

CODE OF BUSINESS ETHICS & CONDUCT



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I. POLICY

At CRI, we strive to “Do the Right Thing”. This Code of Business Ethics and Conduct ("CODE") describes how we will conduct our business with the highest standards of business ethics. It applies to all of us, and everyone acting on our behalf. No one has the authority to allow any violation of this CODE.

The management of CRI is committed to setting the tone from the top and instilling CRI’s core values into the company’s culture. We will operate strictly within the bounds of the laws, rules, and regulations that govern the conduct of our business. Adherence to this CODE is a significant indicator of judgment and competence, and will be taken into consideration when conducting performance appraisals, and evaluating future assignments and promotions.

“Doing the Right Thing” lets us feel pride in what we do and how we do it.

Victoria Johnson
President & CEO

I agree to comply with CRI's Code of Ethical Conduct as a condition of employment, and I understand that I may be disciplined, including termination, if I fail to do so.

Employee Name

Date

Employee Signature



II. OUR CORE VALUES

EXECUTE WITH PRECISION: We believe greatness comes from finely executed details. We take pride in delivering exceptional value to our clients through best-in-class deliverables.

OPERATE WITH INTEGRITY: We believe in honesty, transparency, and respect.

EMPOWER WITH AUTONOMY: We believe in empowering new thoughts and ideas. We believe in being engaged, taking initiative and ownership with accountability.

VALUE & ELEVATE EMPLOYEES: We believe in self-improvement, knowledge sharing and recognition.

REMAIN AGILE: We believe in self-improvement, knowledge sharing and recognition.

Embrace these values! Have them guide every decision that you make. We are confident that our trust in you is well placed, and will do everything in our power to live by these standards and support you in doing so.

III. ROLE OF THE ETHICS & COMPLIANCE OFFICER (ECO)

Every employee of the Company has an independent obligation to conduct himself in a manner that is consistent with the Company's Core Values, governing laws, regulations, and contract requirements. To ensure that employees have a "go-to" person to raise any and all ethics and compliance-related questions or concerns, the Company has an Ethics and Compliance Officer (ECO) that has primary responsibility and is the principal point of contact for questions concerning the Ethics & Compliance (E&C) Program. CRI's ECO is Tiffany Green and may be contacted at the following address:

*Corporate Ethics & Compliance Officer
Communications Resource Incorporated
8280 Greensboro Drive, Suite 500
McLean, VA 22102*

Or by email at: ethics@cri-solutions.com
Or phone at: 703-245-7853 or 703-635-0313

The ECO leads the daily operations of the Company's E&C Program. Among the general roles and responsibilities of the ECO are the following:

- Regularly promote the company's E&C Program, including taking concrete steps to instill the Company's Core Values into CRI's culture;
- Ensuring that all CRI personnel have received, and sign an annual acknowledgement that they will comply with the CODE;
- Regularly report to CRI management on the state of the E&C Program, including whether adequate resources are being dedicated to the program and whether any changes are recommended;
- Receiving all reports made to the Ethics Helpline and ensuring that each report is promptly evaluated and investigated by appropriate internal or external personnel. Where an investigation confirms the report or otherwise reveals an area for improvement, ensuring that appropriate corrective action is taken promptly;
- Maintaining a robust ethics and compliance training program;



IV. REPORTING VIOLATIONS

You must promptly report any known or suspected violation of this CODE or any other unlawful or unethical conduct, regardless of the person's identity or position. While we hope that you always feel comfortable raising concerns or questions directly with your supervisor or the ECO, you can also contact the Company's Ethics Helpline.

When you contact the Ethics Helpline:

- You will be treated with dignity and respect.
- You will be able to make your report anonymously. If you remain anonymous when you make the report, your identity will not be available to the Company. If you disclose your name but request that it be maintained in confidence, your confidentiality will be maintained to the greatest extent possible unless disclosure is required by law.
- You will not be at risk of retaliation for making a report.
- Reports will be promptly reviewed and appropriate action taken. It is CRI's policy to conduct prompt, thorough, and impartial investigations. Your concerns will be addressed, and you will be afforded the opportunity to monitor the outcome of your report.

How to Contact the Ethics Helpline: Call 1-844-420-0044.

Submit a report online: www.lighthouse-services.com/cri-solutions

Posters displaying this hotline information are also displayed in several places throughout the Company's headquarters as well as at each of its other locations.

Non-Retaliation Policy

We will not tolerate retaliation against any employee who has reported a potential violation of CODE, law, regulation, or contract requirement. If a report is made in good faith, no adverse action of any kind will be taken against an employee for making such a report. Our commitment to non-retaliation assures you that you will not suffer any negative consequences for posing any question, raising any concern, reporting any suspected misconduct, or cooperating in any investigation. Employees who violate this non-retaliation policy may be disciplined.

To be protected by this non-retaliation policy, an employee must have raised the question or made a report in good faith. This does not mean that you need to be right, nor does it mean that your question or concern must have substantial facts to support it. It only means that you are prohibited from intentionally submitting inaccurate, misleading, or false information. Individuals making an intentionally inaccurate, misleading, or false report are subject to disciplinary consequences.

CRI complies with all statutory, regulatory, and contractual reporting requirements, including in certain instances, reporting such information to the government.



V. STANDARDS OF CONDUCT

A. RESPECTING PEOPLE

A.1 EQUAL OPPORTUNITY

We value things that make us similar and different.

We will not allow discrimination, harassment, intimidation, or coercion related to race, color, religion, sex, age, national origin, disability, veteran status, or sexual orientation in any area of our operations. Everyone must be treated with respect, trust, honesty, fairness, and dignity.

Our workforce is a competitive advantage that spurs innovative thought and enables us to leverage our various attributes to deliver creative solutions and world-class support to our customers. Employees who engage in harassment or discrimination are subject to appropriate corrective action, including termination, regardless of whether the action occurred on or off CRI premises.

If you believe you or another employee has been subjected to any form of unlawful discrimination or harassment, you have a duty to promptly report the facts of the incident(s) to the ECO, the HR Manager, or the President.

A.2 HUMAN TRAFFICKING

Human Trafficking includes procuring commercial sex acts during the period of contract performance; using forced labor in the performance of the contract; destroying, concealing, confiscating or otherwise denying access by an employee to the employee's identity or immigration documents; using misleading or fraudulent practices during recruitment or using recruiters that do not comply with local labor laws of the country in which the recruiting takes place; charging employees recruitment fees; and failing to provide return transportation or pay for the cost of return transportation upon the end of employment.

CRI is committed to mitigating the risk of human trafficking and forced labor in our business. The Company prohibits all forms of trafficking in persons, including while on personal time. If you suspect human trafficking activities are occurring, you must report it to a supervisor or the ECO. Employees who violate any human trafficking prohibition are subject to appropriate corrective action, including termination.

B. ENVIRONMENTAL COMPLIANCE

CRI 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 part of our obligation to the community and our good reputation. You must comply with all applicable environmental laws and regulations and report any suspected violations your manager.

C. HEALTH & SAFETY

Your health and safety is our highest concern. Managers must make sure that all reasonable safeguards and precautions are taken. If you have any concerns, report them to your manager.

D. DRUGS & ALCOHOL

Drug and alcohol abuse is not tolerated. If you are caught using drugs or alcohol in the workplace, you will be subject to discipline, including termination.



E. CONTRACTING REQUIREMENTS

E.1 GENERAL

You have a responsibility to comply with all applicable laws, regulations, and contract requirements. Accordingly, it is your responsibility to be familiar with the laws and regulations applicable to your job responsibilities, as well as applicable contract clauses that are incorporated into our contracts and subcontracts by reference, and to seek guidance and instruction whenever questions arise. Supervisors must ensure that their subordinates understand the requirements and are complying fully. These contract requirements include items such as technical requirements, testing and inspection requirements (including first article testing), adherence to delivery schedules, contract quality standards, and packaging and billing requirements. We value our relationships with our customers and believe adherence to the following principles will ensure our customer relationships remain strong for years to come:

- When we enter into a contract, we do so fully intending to comply with each and every term.
- We do not enter into contracts that contain ambiguous terms or requirements, terms we do not understand, or terms we cannot fulfill.
- Where the contract is unclear on a particular requirement, and we identify this ambiguity pre-award, we will notify the customer promptly, propose a solution, and seek input from the customer. We will ensure that any resolution is documented clearly and unmistakably. We will maintain open lines of communication with our customers and keep them aware of developments where appropriate.
- In the event unexpected delays are encountered, we will notify our customer promptly and work diligently to minimize, if not eliminate, the impact of the delay, and
- Where we are asked to do something outside the terms of the contract, we will insist on a formal contract modification. It is critical to maintain a written agreement that mirrors the parties' agreement.

Our work for the United States Government (USG), including our contracts and subcontracts, impose unique requirements of which we must be aware and to which we must adhere. The Company provides periodic training to ensure you are sensitized to the most common issues you may encounter.

In addition to the compliance obligations identified above, it is extremely important to avoid even the appearance of impropriety in our dealings with government officials. Failure in this regard can result in loss of business, as well as damaging publicity for both you and CRI. Bear in mind that each governmental entity will probably have its own rules governing the conduct of its employees and these rules may be very different from others you may have encountered. If you deal with such officials on a regular basis, obtain a copy of such entity's governing ethics guide or rules, if any. In addition, you must be sensitive to requests or comments by government officials that appear proper but may be susceptible to a different interpretation by other government officials or the media. All questions or uncertainties should be raised immediately with the ECO.

E.2 STATEMENTS & CERTIFICATIONS

Lying to the Government is a crime! All statements made on our behalf, such as invoices, written or oral, must be accurate, truthful, and complete. Every time you stamp, initial, or sign a document, you are approving of the representations contained within the document and independently representing that the statements are accurate. It is a breach of this CODE to make any misrepresentations or false statements to anyone. You may be required to certify that you and the Company are in compliance with contract or regulatory requirements for example, Certificates of Conformance. You should be aware of the requirements that apply to your job and ensure that all certifications you make are accurate and not misleading.

If you find that you have made a mistake, you must correct it and notify your manager. If you knowingly make a false statement as described above, you will be terminated. If you know or suspect that another employee has made or submitted a false statement or document and you do not report it to your manager, you will be disciplined.



E.3 TIME CHARGING / TIME REPORTING

The integrity of the CRI's timekeeping system is essential to our success. Timely and accurate completion of time sheets is an essential component of your job. You are expected to record your time accurately and completely on a daily basis. All the time records must be accurate and properly entered in the Deltek/Costpoint system, or any other system that CRI may adopt in the future. Time mischarging, even if unintentional and inadvertent, is serious and could expose you and CRI contractual, civil, criminal, and administrative liabilities.

It is imperative that you understand how to account for and charge your time. If you are ever unclear in any way, seek guidance from your supervisor before charging any time. Do not make any assumptions and do not charge any time until you obtain such clarification and fully understand what is expected of you. If you suspect time mischarging by a fellow employee, you are obligated to report such suspicions to your supervisor, the ECO or through the Ethics Hotline.

Every supervisor must ensure that his/her subordinates understand how to account for and charge their time, and are periodically reminded of CRI policies.

E.4 OVERPAYMENTS

Federal law requires that, if a contractor becomes aware that the USG has overpaid on a contract financing or invoice payment, it must pay it back. Severe penalties may be imposed on CRI for failing to return significant overpayments.

You must immediately report any suspected overpayments from the USG to CRI's President and the ECO.

E.5 TRUTH IN NEGOTIATIONS ACT (TINA)

When applicable, TINA requires CRI to disclose "cost or pricing data" to the contracting officer or prime contractor, certifying that as of a mutually agreed-to date, such data is current, accurate, and complete. Therefore, where cost or pricing data is required to be submitted in connection with a proposal for a USG contract, employees participating in negotiations (e.g., negotiator, cost estimator) must ensure that all such cost or pricing data, including pricing-related information (e.g., labor estimates), are accurate, complete and current as of the date of final agreement on price. The Contracts Administrator should complete all "cost or pricing data".

Under TINA, "cost or pricing data" means cost, pricing, and related information that a "reasonably prudent" buyer or seller would consider "material" to the negotiation and expect to "affect price negotiations significantly." This can include, among other things: wage rates, overhead rates, proposed profit rates, discounts, labor estimates, and subcontractor and vendor quotes.

Falsely certifying compliance with TINA constitutes "defective pricing" and may subject CRI and those employees involved to criminal or civil penalties, or other administrative action such as cost disallowance, accounting system disapproval, and negative performance evaluations. If you have any question as to whether information constitutes "cost or pricing data", or any other aspect of TINA's requirements, you should seek advice from the ECO.

Whether or not TINA is applicable, you must always submit accurate data required by the USG. For example, the contracting officer may request and obtain information other than certified cost or pricing data "to the extent necessary to determine the reasonableness of the price of the contract." This amounts to requesting cost or pricing data in an uncertified form. False information can lead to criminal or civil liability. Always submit accurate data! It's the way we do business.



E.6 PROTECTING CRI INFORMATION

Safeguarding information about CRI's business is essential to the Company's future success. During the course of work, you may become aware of confidential information about our business, including but not limited to information regarding Company finances, pricing, products and new product development, software and computer programs, marketing strategies, suppliers, customers, and potential customers. It is extremely important that all such information remain confidential, and particularly, not be disclosed to our competitors.

CRI owns and creates a significant amount of "sensitive information" (e.g., confidential, proprietary or personally identifiable information) in the course of doing business. You are expected to protect the confidentiality of all sensitive information, whether obtained from or relating to CRI and/or its suppliers, customers or other third parties, and should not disclose (even to family) or use any sensitive information for any purpose other than on a "need-to-know" basis within CRI, unless specifically authorized by CRI to do so. It is everyone's responsibility to maintain the confidentiality and protect the proprietary information entrusted to us by the Company, our customers and suppliers, unless disclosure is authorized or legally mandated.

You must protect confidential information by conspicuously marking confidential documents as "Confidential Information of CRI," "Business Sensitive Information of CRI," or by using similar legends. You must also lock away important documents after business hours, ensure computer security by following appropriate security protocol, and limit access to confidential information to those people who have a need-to-know.

If you believe it is appropriate for you to disclose or use sensitive information outside CRI, and prior approval has been obtained, you must implement proper protective measures and label the documentation or information before disclosure or use. You should contact your supervisor or the ECO if any uncertainty exists as to whether certain information is, in fact, confidential or business sensitive. Any employee who improperly copies, removes (whether physically or electronically), uses, or discloses confidential information to anyone outside of the Company may be subject to disciplinary action up to and including termination.

E.7 RESTRICTIONS ON OBTAINING NON-PUBLIC SENSITIVE INFORMATION

The Procurement Integrity Act prohibits companies, when competing for a USG contract or subcontract, from knowingly obtaining "source selection information" or "contractor bid or proposal information." The Act also prohibits present or former government officials and any individual who is "acting or has acted for or on behalf of, or who is advising or has advised the Federal Government with respect to, a Federal agency procurement" from knowingly disclosing contractor bid or proposal information or source selection information. There are also additional laws and regulations restricting one company from improperly obtaining and utilizing a competitor's confidential business information. Additionally, there are restrictions placed on government officials regarding their communications with contractors. An employee who receives information he believes he should not have, must report the incident to the ECO so that it can be resolved in a timely manner.

Source Selection Information (*includes*):

- Bid prices submitted in response to a Federal agency solicitation for sealed bids, or lists of those bid prices before public bid opening.
- Proposed costs or prices submitted in responses to a Federal agency solicitation, or lists of those proposed costs or prices.
- Source selection plans.
- Technical evaluation plans.
- Technical evaluations of proposals.
- Cost or price evaluations of proposals.

- Competitive range determinations that identify proposals that have a reasonable chance of being selected for award of a contract.
- Rankings of bids, proposals, or competitors.
- Reports and evaluations of source selection panels, boards, or advisory councils.
- Other information marked as “source selection information”.

All employees are prohibited from seeking to obtain, obtaining, or accepting, from government sources, any such source selection information. Such activity may constitute a violation of the Procurement Integrity Act and may subject you and CRI to severe criminal and civil penalties. Receiving or using such proprietary or source selection information under conditions that could create even the appearance of impropriety should be avoided. Similarly, all employees acting on behalf of or advising government officials in connection with any procurement are prohibited from disclosing any such source selection information that they may obtain in connection with that role. Any questions regarding such information should be directed the ECO.

Contractor Bid or Proposal Information (includes):

- Cost or pricing data.
- Indirect costs and direct labor rates.
- Proprietary information about manufacturing processes, operations, or techniques marked by the contractor in accordance with applicable law or regulation.
- Information marked by the contractor as “contractor bid or proposal information”, in accordance with applicable law or regulation.

All employees are prohibited from seeking to obtain, obtaining, or accepting, from government sources, any contractor bid or proposal information. Such activity may constitute a violation of the Procurement Integrity Act and may subject you and CRI to severe criminal and civil penalties. Receiving or using such proprietary or source selection information under conditions that could create even the appearance of impropriety should be avoided. Similarly, all employees acting on behalf of or advising government officials in connection with any procurement are prohibited from disclosing any such contractor bid or proposal information that they may obtain in connection with that role. Any questions regarding such information should be directed the ECO.

Other Contractors’ Confidential Business Information

Just as CRI does not want competitors trying to obtain or use CRI’s confidential business information, we do not seek to obtain competitors’ confidential business information. This restriction pertains to all competitor confidential business information, even if not submitted to the government in connection with a procurement.

We will not gather any proprietary information about our competitors for competitive purposes that is not in the public domain or otherwise available publicly. You may not seek to obtain such information for such purposes either on your own or by acting through a third party.

Proper Use of Nonpublic Information in Performing & Bidding on Government Contracts & Subcontracts

As a federal government contractor, CRI is entrusted to perform specific requirements and tasks on behalf of its federal government customers. To facilitate contract and subcontract performance, the Government may grant CRI employees access to nonpublic government information including, but not limited to the following: government requirements information, systems information, procurement sensitive information, source selection information, personally identifiable information, and/or classified information. You must act with due care and take appropriate measures to safeguard nonpublic government information as required by their assigned contracts and subcontracts, specific NDAs and other restrictive agreements, and applicable federal laws and regulations.

When performing as an incumbent contractor, you may acquire specific firsthand knowledge and expertise regarding a government program or project. While you may know certain information regarding the program or project and may have had a role in developing or creating nonpublic government information, you may access and use this information only to the extent authorized by the Government. Absent the Government’s written consent, you shall not use nonpublic government information for any purpose other than performance of their assigned federal government contracts and/or subcontracts.





Marketing

We support vigorous and fair competition and believe that enduring customer relationships are built on integrity and trust. We seek to gain advantage over our competitors through superior research, engineering, excellent service, and marketing, never through unethical or questionable business practices.

The marketplace requires the gathering of a wide range of information in a systematic and legal manner. This information provides an understanding of the industry structure and customer requirements for existing or potential products and services of CRI. CRI's policy is that Board Members, officers, employees, consultants, and other representatives may only gather information, which CRI is legally entitled to possess. CRI will neither seek nor accept any information, which is prohibited from disclosure to contractors by law, regulation, policy of the customer, or information, whether or not containing restrictive legends, which constitutes a part of, or relates to the contents of, another company's proposal at any stage of a competition. As an employee of CRI, you may not:

- Seek or solicit data that is restricted or that CRI is not legally authorized to possess,
- Seek or solicit access to classified, officially restricted, or other information when there is reason to believe that CRI should not have access to that information. In particular, you must exercise care to avoid any information labeled "source-selection sensitive," or "proprietary" or "confidential" information belonging to other companies. Employees who were previously employed by or had a business relationship with another firm are prohibited from using that firm's proprietary or confidential information or disclosing that firm's proprietary or confidential information to anyone at CRI or to anyone performing work for CRI.
- Attempt to improperly influence specifications to gain an unfair competitive advantage.
- Exchange unauthorized or so-called "inside information," or induce or attempt to induce government or competitor employees to violate their standards of conduct or applicable laws or regulations by seeking information that is restricted from disclosure to CRI.

If you have reason to believe that another employee is using or appropriating confidential or proprietary information of another company in the performance of CRI work, the matter must be immediately reported to the ECO.

E.8 CYBERSECURITY

Federal regulations require that federal contractors and subcontractors apply a basic level of "safeguarding" of federal contract information. All employees must practice good computer "hygiene" and adhere to the following security controls when dealing with such information:

- Do not share your login credentials with anyone – your credentials belong to you and you alone;
- Do not attempt to access a controlled system using another individual's login credentials;
- Do not copy or distribute federal contract data except as authorized;
- Do not connect external media (including flash drives) to a controlled system unless authorized to do so;
- Sanitize or destroy information system media containing Federal Contract Information before disposal or release for reuse; and
- Report any suspicious activity or information system flaws in a timely manner.

E.9 FOREIGN CORRUPT PRACTICES ACT (FCPA)

CRI is committed to fair and open business conduct throughout the world. We believe that businesses should compete on the basis of price, quality, and service, and in full compliance with applicable law. One such law is the Foreign Corrupt Practices Act, which prohibits U.S. companies and their representatives from trying to obtain or retain business by offering improper gifts or payments to foreign officials. Any Employee doing business, directly or indirectly, with foreign government entities or their representatives, should contact the ECO to ensure that they have a clear understanding of the Act's requirements and prohibitions.



E.10 GOVERNMENT FURNISHED PROPERTY (GFP)

Property furnished by the USG for use in a CRI contract must be used only for the purpose of performing the contract, unless otherwise provided for in the contract or approved by the contracting officer. Generally, CRI is responsible and liable for the all GFP in its possession. Such property cannot be used on other USG or non-government contracts without prior approval of the contracting officer. You must not modify or make alterations to government property unless the contract specifically identifies the modifications, alterations, or improvements or work to be performed. Improper use also includes selling, loaning or giving away government property or destroying or disclosing government information.

E.11 DEALING WITH RESPONSIBLE COMPANIES & INDIVIDUALS

CRI is committed to maintaining an ethical work environment and toward that goal; we will transact business only with individuals and companies that also are committed to this principle. If we do business with a company that is found to have engaged in inappropriate conduct, our reputation could suffer. Therefore, business integrity and responsibility are key requirements when evaluating who to select and retain to represent CRI.

Employees, officers, subcontractors, vendors, agents, representatives, partners, and consultants must comply with CRI's CODE. Each of us is responsible for ensuring that these individuals and entities have the highest integrity and ethical standards. Additionally, procurement personnel must ensure that contracts with such individuals and entities reflect the requirements of applicable laws, regulations, government contract requirements, and CRI's CODE.

Before hiring any prospective applicant for employment or entering into any business relationship with a subcontractor, vendor, agent, or consultant, we will, at a minimum, screen the prospect using the government's database known as the System for Award Management (SAM), which identifies all parties that are ineligible for government contracts and subcontracts and non-procurement transactions, such as grants and cooperative agreements. SAM is available at <https://www.sam.gov/>. Where a prospective individual or entity appears on the excluded list, we will not do business with the party unless a government customer determines that there are compelling reasons to continue business with the party and directs us to do so. Additionally, we expect all employees to report any concerns they have pertaining to a prospective or existing business partner. All "key" CRI employees will be screened periodically.

Additionally, should any employee ever be listed on the SAM as ineligible for government contracting as a result of being debarred, suspended, or proposed for debarment, that employee must immediately report the matter to the Company. Failure to report may result in disciplinary action.

F. PERSONAL CONFLICTS OF INTEREST

"Playing favorites" or having conflicts of interest, in practice or in appearance, is inconsistent with the fair treatment to which we are all entitled. A personal conflict of interest occurs whenever the private interests or relationships of an individual interfere or appear to interfere with the interests of your company. You must avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job.

We expect your loyalty. A conflict of interest occurs when your private interests get in the way of the Company's interests. Avoid relationships or activities that affect making fair decisions when performing your job. If you think that a situation may be a conflict of interest, you should speak to the ECO.



Identifying conflicts of interest is not always easy. Some general guidance:

- ① **“Outside” Employment:** You may accept an outside job provided it does not affect your job with this Company. This includes being involved with civic, charitable, or professional organizations. Prior to engaging in any such activity, you must contact the ECO and obtain express written approval. You may not use company time, resources, or our reputation for non-company business. If you are unsure about what to do, check with your manager.
- ② **Personal Financial Interests:** You must avoid activities that conflict with those of the Company. An example is having a financial interest in a supplier, customer, or competitor of the Company. “Personal Financial Interests” include not only your interests, but also those of your spouse, children, and other relatives. If you suspect that a personal financial interest may conflict with the interests of the Company, speak to your manager.

Apparent conflicts of interest can arise easily. If you feel that you may have a conflict situation, actual or potential, you should report all pertinent details to the ECO.

G. ORGANIZATIONAL CONFLICTS OF INTEREST

You also must be attentive to so-called “Organizational Conflicts of Interest,” or “OCIs” which may result from prior government work performed by CRI.

The OCI rules address the general situation where, because of previous work for the USG, a company is deemed to be unable to provide impartial assistance or advice to the USG, the company's objectivity in performing work is impaired, or the company has an unfair competitive advantage. The idea is to prevent the existence of conflicting roles that might bias a contractor's judgment and also to prevent an unfair competitive advantage.

There are three types of OCIs that generally arise in government contracting:

- ① **Unequal Access to Information:** Through its performance of one government contract, a company has or will have access to non-public information that could provide it an unfair advantage in competing for another government contract;
- ② **Biased Ground Rules:** Through its performance of one government contract, a company is or will be in a position to set the grounds rules for a different acquisition and thereby influence that future competition, whether intentionally or not, in its own favor:
 - You must never draft specifications;
 - You must never provide input or draft the statement of work;
 - You must never conduct pricing or independent cost estimates; and
 - You must never draft Sole Source Justifications or Limited Source Justifications for future competition requirements.

If there is any question as to whether you should provide input or drafting assistance regarding a government procurement, you should seek advice from the ECO.

- ③ **Impaired Objectivity:** A contractor or any of its subcontractors may be unable to render impartial advice or judgments to the Government. This type of OCI generally arises when a contractor or subcontractor is in a position to evaluate the performance of another business unit of the same company or advise the Government regarding selection of contractors, which could include a business unit within the same company.



As a government service contractor, it is imperative that CRI avoid any actual or apparent OCI, which not only could prejudice the best interest of the government, but also may affect CRI's eligibility for future contracting opportunities, or its ability to comply with requirement of its existing federal contracts.

You should look out for such conflicts, which may result from prior government services worked performed by CRI, and be alert to the presence of solicitation clauses relating to OCIs. Immediately report such situations to your supervisor. Bring any OCI concerns or questions to the ECO.

H. NO BRIBERY OR KICKBACKS

Under the federal bribery statute, it is illegal to give, offer or promise anything of value to any public official in order to influence an official act, to influence the official to commit fraud or to induce the official to violate his or her lawful duty. The same law also prohibits gratuities, which means giving, offering or promising anything of value to a public official "for or because of any official act performed or to be performed by such public official". Practically, the law prohibits all gifts to public officials made as a reward for an act that they would perform anyway. Often, even permissible gifts create the appearance of an illegal gratuity. To avoid any confusion, CRI's policy is:

- You may not offer or give or promise anything of value to any present or former government official or government representative. This includes but is not limited to cash, tickets to events or other forms of entertainment, meals and travel costs.
- The only exceptions to this policy are explained in section J, below.

Giving or receiving a "kickback" (anything of value to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee to improperly obtain or reward favorable treatment in connection with a government prime contract or subcontract e.g., taking money or sports tickets from a vendor in return for a contract), is also illegal.

CRI's policy is to deal fairly and honestly with its suppliers and its customers. This means that our relationships are based on price, quality, service, and reputation. In dealing with suppliers, you must carefully guard your objectivity. Never offer, solicit, or accept any personal benefit from a supplier or potential supplier.

- You must never pay, offer, or give a kickback in an effort to receive a contract or subcontract.
- You must never solicit or receive a kickback from any party seeking a contract.
- Any employee, who offers, provides, solicits, accepts, or discusses offering or accepting a "kickback" will face prompt disciplinary action.
- You must immediately report any suspected bribe or kickback.

If you are caught paying or accepting a bribe or kickback, you will be terminated. If you know or suspect such activity and do not report it to your manager, you will be disciplined.

I. COMPETITION

We value open and fair competition. We want to win, but only with integrity. We will not enter into business arrangements that reduce competition or that give us an unfair advantage.

A violation of an anti-competition law is a serious criminal matter. As such, you should not discuss with any competitor prices or terms of sale, division of territories, allocation of customers, or boycotts of customers or suppliers. Consult with CRI's ECO before negotiating with or entering into any agreement or arrangement with a competitor that may have the effect of restraining trade or limiting competition.

If you know or suspect that a violation has been, or will be, committed, and do not report it, you will be disciplined.



J. GIFTS & ENTERTAINMENT

CRI's business relationships must be free from even the perception that favorable treatment was sought, received, or given as the result of a gift or gratuity. Asking for a gift, favor or other gratuity is strictly prohibited regardless of the nature or value of the item or service.

J.1 GOVERNMENT PERSONNEL

Government officials are permitted to accept gifts of \$20 or less per occasion, but not to exceed \$50 per year, which could include meals. But providing gifts or paying for meals risks creating the appearance of impropriety. **To avoid creating even the appearance of impropriety, you are prohibited from offering or giving anything of value to any government official except for:**

- Modest refreshments when the official is visiting CRI's offices and the official would not be able to purchase refreshments otherwise. Modest refreshments are limited to coffee, soft drinks, and light snacks (i.e., a piece of fruit, cookie, and/or donut).

Accordingly, if your interaction with a government employee may include something more than modest refreshments, be sure to make it clear at the outset that you expect the government employee to pay his or her own way.

All other forms of gifts and entertainment to or from government personnel (Federal, State, and local), including persons acting for the government, are not allowed. This includes cash, tickets to events or other forms of entertainment, meals, and travel costs.

J.2 NON-GOVERNMENTAL PERSONNEL

Giving or accepting gifts or entertainment can be improper, or even illegal. For non-government personnel, the following rules apply:

- Giving or receiving a gift valued over \$50 must be approved by the ECO. (See Attachment 3). Gifts need to be approved by the ECO in advance whenever possible. When circumstances do not permit advance notification, approval must be requested after-the-fact. Total gifts from or to any one individual or company cannot exceed \$500 in a calendar year.
- Money can never be given or accepted.
- You cannot accept a gift if you believe that it was meant to change the way you do your job.
- You cannot receive a gift from any person or company with whom we do business. However, occasionally inviting, or being invited by, a non-government customer to lunch, dinner, or an event can give both parties a chance to get to know one another better, improve communications, and build a better working relationship. These types of activities are permitted, as long as you receive approval from your manager. (This only applies to non-government personnel. See paragraph 1 above for Government personnel).
- The ECO can authorize an exception to these rules where a family or personal relationship exists outside of the employee's business relationship with the non-governmental employee.

K. POLITICAL CONTRIBUTIONS

CRI cannot make political contributions, including offering employee work time, to any national political party or candidate for federal office. Nor can we ask you to make the contribution and later reimburse you. In addition, many state and local jurisdictions have "pay-to-play" bans prohibiting contributions from contractors. Due to the complexities of the laws that apply to these types of contributions, no employee may commit CRI funds or resources in any way to a state or local election without the prior review by the ECO and approval of CRI's President.

These restrictions only apply to the company and its officers. They do not limit your support of the political parties and candidates of your choice. Your participation must be separate from your work for the company and be on your own time, using your own resources, and at your own expense. Do not mention or connect CRI with any political contributions you may make.



L. COMPANY PROPERTY

Employees must protect CRI's assets, ensure their efficient use, and prevent waste and abuse of Company assets. This includes electronic communication systems, information resources, materials, facilities, and equipment. Unless you have the express prior approval of CRI management, CRI's assets and property, whether tangible or intangible, are to be used only by authorized CRI employees or their designees, and only for the legitimate business purposes of CRI.

Some of CRI's assets are intangible and may be subject to specific corporate policies covering their access and use. For example, the use of the vendor-supplied computer software is governed by license agreements and those agreements are valuable company assets. It is imperative that you read, understand, and comply with the requirements of such licenses.

Employees may only occasionally use Company assets for personal use. Such use must comply with all other Company policies and must not be in support of any personal business venture, the business of any other entity, political activity, illegal purpose, or purpose that would embarrass CRI or otherwise have an adverse effect to the Company's interests. Any misuse of CRI property may result in disciplinary action.

M. RISK MANAGEMENT

CRI recognizes that the USG expects its contractors to pay special attention to areas of potential risk in the contractor's operations. We use the risk assessment process to identify and rank areas of potential risk according to relative impact so we can take measures to effectively manage or mitigate those risks. We use internal controls to make sure that our operations are monitored and evaluated. We believe that these controls not only operate to prevent fraud, but also help to ensure that our physical and intangible property is protected.

N. COOPERATION WITH INTERNAL AND GOVERNMENT INVESTIGATIONS

You must be truthful and honest and fully cooperate with any internal or government investigation, and must preserve all documents, data, and other materials related to any matter subject to investigation, audit, or review. You must never withhold or misrepresent relevant information concerning a violation or suspected violation, and must never destroy or delete documents or information during an investigation, lawsuit, audit, or other proceeding. It is our policy to cooperate with any reasonable and lawful request by federal, state, and municipal government investigators seeking information concerning our operations for law enforcement purposes. At the same time, CRI and its employees are entitled to the safeguards provided by law, including the representation of counsel. Therefore, if any authority contacts you, immediately notify the ECO.

O. MANDATORY DISCLOSURES TO THE GOVERNMENT

CRI has committed to making written, timely disclosures to the appropriate government officials, whenever, in connection with the award, performance, or closeout of any government contract or subcontract performed by CRI, we have "credible evidence" that a principal, employee, agent, or subcontractor of CRI has committed a violation of federal criminal law involving fraud, conflict of interest, bribery, a gratuity violation, or a violation of the civil False Claims Act. We are also committed to disclosing to the government agency Contracting Officer, credible evidence of any "significant overpayment."

VI. INTERNAL REVIEWS TO ENSURE COMPLIANCE

CRI will periodically conduct internal reviews of the CODE and its business practices to monitor and assess compliance with the CODE and to identify areas where increased attention and focus is needed. CRI is committed to continual improvement as a government contractor.



CONTACT CRI

703-245-4120
www.cri-solutions.com

8280 Greensboro Drive
Suite 500
McLean, VA 22102

