

D Ē T E N T E

**Detente LLC**

**Code of Business Ethics and  
Conduct**

## Message from the President of Detente LLC

We are happy to have you as a valued employee of Detente LLC (collectively referred to as “**Detente**” or the “**Company**”)! You are a member of an organization whose policies and procedures are built upon establishing a working environment based on mutual trust, integrity, honesty, and respect. Integrity and credibility are immeasurable corporate assets which when lost are almost impossible to regain. We are committed to making the Company a respected and honored company in our industry for our employees, customers, communities, and stakeholders.

The Company believes that a fundamental ingredient of business success is that all employees conduct themselves with basic honesty and integrity, whether it be in their dealings with other employees, customers, business partners, or others. Our customers respect and admire us for the high standards of conduct with which our employees perform in every business relationship. You are the “face” of the Company as you interact with our customers and in our community. We are counting on you to maintain and enhance that reputation.

The Company is dedicated to the quality of its services, the satisfaction of its customers and the well-being of its employees. The Company’s commitment to caring extends to the way in which we conduct our business and treat one another. All employees are expected to develop an understanding of the laws and regulations that govern our business and to fully comply with them. All employees are further expected to conduct the affairs of the Company in accordance with the letter and the spirit of this Code of Business Ethics and Conduct (the “**Code**”). We have developed this Code as a guide for you in addressing common challenges and situations you may face. That said, it is impossible to anticipate every possible situation, so throughout the Code we have identified individuals who can provide you with guidance and can answer your questions. In addition, you are encouraged to bring questions or concerns to my attention. We have also have a mechanism for you to raise concerns anonymously and confidentially.

I am fully committed to working with you to maintain the Company’s highly regarded reputation. Thank you in advance for your cooperation and commitment.

CEO of Detente LLC

// ORIGINAL SIGNED //

Vivien Ellis

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**Attachment A – Code of Business Ethics and Conduct Certification**

## About the Code

### ***Introduction***

This Code of Business Ethics and Conduct (the “**Code**”) is our standard of expected behavior. It is how we deal with each other and how we treat everyone with whom we interact in our daily business. Honoring and maintaining these standards of conduct are necessary to ensure the Company maintains a highly regarded reputation for integrity and fair dealing.

The Code is applicable to all officers, employees, and contract employees (each referred to as “**employees**”) of Detente LLC. The **responsibility for compliance** with the Code, including the duty to seek interpretation when in doubt, **rests with each employee**. All of us are depending on YOU!

The Code provides guidance to you on your ethical and legal responsibilities. We expect all employees to: (i) become familiar with, and conduct Company business in compliance with, applicable laws and regulations and Company policies and procedures, including the Code; and (ii) treat all Company employees, customers and business partners in an ethical, honest and fair manner.

As a condition of your employment, please read and understand this Code and then sign the *Certification* found at the back of this document in **Attachment A**. You will be asked annually to sign and submit a copy of the *Certification* to Human Resources.

As you strive to live the values and policies expressed in this Code, you may discuss any questions you have with your supervisor or the Compliance Officer.

You are an important member of the Detente team, and you are expected to embrace this Code. You and your coworkers also have a duty to hold each other accountable to this high standard of behavior. As an aid, use the following *Ethics Check* during your decision making:

- Is your proposed action legal? Does it comply with the law and the Company’s policies and values?
- Is your proposed action something you would like to see described in the newspaper or shown on TV?
- Is your proposed action something you can comfortably explain to your children?

In short, will your decision allow you to look in the mirror and feel proud about what you are doing? If the *Ethics Check* raises doubt, you have an obligation to seek guidance from your supervisor or contact the Compliance Officer.

You also have a responsibility to seek assistance from your supervisor or the Company’s Compliance Officer when you have questions about the application of provisions of this Code or if you have any concern about possible violations of this Code, the Company’s policies and procedures, or applicable laws and regulations. Upon request, the Company will take reasonable steps to keep confidential the identity of any person raising a concern. If you want to

anonymously raise questions or report concerns, you can anonymously contact the Compliance Officer using the Reporting Form available at [https://www.formstack.com/forms/detente-ethics\\_complaint\\_form](https://www.formstack.com/forms/detente-ethics_complaint_form). Furthermore, all supervisors have the additional responsibility to lead by example, to train their team, and to enforce these standards.

### ***Training***

The Company is committed to providing training to all of its employees so they can perform their job responsibilities in accordance with this Code. The Company acknowledges that training is critical and necessary for employees to understand and comply with Company policies and procedures, this Code, and all applicable laws and regulations. All employees are required to attend an initial training program regarding compliance with this Code upon implementation or at the start of their employment. Employees are also required to participate in annual refresher programs. At the end of each training program, employees are required to execute a certification of attendance.

### ***Company's Compliance Officer***

Any questions regarding the Code and any violations of the Code should be directed to the Company's Compliance Officer, who is currently Joel Bouckaert. The Compliance Officer has ultimate responsibility for overseeing compliance with the Code, all related Company policies and procedures and all applicable laws and regulations. You can reach the Compliance Officer by using any of the following methods:

E-mail: [bouckaertjw@detente.com](mailto:bouckaertjw@detente.com) or [ethics@detente.com](mailto:ethics@detente.com)

Phone: (678) 515-0367

U.S. postal mail or other delivery: Detente LLC, Attn: Joel Bouckaert, 489 Stephens Street SW, Atlanta, GA 30305

### ***Reporting Concerns***

If you know of or suspect a violation of Company policies and procedures, this Code, or applicable laws and regulations, the Company provides many alternative means by which you may raise a concern, including anonymous reporting:

- Raise your concerns with your supervisor. Your supervisor will contact the Compliance Officer, who will work with you and your supervisor to investigate your concern.
- If you are not comfortable reporting the conduct to your supervisor or you do not receive what you believe is a satisfactory response in a timely manner, you should contact the Compliance Officer directly.

All reports under the Code should include all relevant information concerning the allegations and a sufficiently detailed description of the factual basis for the allegations to allow

for an appropriate investigation. All reports, other than anonymous reports, should also include your name, telephone number and/or e-mail address.

When making a report, you may choose to remain anonymous. To the extent you so request, your identity will remain confidential. If you want to anonymously raise questions or report concerns, you can anonymously contact the Compliance Officer using the Reporting Form available at [https://www.formstack.com/forms/detente-ethics\\_complaint\\_form](https://www.formstack.com/forms/detente-ethics_complaint_form). Please keep in mind, however, that in some circumstances, it may be more difficult or impossible for the Company to thoroughly investigate reports that are made anonymously or to report back to you with the results of our investigation. All questions and reports of known or suspected violations of the law or the Code will be treated with sensitivity and discretion.

### ***Confidential Reporting and No Retaliation***

Reports and complaints will be kept confidential to the extent permitted by law and by the Company's need to properly investigate the complaint. You must cooperate completely in any investigation relating to the Company, and must be truthful at all times. Specifically, do not take the approach that you need to lie or "cover" for the Company. You may never interfere with or obstruct an investigation conducted by the Company or any government agency. In addition, you should never disclose or discuss an investigation with unauthorized persons.

The Company and, in many cases, federal and state law prohibits any employee from retaliating or taking adverse action against anyone for raising suspected violations of the Code or helping to resolve a related concern. Any individual who has been found to have engaged in retaliation against a Company employee for raising, in good faith, a concern under the Code or for participating in the investigation of such a concern shall be subject to discipline, up to and including termination of employment or other business relationship. If any individual believes he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to his or her supervisor or the Compliance Officer.

### ***Cooperation with Government Investigations***

The Company's policy is to cooperate with government investigators and law enforcement officials with oversight of our business. Within guidelines provided by the Compliance Officer, all employees must cooperate with such authorities. Always be courteous to government investigators. If you choose to provide information to a government investigator, you must make sure that you understand the questions being asked and that the information you provide is truthful and accurate. Other rules of thumb are:

- Make sure that records and information relevant to the investigation are maintained.
- Never mislead or obstruct a government investigation.
- Never conceal, alter or destroy documents relevant to an investigation.
- Never hinder another employee from providing accurate information.
- Never retaliate against anyone who cooperates with a government investigation.

## ***Violations of the Code***

The Company expects all employees to strictly comply with the letter and spirit of this Code. Furthermore, employees are urged to seek answers or clarification if there are any doubtful or “gray” areas. We urge all employees to seek answers to questions concerning ethical behavior before it becomes a problem. In this area there are no “dumb questions.” We are depending on you to raise your concerns. Whether you speak to your supervisor, the Compliance Officer, or anonymously email the Compliance Officer, there are multiple avenues available to you to raise your concerns or questions.

Employees who violate the law or the Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law and with the Code, can result in serious consequences for both you and the Company.

The Company is committed to taking prompt and consistent action against violations of the Company’s policies. Any person who is subject to the provisions of the Code and violates the Code is subject to a variety of disciplinary actions, including immediate termination. Employees who are aware of suspected misconduct, illegal activities, fraud, abuse of the Company’s assets, or violations of the standards outlined in the Code or other Company policies are responsible for reporting such matters. The Company will promptly investigate reports of suspected violations of the Code on a case-by-case basis and apply an appropriate sanction based upon the facts and circumstances of each particular situation, including, in its sole discretion, reporting the violations to the authorities.

## **Our Employees**

### ***Equal Employment Opportunity (EEO) and Other Employment Laws***

Detente's policy is to comply with all federal, state and local equal employment opportunity laws. The Company shall employ persons and make employment decisions without regard to an individual's race, color, religion, sex, national origin, disability, age, veteran status, pregnancy, childbirth or related medical conditions, marital status, genetic information, or any other protected class. The Company is also committed to compliance with the Americans with Disabilities Act and all applicable state laws and will make reasonable accommodations for qualified individuals with known disabilities.

Employees will be evaluated solely based on their qualifications for a particular job. The Company will act without discrimination in regard to all employment practices and decisions, including, but not limited to, advertising, recruiting, testing, screening, hiring, selection for training, upgrading, transferring, layoff, termination, rates of pay, overtime, and other forms of compensation.

Discrimination and harassment undermine our workplace morale and our commitment to treat each other with dignity and respect. Accordingly, discrimination and harassment are prohibited and will not be tolerated at our Company. All employees are responsible for conducting themselves so that their actions are not considered harassing, demeaning or intimidating in any way.

If you believe that you have been subjected to objectionable conduct or become aware of such objectionable conduct, you must report it immediately to your supervisor, Human Resources, or the Compliance Officer. The Company will take prompt and necessary steps to investigate the matter and will protect your confidentiality as much as is possible, recognizing the need to thoroughly investigate all complaints. The Company will not retaliate against any employee for bringing a good faith complaint to the attention of the appropriate persons pursuant to this policy or for participating in the investigation regarding a complaint. Any employee who violates this policy is subject to discipline, up to and including, termination of employment.

#### **ASK YOURSELF . . .**

- Am I discriminating against an employee based upon a protected class?
- Am I creating a hostile work environment or harassing a co-worker?
- Have I witnessed employee conduct that appears to be unwelcome and sexual in nature?

### ***Conflicts of Interest***

As a Detente employee, you must be free of outside influence or interests that conflict with your duty to act in the best interests of the Company in business relationships and dealings.

The Company also has an obligation to its customers, subcontractors and stakeholders to ensure that business decisions are not influenced by personal considerations or interests, but instead are based on quality, price, delivery, service, experience, and reputation.

Employees must deal with customers, subcontractors, contractors, competitors, and all others doing or seeking to do business with the Company without favor or preference. Neither you nor your immediate family members may be involved with any undisclosed business that competes with the Company, takes away any business opportunity that properly belongs to the Company, or compromises your ability to make business decisions “on the merits” in the Company’s best interests. All employees must disclose to the Compliance Officer their outside activities, financial interests or relationships that present an actual or potential conflict of interest or the appearance of a conflict of interest. You must fully disclose such activities *before* actions are taken which could impact the opportunities or reputation of the Company or our employees. Any violation of this policy may result in discipline, up to and including termination.

**ASK YOURSELF . . .**

- Outside of your Company responsibilities, are you involved with a third party entity that could present a conflict of interest?
- Do you or an immediate family member own or work at an outside business which may have a competing or shared interest with the Company?
- Do you serve on a board or committee that could present a conflict of interest?
- Do you have an arrangement with a customer from which you or family members are deriving a personal benefit?

***Giving or Accepting Gratuities and Business Courtesies***

At Detente, we conduct business with customers and subcontractors on the basis of service, quality, performance, and price without giving or accepting anything of value that could improperly influence or appear to improperly influence the outcome of a transaction. To ensure the integrity of our business transactions and to comply with applicable laws, business decisions must not be (or appear to be) improperly influenced by gifts, gratuities or favors. If it appears that a business decision was made because of a gift, gratuity or business courtesy, and not purely on the basis of merit and sound business judgment, the Company’s reputation may be harmed and, in some cases, such an award may break the law.

*Gratuities* are items of value (cash, goods, services, use of property, etc.) that are given voluntarily and not directly in return for, or in anticipation of, a reciprocal service or courtesy.

*Business Courtesies* are reasonable accommodations (meals, refreshments, entertainment, transportation, lodging, etc.) that may be offered or received only in connection with marketing, public relations, or other business activities of the Company.

In all circumstances, employees are prohibited from giving or receiving gifts, gratuities, and business courtesies, unless of nominal value of \$20 or less and provided such gifts, gratuities and business courtesies are reasonable in nature and frequency. Note that some state and local government agencies have their own rules regarding gifts and gratuities, and the policy may be more stringent than the Company's policy (e.g., a lower definition of nominal value). Keep in mind that many of the Company's customers, especially those that conduct business with the federal government, will have strict rules regarding giving and receiving gifts, gratuities, and business courtesies. All employees should be sensitive to customers' restrictions so that we do not put the customer in an awkward or difficult position.

When authorized by the Company, you may refer customers to third-party vendors. However, you may not accept any fee, commission, or any other compensation for this activity from anyone except the Company.

**ASK YOURSELF . . .**

- Is this a proper gratuity or business courtesy?
- Could my offer or acceptance of this gratuity or business courtesy be construed as an improper attempt to influence a business decision?
- Did I disclose on my expense report the gratuity or business courtesy I provided to a customer or subcontractor?
- Has my entertaining with a particular customer been too frequent or excessive?

***Compliance with all Laws, Rules and Regulations***

Our policy is to comply with all applicable laws, rules and regulations. This includes, without limitation, laws covering bribery and kickbacks, information privacy, political contributions, antitrust prohibitions, offering or receiving gratuities, unlawful employment discrimination or harassment, immigration, wage and hour, false or misleading financial information, and misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to you and your work. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor or the Compliance Officer.

**ASK YOURSELF . . .**

- Do I understand the laws, rules and regulations governing my work responsibilities?
- Would I be uncomfortable disclosing my activities to my supervisor or family?

## **Company Assets And Financial Integrity**

### ***Use of Company Assets and Resources***

Employees must only use Company funds or assets for lawful and proper purposes. Company resources, time or facilities (including office equipment, e-mail and computer resources) should only be used by employees in the furtherance of the Company's legitimate business objectives. You are prohibited from downloading, storing or transmitting information which contains obscene or offensive language or images.

Appropriate and effective use of Company assets benefit the organization as a whole. Improper use of Company assets could reduce productivity and profit, increase prices to our customers and, ultimately, result in decreased business and fewer projects.

To ensure the protection and proper use of the Company's assets, each employee should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Promptly report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- Use the Company's supplies and equipment for business-related purposes and not personal purposes.
- Use the Company's telephone system, Internet, World Wide Web, other electronic communication services, written materials, and other property for business-related purposes and in a manner that does not reflect negatively on the Company or its customers.
- Safeguard all electronic programs, proprietary data, communications, and written materials from inadvertent access by others. Without obtaining permission from a supervisor, employees should never download or save Company software, documents or information onto their personal computers or storage systems or to the computer or storage system of any third party.
- Use all software in accordance with applicable license agreements. Use of unauthorized computer software violates Company policy and may be in violation of federal copyright statutes.
- Personal use of company telephones, computers, etc. should be kept to a minimum.

All information, data, messages, attachments and other information created, communicated or stored using the Company's information and technology resources are the property of the Company. The Company reserves the right, for any purpose, without notice and in its sole discretion, to access, inspect, review, store, delete, copy, and/or monitor any information, data, messages, attachments, or other information communicated or stored through the use of its information and technology resources, including business or personal e-mails or

other electronic messages. In addition, the Company reserves the right, for any purpose, without notice and in its sole discretion, to disclose any such information to law enforcement or other third parties, or to otherwise give access to such information. Web sites visited by employees may be monitored from time to time and the Company may block offensive sites.

**ASK YOURSELF . . .**

- Am I meeting my obligation to protect Company resources, deter theft and avoid damaging or compromising Company property?
- Does my use of the Company computer, telephone, or other Company property serve the business interests of the Company?
- Could the e-mail I am sending to my co-worker be considered obscene or offensive?

***Protecting Information***

Detente's policy is to proactively safeguard all information reasonably considered confidential (including the information of the Company's customers and subcontractors) to protect our competitiveness, profitability and security in dealing with all outside parties. In the Company's competitive market, it is important to protect the confidentiality of the Company's business information. Further, it is important to the Company's integrity to respect other individuals' and organizations' confidential information and not use such information without prior authorization.

*Protected Information* includes, but is not limited to, all nonpublic information that might be of use to competitors, or harmful to the Company or its customers or subcontractors, if disclosed, including, without limitation, financial information, trade secrets, know-how, business data, policy or procedure manuals, processes, methods, pricing, customer and vendor listings, and sales and marketing information.

Company employees may use and disclose Protected Information only as authorized and only in furtherance of the Company's business. In addition, each employee is responsible for ensuring adequate safeguards are used to prevent the disclosure or loss of Protected Information. It is Company policy that all Company Protected information be marked with a legend identifying its sensitivity and use restrictions. However, an employee's obligation to protect Company Protected Information exists whether or not the information is explicitly labeled or otherwise designated as being confidential or proprietary, and the obligation continues even after an employee leaves the Company.

All employees must also maintain the confidentiality of third-party information that the Company has agreed to maintain confidential, to the extent of and consistent with any applicable confidentiality or nondisclosure agreement. To obtain a copy of a confidentiality or nondisclosure agreement or to inquire about the existence or terms of such an agreement, please contact the Compliance Officer. If you believe that Protected Information of the Company, a

customer, or a subcontractor may have been inadvertently disclosed, please contact the Compliance Officer immediately.

The Company maintains and uses private and sensitive personnel information about employees for legitimate business purposes. This includes documents and other records containing information such as phone numbers, e-mail addresses, home addresses, and Social Security Numbers. Any and all documents and records containing such information must be obtained, used, and disclosed only for legitimate business reasons and treated as confidential. Employees who obtain, use, or disclose such personnel information for improper, unauthorized, or illegal reasons are subject to discipline or discharge, as well as potential criminal or civil prosecution.

**ASK YOURSELF . . .**

- Is the information I am about to disclose useful to competitors?
- Have I sought the proper authorization prior to sharing Company confidential and/or proprietary information with non-company employees?
- Is the information I want to share subject to a non-disclosure, non-solicitation, or non-competition agreement?
- Does the confidential and/or proprietary information I intend to release include a proper legend identifying its sensitivity and use restrictions?
- Have I followed appropriate steps to ensure the confidentiality of private and sensitive personnel information?

***Company Books, Records and Reports***

Our policy is to maintain all books and records in accordance with generally accepted accounting practices (GAAP) and all applicable laws and regulations. Maintaining accurate and complete books, records and reports is essential. Incorrect time charging or other business entries violate the trust of our customers and subcontractors and may also violate the law. No false, misleading or artificial entries may be made in the books and records of the Company.

All labor time and costs must be accurately and completely recorded in an auditable manner. Each employee has responsibility for ensuring that his/her own time records are complete, accurate and truthful and for raising concerns about the accuracy of a fellow employee's time reporting (even if done anonymously). Each supervisor is responsible for ensuring the accuracy of the time records for the employees on the projects to which the supervisor is assigned.

Employees who are found to have submitted or approved any documentation, report or other information containing knowingly materially inaccurate, materially incomplete or other improper data or unauthorized signatures are subject to disciplinary measures, up to and including termination. Ask your supervisor or the Compliance Officer if you have any questions.

**ASK YOURSELF . . .**

- Are my time records accurate?
- Does the Company record I created accurately reflect the transaction?
- Has information changed that requires the Company's books or records to be updated?

***Antitrust and Competition***

Our policy is to obey antitrust and competition laws. Two types of conduct are clearly prohibited. First, the antitrust laws prohibit agreements with competitors fixing prices, dividing markets, rigging bids, or otherwise limiting competition. Second, the antitrust laws prohibit certain types of unilateral conduct, that is, conduct undertaken by the Company alone, such as sabotage and false statements. The antitrust laws also limit the terms/relationships of certain business decisions. Before engaging in exclusive dealing, teaming agreements, refusals to deal, tying, reciprocal dealing, bundling, intentionally setting prices below cost, or other similar decisions, contact the Compliance Officer.

Antitrust laws are designed to make sure competitions are fair to all parties. The consequences of failing to follow antitrust and competition laws can be severe. Often this results in the violator as well as the Company being subject to criminal penalties, including imprisonment and/or significant fines as well as exposure to damages. Employees should have a general awareness of the types of business arrangements that have antitrust implications and contact the Compliance Officer before entering into such arrangements. Employees should promptly report potential antitrust/competition violations to the Compliance Officer.

**ASK YOURSELF**

- Does the proposed transaction involve prohibited conduct?
- Does the proposed conduct unfairly eliminate competition or reduce the customer's choices?
- Will I be expected or have I been asked to share pricing or other competitive terms and conditions with competitors?

***Quality Control***

At Detente we perform services that meet our customers' needs and satisfy contractual requirements. The Company is committed to becoming the contractor of choice by providing the best quality, delivery and service. The Company's reputation depends on diligent adherence to customer and contractual requirements. Any unauthorized deviation could violate the contract and adversely affect our customers' faith in the integrity of our services.

**ASK YOURSELF . . .**

- Am I delivering a service that satisfies the contractual requirements?
- To the extent I deviated from contractual requirements, have I sought approval and accurately documented such deviations?

## Government Business

### ***Doing Business with the Government***

Our policy is to conduct business in accordance with the procedures, rules and ethical standards of the federal government, states, and municipalities with which we do business. It is also the Company's policy to work with Government representatives in an honest and ethical manner.

Violations of applicable laws and regulations when performing Government contracts can lead to substantial fines and penalties for both the individual and the Company, and in severe cases, suspension or debarment from receiving Government contracts, once again, for both the individual and the Company. All employees must use sound business judgment and comply with applicable laws and regulations in dealing with Government customers. Each employee is responsible for learning, understanding, and following the rules of agencies with which they are working, the provisions of the contracts on which they are working and the applicable government regulations.

The Company must ensure that individuals and/or companies listed as excluded parties in the System for Award Management (available at [www.sam.gov](http://www.sam.gov)) are not hired by the Company as employees or consultants, or used as subcontractors in U.S. Government procurements.

### ***Procurement Integrity Act***

For U.S. Government procurements, there is a ban on either obtaining or disclosing competing contractor bid or proposal information or Government source selection information. This includes competitive information submitted to a Government agency as part of, or in connection with, a bid or proposal to enter into a Government procurement contract. This may also include nonpublic information which has been prepared for use by the procuring agency in the evaluation of a contractor's bid or proposal. These procurement integrity restrictions apply to everyone involved in a U.S. Government procurement and apply until the contract is awarded. Always exercise caution should a third party offer to provide you with bid, proposal or source selection information and pay special attention to receiving or disclosing marketing intelligence, which may include a competitor's price, cost data or program evaluation criteria.

#### **ASK YOURSELF . . .**

- Do I and the members of my team know and understand the procurement integrity and ethics laws and regulations that affect the Government customer or agency with which we are dealing?
- Am I complying with the procurement integrity and ethics laws and regulations that affect the Government customer or agency with which we are dealing?
- Am I about to receive a competitor's proposal information or Government source selection information that I am not legally permitted to receive?
- Am I preparing the information to be submitted to the Government in a truthful, complete, accurate, and honest manner?

## ***Certifications***

For all certifications sent to the Government, the individual compiling, signing, and submitting the certification must be truthful and honest in the preparation and submission of information. Individuals signing certifications should have personal knowledge that the statements are current, accurate, and complete. In the alternative, the signor needs to know that the Company has a system in place to ensure the underlying compliance of the certification, and the signor needs to do sufficient “due diligence” to conclude the “system” was faithfully followed in this case, giving the signor a reasonable belief that the certification is accurate. No false statements should ever be made.

### **ASK YOURSELF . . .**

- Am I preparing the information to be submitted to the Government in a truthful, complete, accurate, and honest manner?

## ***Mandatory Disclosures***

For U.S. Government contracts and subcontracts at any tier, the Company is required to make certain disclosures to the U.S. Government. If a Principal (defined below) has any information indicating that the Company or a Principal, employee, agent, or subcontractor has, in the award, performance or closeout of such U.S. Government contract: (i) received a significant overpayment; (ii) violated certain federal criminal laws relating to fraud, conflicts of interest, bribery, or gratuity violations; or (iii) violated the civil False Claims Act, the Principal must immediately report the matter to the Compliance Officer. “Principal” means all officers and other employees who have primary management or supervisory responsibilities within the Company. The Company’s failure to make such mandatory disclosures to the U.S. Government can result in the suspension or debarment of the Company and/or individuals with knowledge of the violations.

### **ASK YOURSELF . . .**

- As a Principal, do I have information indicating that the Company or a Principal, employee, agent, or subcontractor has, in the award, performance or closeout of such U.S. Government contract: (i) received a significant overpayment; (ii) violated certain federal criminal laws relating to fraud, conflicts of interest, bribery, or gratuity violations; or (iii) violated the civil False Claims Act?

## ***Recruiting Current and Former Government Employees***

Current and former U.S. Government employees are subject to federal laws and regulations that may limit the ability of the Company to hire and recruit certain individuals, and may limit the activities they may be able to perform for the Company. Depending on the circumstances, it may be against the law for you and that person to discuss potential employment

with the Company without taking pre-hire steps. Some states also have laws that may limit the ability of the Company to recruit/hire current/former state government employees. Company employees are prohibited from engaging in employment discussions with certain current or former U.S. Government or state employees. Guidance should be obtained from the Compliance Officer to determine whether a U.S. Government or state employee's prior or current employment could create a conflict of interest and/or a possible violation of law.

**ASK YOURSELF . . .**

- Have we inquired about the prior government service of any candidate/applicant, assessed whether any employment restrictions apply, and documented the file accordingly?
- Do I understand the work restrictions that apply to former Government employees who work for me?

***Political Contributions and Lobbying***

Federal law prohibits the Company from donating any corporate funds, services, or goods to or on behalf of any candidate for elective office, political party, or political committee. Similar state and local laws exist for prohibiting such activities at those levels. The Company may employ the services of a lobbyist to alert our electoral representatives of concerns that affect the Company's business. The costs of employing such a lobbyist have to be excluded from any invoice to the U.S. Government. In addition, the Company shall require any lobbyist it hires to comply with registration and notification filings required by law or regulation. Employees shall not engage in lobbying activities on behalf of the Company without the prior approval of the Compliance Officer.

The Company recognizes the benefits to employees and our communities associated with political contributions. Voluntary personal contributions to candidates, political parties of employee choice, and civic organizations are consistent with the Company's commitment to community involvement. Such involvement and participation must be on an individual basis, on your own time, and at your own expense.

**ASK YOURSELF . . .**

- If I expense a political fundraising event I attended, will it violate political contribution laws?
- Am I using corporate assets for partisan political activity?

***Combating Trafficking in Persons***

The federal government has a "zero tolerance policy" regarding trafficking in persons. The definition of "trafficking in persons" under the law is very broad and includes commercial

sex acts or sex acts in exchange for something of value, such as prostitution and related activities, including pimping, pandering, or maintaining brothels. Trafficking in persons is a complex process. Many trafficking victims are forced to work in the sex trade. However, trafficking can also take place in labor situations such as domestic servitude, labor in a prison-like factory, or migrant agricultural work. The Company can be held liable for an employee's violation of this law and penalties include terminating for default the Company's U.S. Government contracts, or the suspension or debarment of the individual and/or the Company. All employees involved in soliciting or performing work on contracts or subcontracts with the U.S. Government at any tier must not engage in any form of trafficking in persons. Violations of this policy can result in a range of disciplinary measures, up to and including termination.

**ASK YOURSELF . . .**

- Am I supporting buying or selling human beings by hiring forced prostitutes or patronizing forced labor establishments?
- Am I involved in the recruitment, transportation, transfer, harboring or receipt of persons by means of the threat, use of force, coercion, abduction, fraud, deception, abuse or exploitation?

**Ban on Text Messaging While Driving**

Text messaging while driving causes distractions, and endangers both the driver and others. To improve safety on public roads and highways, the U.S. Government encourages contractors to adopt and enforce policies that ban text messaging while driving. The Company prohibits all employees from text messaging while driving (including when temporarily stopped because of traffic, at a traffic light, or at a stop sign) a company-owned or -rented vehicle or a U.S. Government-owned vehicle, or a privately-owned vehicle when it is used on official U.S. Government business or when performing any work for or on behalf of the U.S. Government. If the Company pays an employee an allowance for a vehicle, that vehicle is considered a "company-owned vehicle" for the purpose of this policy. If you must read or send a text message or email while driving, be smart and pull off the road to a safe location.

***Bribery and Kickbacks***

Our policy is to prohibit giving or receiving (or offering, soliciting or attempting) bribes, kickbacks or any other illegal or improper payments, transfers or receipts. No employee shall offer, give, solicit, or receive any money or anything else of value to or from government personnel, foreign government officials, prime contractors, or subcontractors (either directly or through third parties) for the purpose of: (1) obtaining, retaining or directing business; or (2) bestowing or receiving any kind of favored treatment.

It is unethical, illegal and strictly forbidden to offer, render, or accept bribes, kickbacks, payoffs, or other unusual or improper payments to obtain or keep business. It is also a crime even to "attempt" such behavior. Violations subject both the Company and the individual to harsh penalties. All employees are prohibited from offering or accepting (or attempting to offer

or accept) bribes, kickbacks, payoffs or other unusual or improper payments to obtain or keep business.

No outside consultant, agent or third party of any kind shall be used or employed in any manner or for any purpose that would be contrary to this prohibition against bribes, kickbacks and other illegal or improper payments. Fees, commissions and expenses that are paid to such outside agents should be based upon proper billings and reasonable standards for mutual services rendered.

If you are in doubt about the legality and propriety of making or authorizing any payment, contact the Compliance Officer.

**ASK YOURSELF . . .**

- Is this payment I am making, authorizing, or receiving for the purpose of improperly obtaining, retaining or directing business?
- Is this payment I am making, authorizing, or receiving for the purpose of improperly bestowing or receiving any kind of favored treatment?
- Is the payment arrangement open and transparent?
- Is there anything about the payment I am making or receiving that I would be reluctant to disclose to my supervisor?

***Foreign Corrupt Practices Act***

Where foreign officials are involved, the U.S. Foreign Corrupt Practices Act (“FCPA”) prohibits offering, promising or giving anything of value to foreign officials in order to obtain or retain business or to gain any improper advantage. “Officials” include elected and appointed officers, government agency employees, political party officials, political candidates, officials of a public international organization. Most notably, “officials” includes any person, at any level, who works for a state-owned entity (*i.e.*, a company that is in whole or in part owned or controlled by a foreign government), even if it operates in a purely commercial fashion.

The payment of anything of value to a foreign official to secure any type of action, or any type of improper advantage, is strictly prohibited. If you believe that someone has or will engage in corrupt practices or a violation of this policy, you must immediately notify the Compliance Officer.

In certain instances, the FCPA does allow so-called “facilitating payments” to expedite the performance of actions or services to which the Company or individual is legally entitled. It is difficult to determine the dividing line between payments that fit within this definition and those that cross the line. It is Company policy that except in cases involving the health and safety of the employee, no facilitating payments are authorized absent the prior, written permission of the Compliance Officer.

The FCPA also prohibits falsifying the Company’s books and records, and failing to implement or follow accounting controls. All transactions, payments, reimbursements or donations must be completely and accurately recorded. This necessarily requires that employees comply with the Company’s policies for documentation and payments of disbursements and reimbursements. Failure to comply with these policies could result in civil and criminal penalties for the Company and the offending individuals, and is potentially punishable by dismissal.

The FCPA extends to the actions of third parties, such as agents, consultants, or brokers. Appropriate due diligence accordingly should be conducted for third parties conducting the Company’s overseas activities. Appropriate anti-bribery and anti-corruption provisions should be included in all contracts with non-U.S. third-party agents. The commissions or fees payable to a third-party agent must be reasonable in amount for the services rendered in accordance with local business practices. Any suspicious or unusual requests involving a third party should not be undertaken without prior approval and should be immediately reported to the Compliance Officer.

#### **ASK YOURSELF . . .**

- Is this payment I am making or authorizing to a foreign government official?
- Have I confirmed with the Compliance Officer whether the payment to a foreign official qualifies as a “facilitating payment”?
- Have I conducted the necessary due diligence prior to retaining an agent, consultant, or broker to represent the Company overseas?

### ***Unsanctioned Boycotts***

The United States maintains anti-boycott regulations designed to prohibit participation in, or the provision of information in support of, unsanctioned foreign boycotts (currently, the boycott of Israel). The Company will not agree to a contract, document or oral request containing language that could be interpreted as an attempt by any country to enforce an unsanctioned boycott. All such requests, including requests to honor blacklists of companies that do not support the Arab League boycott of Israel, or to provide information regarding the Company’s adherence to the boycott, must be reported to the Company’s Compliance Officer, so that it can be reported to the U.S. Government on a quarterly basis, as required by U.S. regulation.

### ***Export and Import Compliance***

At Detente, we are committed to abiding by applicable export and import laws and regulations. It has been increasingly complex for companies to trade internationally, particularly with regard to shipping or receiving hardware, software or technical data to and from a foreign company or a foreign national (*i.e.*, a non-U.S. citizen or non-green card holder). All employees

must be aware of and comply with the United States' import and export laws, as well as the laws and regulations of the applicable Government that controls such technology transfers. Be aware that certain licenses or other Government approvals may be required to export or import products, services or technical data to include disclosing such material to a foreigner or non-eligible foreign national, even if disclosure occurs here in the United States. Failure to comply with the export and import laws and regulations can result in serious fines for the Company as well as the individual and may even result in loss of export privileges.

Employees who transport and/or use goods and technology subject to export controls must have knowledge of, and comply with, the relevant laws and regulations. Keep in mind that technical data does not have to leave the Company's facility in order for it to be exported. The transfer of computer software or technical data to foreigners or foreign nationals is subject to export laws and regulations.

**ASK YOURSELF . . .**

- What are the export or import restrictions associated with this technical information?
- Does the Company have a license or agreement to share this technical information with a foreign person?
- Do I know the citizenship status of the people being exposed to controlled data?

***Economic Sanctions***

In addition to controls on U.S.-origin goods, information, technology, and software, the U.S. Government maintains controls on U.S. person interactions with certain sanctioned governments and foreign persons. To the extent feasible, the Company is expected to perform due diligence and know its customer in any business transaction to ensure that the customer is not named on any government lists of parties restricted from trade. These include not only transactions or dealings with Burma, Cuba, Iran, North Korea, Syria, and Sudan, but also persons and entities designated as banned by the Department of Treasury's Office of Foreign Assets Controls (Specialty Designated Nationals), which lists persons found to have violated sanctions against terrorists, narcotic traffickers, proliferation of weapons of mass destruction, or other prohibited parties.

## **Health, Safety And Security**

### ***Employee Health and Safety***

Our policy is to comply with all applicable health and safety laws and regulations. The Company is committed to the prevention of accidents and injury to our employees and the general public. It is our ultimate goal to minimize any and all personal injury to our employees by actively administering our safety rules and guidelines. Failure to conduct our operations properly can have serious and damaging consequences for the Company and our employees, customers, and subcontractors. The Company will not tolerate violent behavior, threats or intimidation towards any Company employee or anyone having a business relationship with the Company.

All employees are prohibited from disturbing the peace, unlawfully attempting to injure others or threatening the safety of others while on Company property or while performing work for the Company. The possession, transfer, sale, or use of weapons is prohibited while on Company property, including the display of ceremonial weapons (*e.g.*, those weapons presented as gifts or awards), even if enclosed in a locked case. The term “weapons” includes, but is not limited to, firearms, knives, Tasers, pepper spray, OC spray, and collapsible batons. This prohibition applies even if you are licensed to carry a weapon. Possession of weapons is also prohibited any time while conducting Company business at any location, unless the carrying of a weapon is required as part of your duties and responsibilities as a Company employee and approved in advance by the President of the Company.

If you experience, witness or otherwise become aware of a violent, potentially violent situation or safety concern that occurs on Company property or while conducting Company business at any location, you must immediately report the situation to your supervisor or the Compliance Officer. Violations of any safety rules at any time will result in discipline up to and including termination of employment.

#### **ASK YOURSELF . . .**

- Have I reported to my supervisor the accident I witnessed during my shift?
- Do I have a weapon in my possession or in my vehicle while I am on Company property or conducting Company business?
- Am I aware of a situation or condition that adversely affects the health and safety of Company’s employees?

### ***Alcohol and Drugs***

Detente maintains a drug-free work place. We recognize that employees who abuse drugs or alcohol at work – or who appear at work under the influence of illegal drugs or alcohol – harm both themselves and the work environment and increase the incidence of accidents. All Company employees must strictly comply with Company policies regarding the abuse of alcohol

and the possession, sale and use of illegal substances, or face disciplinary action, up to and including termination of employment.

Manufacturing, distributing, dispensing, possessing, or using illegal drugs and other controlled substances is prohibited under all circumstances and must never be brought onto Company property. You are prohibited from reporting for work or working while being impaired by any illegal drug or controlled substance. An employee who is taking a legal prescription or nonprescription drug that may affect their work must notify their supervisor. Employees have a duty to know if the legal prescription or nonprescription drugs they are taking may affect their work.

You must not report to work or work under the influence of alcohol, except that employees who engage in the limited, appropriate, and lawful social use of alcoholic beverages in the course of their recognized duties while on duty but not on Company property are exempt from this policy, but only to the extent of this appropriate and lawful use in a business setting. Further, employees who engage in the limited, appropriate, and lawful social use of alcoholic beverages during Company-sponsored social events are exempt from this policy, but only to the extent of this appropriate and lawful use as authorized by the Company's management.

Employees who are suspected of being under the influence may be requested to take a drug or alcohol test at the Company's expense. Failure to submit to or cooperate with testing requested by the Company shall be grounds for disciplinary action up to and including termination of employment.

If you become aware of a violation of the immediately preceding paragraph, you must immediately report the situation to the Compliance Officer. Further, you must notify the Compliance Officer if you have received a conviction under a criminal drug statute for a violation occurring in the workplace no later than five days after such conviction.

**ASK YOURSELF . . .**

- Am I under the influence of alcohol, an unauthorized controlled substance, or illegal drug while I am at work or while I am driving a Company vehicle?
- Have I witnessed a co-worker returning from lunch with slurred speech and smelling of alcohol?
- If under a doctor's care and prescribed a controlled substance as part of my treatment, have I disclosed the medication to my supervisor and received permission to work my shift?

*Note: The Code and the matters contained herein do not provide a guarantee of continuing Company policy or alter the Company's general policy whereby employment is at will and under which either the Company or the employee may terminate the employee's employment at any time, with or without notice. Nothing in the Code shall be construed as or deemed to constitute a contract of employment or confer upon any employee a right to employment for any specified period or definite duration or interfere with the right of the Company or an employee to terminate their employment relationship. We reserve the right to amend or supplement the Code and the matters addressed herein, without prior notice, at any time.*

## Attachment A

### Code of Business Ethics and Conduct (“Code”) Certification

**As an employee of Detente LLC (“Company”), and as applicable to my work responsibilities . . .**

1. I will deal fairly and ethically with the Company and on the Company’s behalf in all matters and at all times proactively promote ethical behavior, demonstrating the Company’s commitment to integrity.
2. I will avoid actual or apparent conflicts with the Company’s interests and I will not: (a) take for myself personally opportunities that are discovered through the use of Company property, information or position; (b) use Company property, information or position for personal gain; or (c) compete with the Company.
3. I will protect the Company’s assets, and promote their efficient and legitimate business use.
4. Without exception, I will comply with all applicable laws, rules and regulations.
5. I will promptly report any illegal or unethical conduct to the Compliance Officer or other appropriate authorities.
6. I will seek guidance or clarification from the Compliance Officer regarding any questionable situation.

**I have read the Company’s Code and do certify that:**

1. I understand the Code.
2. I understand that I have the responsibility to ask questions, seek guidance and report suspected violations of the Code.
3. To the best of my knowledge, I am in compliance with the Code.
4. I will continue to comply with the Code.
5. I understand that this Code states the Company’s policies and practices in effect on the date of publication and that these policies, practices and procedures are continually evaluated and may be amended, modified or terminated at any time.

Please sign and date this Certification and return it to Human Resources.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Print name)