPANY CONTACT:**

###### **President**

**Kelly B. Henderson**

kelly@c3industrial.com

865.288.4514 phone

865.414.6004 cell

All employees must fully cooperate in any investigation of a suspected violation of this Code and fully cooperate with any request by the Corporate Compliance and Ethics Officer. Any employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be subject to disciplinary action, up to and including termination. Any employee who fails to report known or suspected violations of this Code or other unlawful or unethical behavior shall be subject to appropriate disciplinary action.



### ***V. Consequences for Violations***

Any violation of this Code is cause for disciplinary action that may result in any of the following consequences:

- Reprimand.
- Loss of compensation, seniority, or promotional opportunities.
- Reduction in pay.
- Demotion.
- Suspension with or without pay.
- Discharge.





**CODE OF CONDUCT POLICY  
ACKNOWLEDGMENT**

I acknowledge that I have received, reviewed and understand C3 INDUSTRIAL's Code of Conduct. I agree to comply strictly with the Code and understand that I will be subject to disciplinary action up to and including termination if I violate the Code. By signing below, I understand that I have an affirmative obligation to report actual or suspected violations this Code or of law or regulation.

I also understand that this Code does not constitute any contract of employment and that, notwithstanding any other written or verbal representations to the contrary (with the sole exception of a written employment contract signed by the President of the Company and the Employee), all employees of C3 INDUSTRIAL are employed on an at-will basis, and both the employee and the Company retain the right to terminate this at-will relationship at any time.

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EMPLOYEE NAME (PRINT)

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EMPLOYEE SIGNATURE

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DATE