



Ulteigengineers

Code of Business
Ethics and Conduct

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Our Code

Each day you will face and make decisions that are critical to our success. This Code is a practical reference that you can use to make good decisions.

Ulteig's Board of Directors adopted this Code to:

- Promote honest and ethical conduct, including fair dealing and the proactive evaluation and handling of actual and apparent conflicts of interest;
- Ensure compliance with applicable laws and governmental rules and regulations;
- Ensure the protection of the Company's business interests, including corporate opportunities, assets and confidential information; and
- Encourage reporting of illegal and unethical behavior, and deter wrongdoing.

The Code applies to all of Ulteig's Directors, Officers, Employees and Agents and reaffirms Ulteig's Company Policies concerning compliance with laws and adherence to ethical business practices. Ulteig's Company Policies, Employee Handbook, and this Code can be found on

Ulteig's intranet site at <http://intranet.ulteig.com/Intranet/CompanyInfo/Default.aspx>.

When we talk about "Business Ethics" at Ulteig, we refer to the personal commitments that make our company great. Ulteig's Directors, Officers, Employees and Agents must commit to act with integrity. We must deal fairly with our clients, sub-contractors and competitors, as well as with each other. Each of us should strive to be: (1) law abiding; (2) honest and trustworthy; (3) responsible and reliable; and (4) fair and cooperative.

When we talk about "Compliance" at Ulteig, we refer to the laws, rules, regulations and policies that control and direct how we individually and we collectively act. This Code addresses both the ethics and compliance aspects of business conduct.

The information in this Code will help you work through most difficult business issues and dilemmas. However, if you are still not sure what to do, speak up and get the advice you need. Keep asking questions until you are certain you are doing the right thing.

Remember: When in Doubt, Ask.



Core Ideals

Compliance

Ethical Conduct

Quality

Recordkeeping

Conflict of Interest

Compliance

*Ulteig and its Directors, Officers, Employees and Agents shall observe and comply with all laws, regulations and policies applicable to it or the conduct of its business.
Ulteig Company Policy 1.0*

At Ulteig we are committed to observing the spirit and letter of the laws and regulations that apply to our business. Compliance with the law is not considered optional or a compromise. Rather, it is an essential condition of our performance.

As an employee you are expected to execute the duties and responsibilities of your position in full compliance with Company Policy, all applicable laws, rules, and regulations. Ulteig's reputation as an honest law abiding company starts with you.

Likewise, if you know of or suspect that misconduct has or will occur it is your duty to promptly report it. Retaliation against employees who come forward to raise genuine concerns will not be tolerated.

Integrity in Action

- Tell the truth.
- Deliver on your promises.
- Offer a fair deal.
- Be a good steward of Ulteig's assets.
- Treat all people with respect.

Question:

I was riding with a fellow employee when he dangerously cut off a driver in traffic and shouted profanities at her through his window at the next stop light. We were in an Ulteig marked vehicle when the event happened. What should I do?

Answer:

Misconduct, of any kind, by an Ulteig employee undermines our collective commitment to integrity, honesty and fairness. You play an important role in protecting and preserving these values. In this instance, the employee used Ulteig property to possibly violate State traffic laws. The employee's behavior was also unprofessional and likely violates Ulteig's policy prohibiting harassment. As an Ulteig employee you have a duty to report this misconduct.

Ethical Conduct

Beyond legal compliance, Ulteig is committed to conducting business in a fair, impartial, and ethical manner. Ulteig's Directors, Officers, Employees and Agents shall act with the highest standards of business and personal ethics in the discharge of their assigned duties and responsibilities. Ulteig Company Policy 2.0

Ulteig expects the highest standards of ethics and business conduct from its Employees. By promoting an environment that supports honesty, integrity, respect, trust, and responsibility we can and will achieve excellence in our work and our workplace.

Ulteig's Directors, Officers, Employees and Agents must comply with this Code. Our CEO, Sector Leaders, Regional Area Managers and Market Leaders, however, have the additional responsibility for creating and fostering a culture of ethical business practices, encouraging open communications, and instilling an awareness of and commitment to this Code.

Ultimately, the integrity, reputation and profitability of our Company depend upon the actions of our Directors, Officers, Employees and Agents. Each is personally responsible and accountable for their behavior and compliance with this Code. Failure to comply with this Code or any of its requirements will result in appropriate discipline up to and including discharge.

Integrity in Action

- Obey the law.
- Act in good faith.
- Consider the impact of your decisions.
- Communicate openly and effectively.
- Build trust, show respect, and perform with integrity.

Question

My manager lied about her capabilities to win a project. Fortunately it doesn't affect me because I won't be working on the project. Should I bother reporting her conduct?

Answer

Ulteig is committed to promoting ethical behavior. Unethical conduct, at any level, ultimately hurts Ulteig and its employees, including you. You only have to consider what happened in recent corporate scandals to see the effects that a lapse in ethics can have on an otherwise healthy institution. So if you know of an incident of an ethical violation, it is your duty to yourself and your co-workers to report it.

Quality

Ulteig is committed to achieving client satisfaction through delivering high quality and innovative professional services. It is the dedication, expertise, and enthusiasm of Ulteig's Employees that drives our quality and innovation. Ulteig Company Policy 3.0

Our clients have a choice, and how we perform determines whether they will continue to choose us. We aim high, set ambitious goals and deliver high quality services. We are inspired by our company's founders and our rich history to continually reach for new, innovative and better ways to meet our client's needs.

At Ulteig we encourage all employees to consistently seek new and innovative ways to increase quality, efficiency, and effectiveness. Each employee is expected to ensure the quality of the work they perform and to routinely assess their own efforts against the Company's quality expectations.



Integrity in Action

- Seek and share ideas openly.
- Value differences in experiences and opinion.
- Support and pursue lifelong learning.
- Expand your knowledge and capabilities.
- Do your best and check your work.

Question

An invoice on one of my projects was mailed to the client with numerous typographical errors. Is this a violation of our Quality Policy?

Answer

Ulteig is committed to delivering high quality services, which includes professional communications, to our clients. A communication filled with typographical errors reflects poorly on Ulteig and damages our reputation. You should politely bring the matter to the attention of the responsible individual and offer to do what you can to improve the quality of future communications. If the failure in quality continues, report the issue to your manager.

Recordkeeping

Ulteig is committed to recording and entering complete, accurate, and timely records for all business transactions, corporate assets, funds, and liabilities. Ulteig shall maintain a system of internal accounting controls that ensures the reliability and adequacy of its books and records and the proper recording of all transactions including dispositions of assets. Ulteig Company Policy 4.0

Ulteig maintains accurate records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. No one should rationalize or even consider misrepresenting facts or falsifying records. Misconduct of this type will not be tolerated and will result in disciplinary action.

All time cards, purchase orders, receipts, invoices, and other financial data related to Ulteig's business must be accurately and completely recorded and reported in accordance with all financial and accounting controls and procedures established by the Company. Each employee is responsible for the accuracy, thoroughness and timeliness of the financial information they report. In particular, employees and their managers are responsible for ensuring that their direct labor costs are accurately recorded and charged.

Ulteig's Directors, Officers, Employees and Agents also have a duty to cooperate fully and provide full and complete information to Ulteig's internal auditors and independent certified public accountants. Ulteig relies on these individuals to help the Company monitor and evaluate the effectiveness and compliance of its financial systems.



Integrity in Action

- Follow all review, approval and document related policies or procedures.
- Make certain that the time you record is consistent with your actual performance.
- Truthfully describe the underlying purpose for your expenditures.
- Do not request, make or approve payments without supporting documentation.
- Fairly and accurately represent information relevant to a decision being requested or recommended.

Question

My Market Leader instructed me to expense tools he purchased for his own use on my expense report. Since he approves the report, what should I do?

Answer

Your Market Leader was wrong to ask you to act in an unethical and potentially illegal manner. He was also wrong to suggest that he would abuse his authority and approve a falsified expense report. Because the matter involves an immediate supervisor you should report the apparent misconduct to Ulteig's General Counsel or Director of Human Resources.

Conflicts of Interest

Ulteig's Directors, Officers, Employees and Agents must be free from conflicts of interest that could adversely influence their judgment, objectivity or loyalty to the Company in conducting Ulteig business activities and assignments.

Ulteig recognizes that Directors, Officers and Employees may take part in legitimate financial, business and other activities outside their jobs, but any potential conflict of interest raised by those activities must be disclosed promptly to management. Ulteig Company Policy 5.0

Although it is impossible to define all circumstances that may create a conflict of interest, some examples include:

- Owning a significant interest in one of Ulteig's clients or competitors,
- Competing with Ulteig,
- Using Ulteig assets or information for personal gain,
- Operating as a supplier to Ulteig, or
- Managing a family member

Each employee is responsible for avoiding conflicts of interest and the appearance of such conflicts. Activities that create the appearance of a conflict of interest must also be avoided to protect Ulteig's reputation and its employees.

Employees who are unsure whether they are involved in a conflict of interest or whether an action might create a conflict of interest should discuss the issue with their manager, Ulteig's CEO, General Counsel or Director of Human Resources. Conflicts of interest may sometimes be resolved or avoided if appropriately disclosed.

Integrity in Action

- Disclose activities or interests that may create a conflict of interest.
- Abstain from decisions that involve an employee who is also a family member.
- Get approval before accepting a role with an outside business or non-profit concern.
- Never use Ulteig assets or information for your personal gain or advantage.
- Avoid taking personal discounts or other benefits from suppliers, service providers or clients that are not available to all Ulteig employees.

Question

Our Sector is recruiting a new technician. While reviewing resumes I discovered that my neighbor's son is an applicant. I have known my neighbors for many years and my children are close friends with the applicant. What should I do?

Answer

You should inform your manager, Ulteig's Director of Human Resources and anyone else involved in the recruitment process of the situation. In this case you should not participate in the selection of the new technician on the basis of your close relationship with the applicant and his family.



Doing Business

Antitrust and Competition Laws

Bribes, Kickbacks and Payoffs

Business Courtesies

Confidential and Proprietary Information

Insider Information & Securities Trading

Government Contracting and Dealings

International Business

Political Activity and Contributions

Antitrust and Competition Laws

Ulteig is committed to competing fairly and complying with all applicable antitrust and competition laws. Ulteig Company Policy 9.0

The term “Antitrust” is used to describe the laws and regulations that protect free enterprise and promote open and fair competition. Antitrust laws are vigorously enforced. Violations can result in severe penalties and fines against a company. Violations can also result in fines or prison sentences for individual employees. Ulteig is committed to complying fully with all federal, provincial, and state antitrust laws.

If you are involved in any discussion with competitors that concern a project in which the competitor will be an alliance partner, joint venturer or subcontractor of Ulteig you should discuss the arrangement with your manager and Ulteig’s Legal Department.

At Ulteig, we are also committed to fair and competitive sales practices. Our Directors, Officers, Employees and Agents should not engage in practices that would unfairly limit trade or exclude competitors from the marketplace. Ulteig strictly prohibits communicating formally or informally with competitors to fix or control prices, allocate markets, boycott customers or suppliers, or limit the sale of products. Ulteig’s Directors, Officers, Employees and Agents shall not make false statements regarding our competitors, nor conspire to gain or use their proprietary information improperly.

Integrity in Action

- Never make false or malicious statements about our competitors.
- Never discuss pricing strategy with competitors.
- Never divide customers or territories with a competitor.
- Don’t use one product to coerce a customer into buying another product.
- Don’t agree to boycott supplies or competitors.

Question

A friend of mine works for a competing engineering firm. He offered not to pursue my top five clients if I agreed to not pursue his top five clients. What should I do?

Answer

You should decline your friend’s offer and inform him that it is against Ulteig policy to enter into any understanding with a competitor to divide customers. You should inform your Sector Leader, Regional Area Manager, or Market Leader about your friend’s offer, your response and any follow up conversation you have with your friend on the issue.

Bribes, Kickbacks and Payoffs

Ulteig prohibits the transfer of Company funds or assets to any supplier, customer, public official, political party or official, candidate for public office or other individual in the form of bribes, kickbacks or other payoffs. Ulteig Company Policy 11.0

Ulteig strictly prohibits its Directors, Officers, Employees and Agents from offering, giving, asking for, or taking any bribe, kickback or other similar unlawful payment from any supplier, customer, public official, political party or official, candidate for public office or other individual.

Bribes, kickbacks and payoffs include any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided, directly or indirectly, to anyone for the purpose of improperly obtaining or rewarding favorable treatment in connection with a business transaction.

This policy does not prohibit expenditures of nominal amounts for meals and entertainment of suppliers and customers that are an ordinary and customary business expense, if they are otherwise lawful. These expenditures must be included on expense reports and approved under standard Company procedures.

Integrity in Action

- Don't make any payment which could be interpreted as a payment for favorable treatment or an "improper advantage."
- Remember that payments made by agents will be attributed to Ulteig.
- Document all ordinary and customary business expenses.
- Don't engage in personal transactions with clients with whom you have direct authority to transact Company business.
- Base purchasing decisions on sound business factors, such as quality, performance, price and the vendor's ability to meet schedules.

Question

Shortly after submitting a proposal for services a public official involved in the selection process indicated our chances would greatly improve if we could "find" him tickets to the Super Bowl. Should I assist him?

Answer

It is illegal to request payments of this kind, and his request should be refused. Giving a thing of value, such as sports tickets, in order to receive favorable treatment on a proposal constitutes a bribe. You should report the matter to your supervisor and discuss whether the official's conduct should be reported.

Business Courtesies

Ulteig is committed to competing on the merits of our products and services. Ulteig's Directors, Officers, Employees and Agents shall not influence or attempt to influence a customer's decision to purchase services from Ulteig by offering business courtesies.

Ulteig's Directors, Officers, Employees and Agents shall also not ask for or accept any business courtesy offered in a real or perceived attempt to obtain favorable treatment, motivate misconduct, or to garner undue influence from the Director, Officer, Employee, Agent or the Company. Ulteig Company Policy 6.0

Ulteig's business requires frequent interaction with government and non-government individuals who influence or decide whether to purchase Ulteig's services. Ulteig's Directors, Officers, Employees and Agents must, before offering a business courtesy, determine whether it is reasonable, justified and allowable under the circumstances.

Government Personnel and Public Officials

Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is the policy of Ulteig to comply strictly with those laws and regulations.

Ulteig's Directors, Officers, Employees and Agents are prohibited from giving anything of value to federal, state and local government employees, except as follows:

- Ulteig promotional items of little intrinsic value (generally \$25.00 or less) such as a coffee mug, calendar, or similar item displaying the Company logo;
- Modest refreshments such as soft drinks, coffee, and donuts on an occasional basis in connection with business activities; or

more ►



Business Courtesies continued

- Business-related meals and local transportation having an aggregate value of \$25.00 or less per occasion, provided such items do not in aggregate exceed \$50.00 in a calendar year.
- Although it is the responsibility of the government employee to track and monitor these thresholds, no Ulteig employee shall knowingly provide meals and/or transportation exceeding the \$25.00 individual or \$50.00 annual limit.

Non-Government Personnel

Business courtesies provided to a non-government individual, including meals, refreshments, entertainment, and other business courtesies of reasonable value are permissible provided the business courtesies:

- Is related to a legitimate business purpose;
- Does not violate any law, regulation or any standards of conduct of the recipient's organization; and
- Is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.

Ulteig's Directors, Officers, Employees and Agents are prohibited from offering or giving gifts (including tickets to sporting, recreational, or other events) having a market value of \$100.00 or more, to non-government personnel or an entity with which the Company does or seeks to do business, unless specifically approved by his or her manager and Ulteig's Legal Department.

Foreign Government Personnel and Public Officials

Ulteig's Directors, Officers, Employees and Agents are strictly prohibited from giving meals, gifts, gratuities, entertainment, or other things of value to foreign government personnel or foreign public officials. Employees must obtain prior approval from Ulteig's Legal Department before offering any business courtesy to foreign government personnel or foreign public officials.



Integrity in Action

- Always compete on the merit of your services.
- Never compromise yourself by accepting lavish or extravagant business courtesies.
- Respect and abide by the rules that govern what your clients can and cannot accept.
- Understand common practice in the markets in which you conduct business.
- Never offer a business courtesy unless it is directly and substantially tied to a legitimate business purpose.

Question

On several occasions I have questioned whether to accept gifts from or participate in meals paid for by non-governmental clients with which Ulteig has dealings. Is there a set limit for what is acceptable?

Answer

No, there is no set limit for what is acceptable, as this is dependent on the specific situation. It is not just the value of the individual gift or dinner that counts, but also how often they occur. Even a small gift or participation at a normal business dinner can be unacceptable in a particular situation, for example in connection with a contract award. It is important that you have an open dialogue with your manager concerning gifts and hospitality.

Confidential and Proprietary Information

Ulteig's confidential and proprietary information is a valuable asset. Ulteig's Directors, Officers, Employees and Agents are responsible for protecting Ulteig's confidential and proprietary information from unauthorized disclosure.

Ulteig also respects the confidential and proprietary information of other parties. Ulteig will use only legal and ethical means to collect and employ business and market information in order to better understand our markets, customers and competitors. Ulteig will not collect another party's confidential or proprietary information without that party's permission. Ulteig Company Policy 10.0

Ulteig's most valuable asset, after its Employees, is its Confidential and Proprietary Information. Improper or inadvertent disclosure of this information to competitors or others can severely damage our Company. Employees should exercise caution when discussing Ulteig, its services, data or plans with anyone outside the Company.

"Confidential" or "Proprietary" information can include financial data; trade secrets; sales figures; employee information; client or supplier lists; wage and salary data; capital investment plans; earnings projections; technical reports; proprietary design methods and processes; pricing and profit data; and information about future management changes.

Before Confidential or Proprietary Information can be received, discussed, or revealed to an outside entity, you must obtain a written and signed confidentiality agreement from that entity and prior approval from your supervisor.

Likewise, you may also possess, come to possess, or be presented with the opportunity to obtain Confidential or Proprietary Information of a competitor, former employer, supplier, client or partner. It is important that such third-party information be treated in accordance with the law and consistent with any contractual obligations that exist between the third party and Ulteig.

Integrity in Action

- Preserve the confidentiality of information entrusted to you.
- When working with confidential information, communicate on a need-to-know basis.
- Be aware that confidential information exists in both paper and electronic formats.
- Never obtain a third party's confidential information without their permission.
- Always obtain permission before disclosing Ulteig's confidential information.

Question

At a local restaurant, I could overhear a conversation between two Ulteig managers in which confidential Ulteig matters were being discussed. Should I approach them and request them to stop?

Answer

Yes, you should politely tell them that unauthorized persons can hear what they are talking about and that it may harm Ulteig's business or reputation.

Insider Information and Securities Trading

Ulteig strictly prohibits its Directors, Officers, Employees and Agents from trading in any company's stock or securities when, as a result of their employment or relationship with Ulteig, the Director, Officer, Employee or Agent has acquired material nonpublic information about that company.

Ulteig's Directors, Officers, Employees and Agents shall not communicate material nonpublic information learned or developed through their employment or relationship with Ulteig to any person who may misuse the information, and may not recommend that anyone purchase or sell any securities on the basis of such information. Ulteig Company Policy 7.0

The Securities Exchange Act prohibits the buying and selling of securities – such as stocks and bonds – if you have “material” information which has not been disclosed to the investing public. Violation of this law is a felony punishable by substantial fines and imprisonment. You may not trade in the securities of any company about which you have obtained material, non-public (“inside”) information through your employment with Ulteig, until after that information has been adequately disseminated to the public.

“Material” information is information that could influence a decision to buy, sell or hold securities. For example, if you know that a company is about to make an announcement that could affect the price of that company's stock you may not buy or sell that company's stock until after publication of the announcement. If you know that a company is considering a major transaction, such as the purchase of another company, you may not buy or sell the stock of that company until the transaction is disclosed to the public.

If you have any questions about the legality of trading in the securities of a company about which you have obtained inside information through your employment, contact Ulteig's Legal Department. It is better to err on the side of caution than to risk civil and criminal penalties and the possible loss of your position.

Integrity in Action

- Never buy or sell securities of any company based on confidential information that has not been released to the public.
- Never disclose inside information obtained in the course of your employment.
- Never trade if you are in doubt as to whether the information has been released to the public.
- Notify your supervisor or Ulteig's General Counsel if you know or suspect that others are trading in securities based on inside information.
- Be aware that personal securities transactions include those of your spouse, minor or dependent children and other members of your household, as well as of accounts over which you or your family members exercise discretion or control.

Question

I told my sister-in-law about a new initiative one of our publicly traded clients is secretly planning to introduce. Now she would like to buy stock in that company. Our insider trading policy doesn't apply to her, does it?

Answer

If you possess material, inside information, you are prohibited from using it yourself, and you must not reveal the information to anyone else who might use it for personal gain. A friend or relative who trades on inside information you acquired at work will be subject to the same penalties as you would be if you traded on it. In addition, you might be penalized for revealing the information.

Government Contracting and Dealings

In the course of its government dealings Ulteig and its Employees shall observe and comply with all applicable national, state, provincial, and local laws or regulations. Ulteig Company Policy 12.0

Working with government entities is a fundamental part of Ulteig's business. We are extremely proud of the services we provide our government clients and are committed to meeting their rigorous contract award and performance standards.

Each Director, Officer, Employee and Agent who works on government contracts is responsible to faithfully deliver the services promised and comply with all contract terms. Ulteig does not substitute services, change testing, or alter quality control requirements except in accordance with applicable government procedures.

It is unacceptable to ask government officials to disclose the proprietary information of our competitors, or for source selection material—the material the government has developed to evaluate competing bids. At Ulteig, we do not seek access to information for which we do not have proper clearance and the need to know. Each Director, Officer, Employee and Agent is responsible for following all company and government procedures for handling confidential and classified information.

Honesty in billing is a hallmark of Ulteig's integrity. Ulteig's Directors, Officers, Employees and Agents are expected to charge their time and expenses in accordance with Ulteig's accounting procedures. You are responsible to record your time and expenses carefully, promptly, and accurately. Any Director, Officer, Employee or Agent, found to be mischarging is subject to disciplinary action up to and including termination. If you knowingly make false time charges, you may be guilty of a crime.

Integrity in Action

- Always document your work.
- Never make a change without following government procedures.
- Perform all tests in accordance with the contract terms.
- Record your time carefully, promptly and accurately.
- Be accurate, honest, and timely in all government certifications.

Question

Can I reveal classified government information to my spouse when I talk with him about my work? I'm sure that he will keep it secret.

Answer

It is not permissible for you to reveal classified government information to your spouse. Although you and your spouse have a confidential relationship with each other, he does not have the proper clearance to receive or need to know government classified information. Because of this, you must be careful not to discuss classified or even confidential information with him. This is true of anyone outside the Company, including other close family members.

International Business

Ulteig and its Directors, Officers, Employees and Agents shall comply with the legal requirements of each country in which Ulteig conducts business, including import, export and tax laws, as well as with applicable United States laws. Ulteig Company Policy 13.0

Ulteig Directors, Officers, Employees and Agents conducting international business must know and abide by the laws of the countries which are involved in the activities or transactions. If you participate in these business activities, you should know, understand, and strictly comply with these laws and regulations. If you are not familiar with these rules, consult with your supervisor and Ulteig's Legal Department prior to negotiating any foreign transaction.

Ulteig is committed to conducting its activities free from the unfair influence of bribery and to fostering anti-corruption awareness among its employees. The Foreign Corrupt Practices Act (FCPA) prohibits corruptly giving, offering or promising anything of value to foreign officials or foreign political parties, officials or candidates, for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage.

The FCPA also prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement accounting controls. Employees involved in international operations must be familiar with the FCPA and with similar laws that govern our operations in other countries in which Ulteig does business.



Integrity in Action

- Educate yourself about the laws of the countries in which you work.
- Never conduct a transaction involving an international party without reviewing the matter with Ulteig's Legal Department.
- Never engage in or support restrictive international trade practices or boycotts.
- Be aware that international transfers of equipment or technology may require prior approval, licensing, and reporting.
- Never give, offer or authorize, directly or indirectly, anything of value to non-U.S. government employees, political parties or candidates for the purpose of obtaining favorable government action, or getting or keeping government business.

Question

I am doing business in a country where it is customary to provide "courtesies" to government officials in exchange for business. Is this a violation of company policy?

Answer

Even though "courtesies" such as furnishing meals, transportation or entertainment may be consistent with local custom, providing them to foreign government officials may be a violation of the Foreign Corrupt Practices Act. Any question concerning the Company's relationships with foreign officials should be referred to Ulteig's Legal Department in advance of any transaction.

Political Activity and Contributions

Ulteig supports its Directors', Officers', Employees' and Agents' right to become involved in civic affairs and to participate in the political process. Ulteig recognizes and respects that all people may make political contributions with their own funds and support political parties and candidates on their own time.

Ulteig is committed to complying with all campaign finance and lobbying laws or regulations wherever Ulteig does business. Ulteig Company Policy 8.0

Ulteig does not discourage its employees to become involved in civic affairs and to participate in the political process. Employees must understand, however, that their involvement and participation must be on an individual basis, on their own time, and at their own expense.

In the United States, federal law prohibits corporations from donating corporate funds, goods, or services, directly or indirectly, to candidates for federal offices – this includes employees' work time. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions, and similar laws exist in other countries.

Integrity in Action

- Be active in civic affairs and serve the community in which you live.
- Make clear that you are not speaking on behalf of Ulteig when expressing your personal civic positions.
- Never engage in partisan political activities in Ulteig's facilities.
- Never pressure your co-workers to share your personal political opinions.
- Never use Ulteig's assets for the benefit of any political party or candidate.

Question

I serve on the Ulteig Board of Directors. I would like to make a personal donation to my Congressman. Is this something I can do under Ulteig's political activity policy?

Answer

There is no legal restriction on Directors, Officers or Employees making contributions to candidates or parties of their choice. However, in making an individual contribution, you should refrain from actions or representations which may imply or create the appearance that the contribution is on behalf of Ulteig, such as using of Ulteig's stationary, name or logo.



Working Together

Equal Employment Opportunity

Drug-Free Environment

Harassment

Workplace Violence

Health, Safety and Environment

Electronic Resources

Equal Employment Opportunity

Ulteig strictly prohibits discrimination based on race, color, religion, national origin, sex, sexual orientation, age, physical or mental disability, or qualifying veteran status.

Ulteig is committed to legally compliant policies and practices in all aspects of employment including, but not limited to: recruiting, hiring, work and service assignments, evaluations, promotions, compensation, benefits, transfers, discipline, and terminations. Ulteig Company Policy 14.0

Ulteig is firmly committed to the fair and equitable treatment of all of its Employees. Employment decisions, including, without limitation, hiring, placement, performance appraisals, promotions, transfer, compensation, benefits, training and discharge are based on an Employee's qualifications, skills and performance without regard to race, color, sex, national origin, religion, age, disability, marital or family status, veteran status or any other non-business related consideration.

Ulteig will not tolerate discrimination and will not tolerate retaliation against any employee who asserts that he or she has been or is being subjected to discrimination or has reported discrimination. Discrimination on the basis of race, religion, gender, color, ethnic or national origin, age, disability, sexual preference, or marital status will not be allowed. This includes discrimination in hiring, training, advancement, compensation, discipline, and termination.

Integrity in Action

- Create an atmosphere free of any suggestion of discrimination.
- Don't treat any employee differently because of his or her race, color, sex, national origin, age, religion, disability, marital or family status, or veteran status.
- Do not make or tolerate discriminatory jokes, comments or remarks.
- Familiarize yourself with Ulteig's Equal Employment Opportunity Policy.
- Promptly report any violation of this Policy, regardless of whether the offending person is a Director, Officer, Agent or fellow Employee.

Question

My project manager plans to exclude a fellow Employee from a client presentation because the Employee is in a wheelchair and he believes the client will be uncomfortable. This seems wrong, but what can I do?

Answer

Ulteig prohibits discrimination on the basis of a disability. This principle extends to all employment decisions including participation in client presentations. Ulteig derives great benefits from the diversity of its work force including different viewpoints and perspectives in decision-making and greater innovation and creativity. You should discuss the matter with your project manager and help educate him as to the inappropriateness of his plan. If he is determined to go forward, you should report the matter to Ulteig's General Counsel or Director of Human Resources.

Drug-Free Environment

Ulteig is committed to providing a work environment free of illegal drugs, alcohol and intoxicants. Ulteig strictly prohibits the unlawful possession, use, sale, distribution or manufacture of illicit drugs, alcohol or intoxicants on the company's premises, in its activities, and in such places and at such times that could adversely affect an Employee's work performance or behavior.

*As a condition of continued employment with Ulteig, Employees must abide by the terms of this Policy and advise Ulteig immediately of any criminal drug conviction involving conduct occurring in the workplace.
Ulteig Company Policy 15.0*

The use or possession of illegal drugs, as well as the abuse of alcohol and other intoxicants creates a serious threat to the health and well-being of the user and in some instances to fellow Employees and private citizens. Ulteig is committed to providing a work environment free of illegal drugs, alcohol and intoxicants.

Each Director, Officer, Employee and Agent must report to work free from the influence of any substance that could prevent him or her from conducting work activities safely and effectively. Ulteig prohibits the possession, sale, purchase, delivery, use or transfer of illegal substances (except medically prescribed drugs) on Company property, at Company functions and while performing any Company business.

Violators will be subject to disciplinary action including any one or a combination of the following disciplinary and/or educational sanctions: (1) disciplinary action, including reprimand, suspension, or termination; (2) required completion of substance abuse treatment; or (3) required attendance at designated substance abuse education programs. In addition to disciplinary action, violators may also be referred for criminal prosecution.

Integrity in Action

- Never endanger yourself or anyone else through the use of illegal drugs, alcohol or other intoxicants.
- Never come to work under the influence of illegal drugs, alcohol or intoxicants.
- Notify Ulteig's Human Resources Director of any criminal conviction related to drug activity in the workplace (which includes any location where one is in the performance of duties) within five (5) days after such conviction.
- Understand and follow Ulteig's policies regarding drugs and alcohol.
- Report any violation or suspected violation of this policy that you know or have reason to believe has occurred in the workplace.

Question

A co-worker constantly brags about her late night bar hopping. Although she doesn't come to work drunk the next day, she is clearly less effective the morning after. Is this a violation of our Code?

Answer

Even though your co-worker is not "under the influence" of alcohol when she reports to work, her performance may be adversely affected by her consumption and use the prior evening. This can constitute a violation of Ulteig's Code. If you feel comfortable, you should discuss your concerns with your co-worker. She may not realize the impact of her late night conduct. You should also report the matter to your manager for appropriate monitoring and follow-up.

Harassment

It is Ulteig policy that all Employees should be treated with dignity and respect. Ulteig is committed to providing a work environment that is free from harassment and inappropriate behavior. Ulteig Company Policy 16.0

Every Ulteig Employee is entitled to be treated with respect and to be free from any conduct that is offensive, hostile or intimidating. Harassment violates an individual's fundamental rights and personal dignity. Ulteig does not tolerate sexual advances, actions, comments or any other conduct that creates an intimidating or otherwise offensive work environment.

While harassment encompasses a wide range of conduct, some examples of prohibited behavior include: abusing the dignity of a person through unwelcome jokes; teasing or sexual advances; epithets or derogatory comments; threats; demands or suggestions that an employee's work status is contingent upon his/her toleration of or acquiescence to sexual advances; or retaliation against employees for complaining about such behaviors.

Complaints of harassment are investigated immediately and handled as confidentially as possible. Misconduct, including acts of retaliation against those who complain about harassment (or against those who assist in an investigation arising from such complaints) is prohibited and will result in disciplinary action up to and including termination.

Any Employee who believes she or he is being harassed should consider telling the offending party that she or he objects to that conduct. However, if an Employee is not comfortable confronting the offending party (or if the offending party's unwelcome conduct continues), the Employee should report the conduct to his or her immediate supervisor, Ulteig's Human Resources Department, or call Ulteig's confidential and anonymous Employee Hotline (888-723-7281).



Integrity in Action

- Respect your fellow employees.
- Help create a peaceful and professional work environment.
- Never participate in or tolerate harassment, whether verbal, visual or physical.
- Never make racial and religious slurs or breed a hostile work environment.
- Report all incidents of harassment immediately.

Question

A co-worker told me that a superior behaved in a way that was taken to be a sexual advance. What advice should I give?

Answer

You should tell the co-worker that such behavior is not acceptable and that this should be expressed in clear terms to the manager in question. If this has happened several times, or if the advance was coarse, or if the co-worker feels it is difficult to raise the matter with the manager, you should advise the co-worker to report it to the manager's superior. If that is also difficult, it can be reported to Ulteig's Human Resources Director or to Ulteig's confidential and anonymous Employee Hotline (888-723-7281).

Workplace Violence

Ulteig strictly prohibits violent behavior, whether committed by or against our Employees. Ulteig Company Policy 17.0

Ulteig has “zero tolerance” for any behavior that endangers the safety of its Employees, clients, or others. Directors, Officers, Employees, and Agents must immediately report to a supervisor all threats, attempts at or actual violence against themselves, other employees, clients or third parties on company premises.

Violent behavior is considered a serious act of misconduct and may subject an Employee to disciplinary action including immediate discharge. “Violent behavior” includes making threatening remarks, causing physical injury to someone else, intentionally damaging someone else’s property, or acting aggressively in a way that causes someone else to fear injury.



Integrity in Action

- Never threaten a fellow Employee or member of the public.
- Never use force or intimidation to achieve a result.
- Work to deescalate volatile situations.
- Avoid violent or potentially violent situations.
- Report all incidents of workplace violence immediately.

Question

While on the job site a contractor pushed me against a trailer and shouted obscenities at me. Although he didn’t strike me, I was afraid he might. I know that if I tell him his conduct was inappropriate, things are only going to get worse. What should I do?

Answer

Every employee has the right to work in an environment free from conduct that is violent or intimidating. The contractor’s conduct was unacceptable, inappropriate and possibly criminal. You should immediately report it to your manager or supervisor. Your manager should take steps to address the issue and ultimately protect your safety.

If you are more comfortable discussing the issue with someone other than your immediate supervisor, or if your immediate supervisor has not taken appropriate action to solve the problem, you should contact Ulteig’s Human Resources or Legal Department or call Ulteig’s confidential and anonymous Employee Hotline (888-723-7281).

Health, Safety and Environment

Ulteig is committed to providing a safe and healthy workplace throughout all of its facilities, offices, and worksites and to making every effort towards eliminating or minimizing any environmentally adverse effects of its operations. Ulteig Company Policy 18.0

Ulteig is committed to a safe, healthy work environment that is in compliance with all applicable laws and regulations. All Employees are expected to develop a pro-active, cooperative attitude toward issues of health and safety. Employees are also responsible for immediately reporting accidents, injuries, hazards, broken equipment and unsafe practices or conditions to a supervisor or manager.

Ulteig is also dedicated to the protection of our natural environment. It is Ulteig policy, therefore, to fully comply with all applicable local, state and federal environmental laws and regulations. Ulteig's Directors, Officers, Employees and Agents are required to comply with these standards when performing their assigned duties and for reporting any violations to their supervisor or Ulteig's Legal Department.

Integrity in Action

- Report conditions that may threaten the health or safety of your co-workers.
- Be mindful of opportunities for recycling and proper disposal of office waste.
- Don't bring a firearm on to Ulteig's property unless authorized, in advance, by your Regional Area Manager.
- Look for and share ideas on how to improve your work environment.
- Report any violation of this Code.

Question

I was following one of our field trucks back to the office and saw the driver throw a fast-food bag and cup out the window and into the ditch. I stopped and picked up the garbage. Should I do anything else?

Answer

You did the right thing by stopping and picking up your co-worker's garbage. You should be commended for your vigilance in protecting Ulteig's reputation. Your co-worker's conduct was a violation of Ulteig's Code of Business Ethics and Conduct and likely a violation of local laws. You should report the incident to your supervisor. Management will investigate the matter and, where appropriate, take steps to ensure such an incident does not occur again in the future.

Electronic Resources

The efficient use of electronic resources contributes to Ulteig's success. Ulteig's Directors, Officers, Employees and Agents shall only use the Company's electronic resources in ways that do not violate Ulteig policy or the law. Ulteig Company Policy 19.0

Ulteig is committed to giving its Employees the tools they need to be efficient and innovative in their jobs. In today's mobile environment, our Employees must be productive in a myriad of work settings. Ulteig's investment in its Electronic Resources empowers our people to go and work virtually anywhere.

All communications and information transmitted by, received from or stored in Ulteig's electronic resources are Ulteig's property. Ulteig does allow reasonable and limited personal use of Ulteig Electronic Resources. However, Employee personal use must be occasional and brief, must not unduly burden Ulteig's resources and systems, must comply with all laws and Ulteig policies, and must not interfere with normal business activities or the employee's ability to meet job expectations.

The Company does not make a practice of regularly monitoring the content of electronic communications. However, Ulteig reserves the right to monitor the contents of electronic communications to support operational, maintenance, security and investigative activities. All employees are personally accountable for messages that they originate or forward using Company electronic or telephonic communications systems.

Integrity in Action

- Comply with software copyright licenses used in fulfilling your job requirements.
- Never post confidential company information on the Internet.
- Avoid using e-mail in ways that are disruptive or offensive to others.
- Never display or transmit sexually explicit images or messages using Ulteig electronic resources.
- Never misrepresent, obscure, suppress or replace a user's identity within Ulteig's electronic resources.

Question

One of my colleagues took computer software home from work and I am not sure that he will return it. Should I raise the matter with my colleague or notify his manager?

Answer

If you think that he may have forgotten to return the equipment, then it is only natural to raise the matter with the person concerned. If he admits that he has no intention of returning the equipment, you should take it up with the manager. The borrowing of equipment for private use must be consistent with Ulteig Company Policy and by agreement with management.



Taking Action

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Taking Action

We are all responsible for acting ethically. It is a duty we all share and we must fulfill this duty to each other.

Our Company

Ulteig provides a hardcopy of this Code to all of its Directors, Officers, and Employees. Through training and communication, Ulteig educates its Employees about the Code and its principles. Ulteig enforces compliance with these standards and rewards those who demonstrate a commitment to ethical and law abiding conduct.

We make the following available:

- Policies and procedures
- Training and education
- Confidential resources where you can get advice and make reports
- The Ulteig Employee Hotline (888-723-7281)
- Ulteig's Compliance Officer

All conversations, calls, and reports made in good faith will be taken seriously. We will investigate all reported concerns—promptly and in confidence—and resolve those concerns appropriately. If we find that our policies have been violated, we will take action, including imposing disciplinary action, implementing system-wide changes, or notifying the right governmental agency. Not only will we deal with a specific situation, but we will also make changes so that similar problems do not recur.

Managers and Supervisors

Managers and supervisors are expected to provide timely advice and guidance to employees on ethics and compliance concerns. Ulteig supervisors or managers who fail to report conduct of which they are aware and which may violate this Policy will be subject to disciplinary action, up to and including suspension and termination of employment.

The more we talk openly about business conduct and ethics, the clearer we will be about what is expected. Managers and supervisors should:

- Lead by example;
- Affirm the need to follow the laws, regulations, and policies that control our business;
- Encourage Employees to ask questions and get advice before they act;
- Consult with Ulteig's General Counsel or Director of Human Resources;
- Implement and cooperate with measures to detect risks; and
- Take prompt action to correct problems.

Taking Action

Employees

As an Employee, you are expected to:

- Read, understand, and use the Code;
- Learn the details of the policies that specifically impact your work assignments;
- Use the resources available to you for guidance and assistance;
- Take the training required to do your job; and
- Cooperate with any internal investigations about a reported ethics or compliance matter.

When you are uncertain about the right course of conduct, ask questions and get answers before you act.

Confidential Conversations

Conversations regarding compliance or ethical issues are treated confidentially. You will be told if your identity is needed to address your question or concern satisfactorily. Calls to our Employee Hotline are confidential and will not be traced. You may remain anonymous when you call. We will attempt to protect the identity of anyone who makes a good faith report or inquiry consistent with our legal obligations. Be advised that anonymous communications sometimes make it very difficult to report back to you and may limit the thoroughness of our investigation.



How the Employee Hotline Works

You can always call our Employee Hotline to express a concern or report a possible violation of laws, regulations, or policies. When reporting a concern, you may be asked to provide the time, location, names of the people involved, and other details so that we can investigate your concerns. Every call to the Employee Hotline is handled promptly, discreetly, and professionally. We will investigate reports of illegal or unethical conduct received through the Employee Hotline, and take appropriate action to resolve each reported matter.

Ulteig Engineers
Ulteig Employee Hotline
888-723-7281
24 hours a day, 7 days a week

Taking Action

Investigating Suspected Violations

If you believe that someone associated with Ulteig has violated our policies, you are expected to bring the matter in good faith to the attention of your Sector Leader, Regional Area Manager, Market Leader, Ulteig's Legal Department, or the company's Director of Human Resources so that we can conduct a prompt and thorough investigation. You can make reports by telephone, through e-mail, by making an appointment, or by contacting Ulteig's confidential and anonymous Employee Hotline (888-723-7281). You have a personal responsibility to report activity that appears to violate laws, regulations, policies, or this Code.

Prohibition Against Retaliation

Ulteig will not retaliate against any person who brings to our attention, in good faith, an ethics or compliance issue. Individuals who raise concerns or who help us resolve reported matters are protected against retaliation. Anyone who uses the ethics and compliance program to spread falsehoods, threaten others, or damage another person's reputation will be subject to disciplinary action. Discouraging other employees from making a report or getting the help they need is prohibited and could result in disciplinary action.



Disciplinary Action

Violations of laws, regulations, principles, this Code, or our policies can have severe consequences for you and for Ulteig. Some violations may be criminal in nature and punishable by fine or imprisonment. Violations can jeopardize our relationships with our customers and suppliers, and could result in loss of the privilege to do business in the United States or in other countries.

Employees who violate the laws, regulations, these standards, or our policies are subject to disciplinary action and might also be breaking a law that could expose themselves to substantial criminal fines, prison terms and civil damages. Disciplinary measures which may be invoked include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment and restitution.

Ulteig's Vision

Be the place where people want to work.
Be the company that people want to hire.

Ulteig's Mission

The mission of Ulteig Engineers is to achieve client satisfaction through personalized, professional and innovative services.

Ulteig's Values

Production
Development
Client Loyalty
Communication
Leadership

Ulteig Employee Hotline

You can always call Ulteig's Employee Hotline (888-723-7281) to express a concern or report a possible violation of a law, regulation, or policy. Calls to Ulteig's Employee Hotline are handled promptly, discreetly and professionally. Ulteig will investigate reports of illegal or unethical conduct received through the Employee Hotline and take appropriate action to resolve each reported matter.

To order copies of this Code, send an email to compliance@ulteig.com. Provide your name and the office in which you work. Please also indicate the number of copies you desire.

You can also access this Code on Ulteig's intranet site at:
<http://intranet.ulteig.com/Intranet/CompanyInfo/Default.aspx>

Ulteig Engineers, Inc.
3350 38th Ave S.
Fargo, North Dakota 58104-7079
701-280-8500 (P)
701-280-8701 (F)

www.ulteig.com



