

## Applicability

**FSOPros'** Company Code of Business Ethics and Conduct ("The Code") applies to all employees and contractors of the company. As **FSOPros'** primary customer base involves the cleared Defense Industry in support of the Federal Government, we have an obligation to comply with Federal regulations and other associated compliance requirements related to Business Ethics and Conduct.

## Introduction

We all deserve to work in an environment where we are treated with dignity and respect. **FSOPros** is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to the success of our business.

**FSOPros** is an equal employment/affirmative action employer and is committed to providing a workplace that is free of discrimination of all types, to include, abusive, offensive or harassing behavior. Any employee or contractor who feels harassed or discriminated against should report the incident to **FSOPros'** Chief Operating Officer or the OIG Hotline, as listed below in the **Contractor Reporting Hotline** section.

## Create a Culture of Open and Honest Communication

At **FSOPros** everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. **FSOPros** has a responsibility to create an open and supportive environment where employees and contractors feel comfortable raising such questions. We all benefit tremendously when employees and contractors exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

**FSOPros** will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees or contractors who raise genuine ethics concerns in good faith.

For your information, **FSOPros'** Problem Resolution policy is as follows:

Employees and contractors are encouraged, in the first instance, to address such issues with their managers, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her direct manager, **FSOPros'** Chief Operating Officer and the executive management team operates with an "open-door" policy.

## Set Tone at the Top

**FSOPros'** management has the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, management must be responsible for promptly addressing ethical questions or concerns raised by employees and contractors and for taking the appropriate steps to deal with such issues. Management should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At **FSOPros**, we want the ethics dialogue to become a natural part of daily work.

## Uphold the Law

**FSOPros'** commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or **FSOPros** policy, we should seek the advice from the resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

## Protection of Intellectual Property and Proprietary and Sensitive Information

**FSOPros'** intellectual property (such as trademarks, copyrights, patents), proprietary information (such as trade secrets, internal pricing information, methodologies, business plans, personnel, customers, marketing strategies), and other sensitive business information is the property of **FSOPros**, not of any Employee or Contractor. Employees and Contractors receive access to such information in confidence. You are not authorized to use this information for your own personal use or gain or for any purpose other than as authorized within the scope of your duties at **FSOPros**, without express authorization to do so. You should disclose this information internally only on a need-to-know basis and should not disclose it outside of **FSOPros** unless doing so is in **FSOPros'** best interests and if there is a written nondisclosure agreement with the recipient in place. Additionally, **FSOPros** personnel must not receive such information belonging to others from a third party without having the appropriate agreement in place.

Likewise, you must protect the intellectual property and proprietary and sensitive information of **FSOPros'** teaming partners, suppliers, customers, and joint venture partners with the same degree of care as you would **FSOPros'** own information.

The limitations imposed by law and this code on your ability to use **FSOPros'** intellectual property and proprietary or sensitive information last during the entire period of your employment or contract and continue at all times thereafter.

## Unauthorized Receipt or Use of Data

The Unauthorized Receipt or Use of Government Source Selection Sensitive Data or Competitor Proprietary Data is Strictly Forbidden and could subject **FSOPros** to fines, contract termination, suspension or debarment and individuals to criminal prosecution. The knowing receipt or use of such unauthorized data is a violation of law. Some examples of this data are: bid prices and proposed costs/prices; source selection plans; technical evaluation plans; cost, price or technical evaluations; competitive range determinations; rankings or competitive bids/proposals; and, any documents marked with the legend in reference to FAR 3.104. Any employee or contractor who comes into possession of any of the above data, marked or unmarked or have reason to believe that the release or receipt of any information is unauthorized, or you are uncertain as to our legal right to have and use the information, do not copy, distribute, or use it until the situation has been reviewed and resolved by Management.

## Procurement Integrity

The U.S. Government has a number of laws designed to protect the integrity of the procurement process. See FAR 3.104. Procurement Integrity requires the following:

- Employees and contractors may not solicit or obtain another contractor's bid or proposal information or U.S. Government source-selection information from any source, before the award of a competitive contract to which the information relates unless specifically authorized by law and in writing.
- Employees and contractors may not use, distribute, copy, or discuss any proprietary, trade secret, or competition sensitive data from i) any of my prior employers; ii) any known competitor of **FSOPros**, its subsidiaries and affiliates; or iii) any current or prospective **FSOPros** client proprietary information,

except as expressly permitted by written agreement between **FSOPros** and i, ii, or iii, above, and then solely to the extent provided for in such written agreement.

Because the Procurement Integrity provisions are complex, any questions should be presented to Management to obtain appropriate advice and guidance. In the event it is subsequently determined that you have violated the above, you understand that you may be disciplined up to and including termination for cause, and that you could also be subject to civil or criminal penalties.

### **Reporting, Allocating and Charging Time and Costs**

All of **FSOPros**' books and records shall be prepared and maintained accurately, based on truthful value-based work and in compliance with U.S. Government laws and regulations. It is the responsibility of all employees and contractors to be aware of the rules which govern the recording, allocating and charging of costs and to ensure that no improper or false entries are made to any corporate records and/or are charged to any U.S. Government or other contracts. Employees and contractors are required to complete daily time records, are responsible for ensuring that the information included on such records is accurate in every respect, and completed in a timely manner in accordance with **FSOPros** procedures.

### **Contingent Fees**

A "contingent fee" is any commission, percentage, brokerage or other fee payable contingent on the success that **FSOPros** has in securing a contract. In the realm of government contracts, contingent fees can be illegal in some circumstances. Even outside of government contracts, **FSOPros** must exercise a high level of due diligence in its transactions with agents to be paid on a contingent-fee basis, to ensure that the agent is a reputable individual who does not resort to improper means to influence a customer's source-selection decision. Because the law pertaining to contingent fees is complex, **FSOPros** does not permit its employees or contractors to arrange for any contingent payments to any consultant or other outside party without the prior written approval.

### **Selecting Suppliers**

When procuring materials, supplies, equipment, and services, it is **FSOPros**' policy to solicit a sufficient number of responsible and qualified entities to obtain competitive price. Our selection of suppliers will be made on the basis of such criteria as quality, technical excellence, price, ability to perform, adherence to schedules, service and maintenance capabilities, and compliance with Office of Federal Contract Compliance Programs (OFCCP) and Equal Employment Opportunity Commission (EEOC) requirements.

### **Antitrust Laws**

Those associated with **FSOPros** must not engage in discussions or activities that may reduce competition. We must not enter into discussions or agreements with competitors to fix or control prices, to boycott specified suppliers or customers, to allocate customers or territories, limit production or sale of products or product lines for anticompetitive purpose or pursue other anticompetitive behavior. If approached by anyone to enter into such discussions, you must report the matter to Management. All agreements with vendors must be reviewed by Management PRIOR to entering into a business relationship.

### **Insider Trading**

We believe in encouraging fair and open markets for the buying and selling of securities. We may not buy or sell stocks or securities on the basis of "material," "inside" information which we learn in the course of our jobs; nor may we share such information with others, e.g., family members, friends, suppliers, customers or even colleagues, without a legitimate business reason. This information may relate to **FSOPros** or other businesses — for example, subcontractors.

“Inside” information includes all non-public information, and “material” information or any such information that a reasonable investor would consider important in making investment decisions.

Examples include, but are not limited to:

- Discussions of acquisitions or divestitures;
- Changes in management structures or executive level changes;
- Non-public, or not-yet-public, awards or cancellations of major contracts;
- Non-public information concerning the development of new products, services or processes;
- Non-public financial information, such as corporate earnings, before public release.

## **Truthful and Accurate Communications**

Truthful and accurate communication about services and products is essential to meeting our responsibilities. We must be honest in marketing and in preparing and negotiating bids and proposals. Some laws that require truthful and accurate communications are:

### **Truth in Negotiations Act (TINA)**

The preparation of proposals for the U.S. Government for prime contracts or subcontracts and the negotiation of such contracts/subcontracts must be in compliance with all U.S. Government contracting laws. Employees or contractors involved in the negotiation of contracts or subcontracts must review, fully understand and execute in good faith all required representations and certifications. If cost of pricing data is required, employees and contractors must ensure that all cost or pricing data are disclosed and are current, accurate and complete on the date of price agreement as required by the Truth in Negotiations Act. Any questions about compliance with the certification or representations required by a solicitation should be directed to Management.

### **False Statements**

We may not knowingly and willfully falsify or conceal a material fact, make any materially false, fictitious or fraudulent statements or representations, or use any false writings in connection with any matter within the jurisdiction of the U.S. Government. A “material” fact or “materially false, fictitious or fraudulent statement or representation” is one that is capable of influencing the decision of a decision-making body to which it is addressed.

### **False Claims**

The False Claims Act prohibits any individual or company from knowingly submitting or causing the submission of false claims to the U.S. Government. “Knowingly” is broadly defined and includes acts taken in deliberate ignorance or in reckless disregard of the truth or falsity of the information. A “claim” is also broadly defined and includes, without limitation (in addition to claims made directly to the Government), any request, demand or submission, whether under contract or otherwise, for money or property that is made to a contractor, grantee or other recipient if the U.S. Government provides any portion of the money or property requested, or if the U.S. Government will reimburse such recipient for any portion of the money or property requested. A “claim” also includes any request, demand or submission that has the effect of decreasing an obligation to the U.S. Government.

In addition to being true and accurate and complete, particular care must be taken to ensure that claims made in relation to a U.S. government contract or subcontract conforms to contractual and legal requirements. Remember that:

- All time worked directly or indirectly in support of any U.S. Government prime contract or subcontract must be charged accurately and to the correct account;
- All material costs for those contracts must be charged correctly;

- If you submit expense reports and other forms requesting reimbursement, you must follow **FSOPros'** procedures;
- Expense reports should only contain charges that you actually incur in the conduct of **FSOPros'** business; and expenses should be accurately described so that unallowable expenses may be excluded from billings to the U.S. Government. For example, we may not bill alcoholic beverage charges to the U.S. Government.

Management will provide guidance if you have any questions.

### **Security Requirements**

**FSOPros** may have agreements with the U.S. Government and or its prime contractors covering the provision of goods and services that are essential to security. As such, we are obligated to implement and maintain a system of controls. We must comply with all applicable government and customer security requirements. You must report immediately to your manager any security violations or situations that could compromise or otherwise affect the security of our clients. Any questions relevant to the above can be directed to the Chief Operating Officer.

### **International Business**

This section references the responsibilities regarding **CFR 32.117**. International Business and Foreign Contacts - Reporting Foreign Contacts:

In cases of an official foreign contact deemed by the cleared contractor (FSO or assigned designee) to be a security concern, an incident report shall be submitted to **FSOPros'** Management. In addition, the consultant (FSO or assigned designee) should also report unofficial contact with a known or suspected foreign intelligence entity this activity directly to **FSOPros'** Management for designation of further reporting obligations relevant to a specific customer or client.

A consultant engaged by a cleared contractor with foreign affiliations (e.g. FOCl, multinational business structure) only needs to report such continuing associations if they involve bonds of affection, personal obligation, or intimate contact.

A reportable instance involving an exchange of personal information with a foreign national would meet the following criteria. 1. The name and nationality of the foreign national are known by the covered individual during or after the exchange of personal information, and 2. The nature of the personal information provided by the covered individual to the foreign national is not reasonably expected to be accessible by the general public, nor to be willingly released to the general public by the covered individual, and 3. Contact with the foreign national is re-occurring or expected to re-occur.

### **Foreign Corrupt Practices Act**

Whether you are based in the United States or abroad, you must understand and abide by the Foreign Corrupt Practices Act, which prohibits giving anything of value to a foreign official for the purpose of improperly influencing an official decision. It also prohibits political contributions to obtain or retain business overseas. This Act also prohibits the use of false records or accounts in the conduct of foreign business. Before offering anything of value to foreign public officials, including payments to facilitate routine government action, you must obtain advance approval from **FSOPros'** Management. You must also be careful when considering retaining agents to represent our interests outside the United States. **FSOPros** has strict approval requirements for such consultants; please ensure to contact **FSOPros'** Management for more information.

## Anti-Boycott Act

This act prohibits companies from participating in boycotts, not sanctioned by the United States, by any foreign countries against any other country. The law has particular application to dealing with Arab countries that may participate in a boycott of Israel. The law forbids us to:

- Furnish information about our or any person's past, present or prospective relationship with boycotted countries or blacklisted companies; or
- Pay, honor or confirm letters of credit containing boycott provisions.

Requests for boycott information must be reported to the U.S. Government. All such requests should be directed immediately to Management.

## Export Controls

There are numerous laws and regulations that apply to the export of materials, equipment, weapons, technology, data, software, information and services to foreign governments, businesses and individuals. Controls may also restrict the sale of these items to U.S. companies abroad and foreign companies in the U.S. The restrictions on exports can also apply to a so-called "deemed export," which occurs when an export-controlled item is disclosed to foreign national Subcontractors who may work for **FSOPros**, a teammate or customer. Consult with Management on any and all issues falling within these restrictions.

## Avoiding Personal Conflicts of Interest

Personal conflicts of interest are those outside activities or personal interests which could influence objective decisions made by an employee or contractor in the performance of his/her job responsibilities. Therefore, any personal activities or financial interests which may possibly affect an employee's or contractor's work for **FSOPros** are prohibited unless Management approves them in writing in advance. For example, "moonlighting" for a competitor, supplier or client while employed or contracted by **FSOPros** could pose a conflict of interest and is prohibited unless approved by Management. When performing work and conducting transactions for **FSOPros**, corporate interests must take precedence over any personal interests in those matters. Any activity that even appears to influence the objective decisions of its employees and contractors and their responsibilities is a potential conflict of interest and is prohibited unless previously reviewed and approved by Management. When contracting with the U.S. Government, a conflict of interest may also arise because of specific laws and regulations prohibiting or limiting the ability of contractors to make offers of employment, to hire and to compensate current or former U.S. Government employees.

## Personal Conduct

Conduct involving questionable judgment, lack of candor, dishonesty, or unwillingness to comply with rules and regulations can raise questions about an individual's reliability, trustworthiness and ability to protect classified or sensitive information. Of special interest is any failure to provide truthful and candid answers during national security investigative or adjudicative processes. Employees and contractors with **FSOPros** must ensure alignment with all Federal Regulations and standards of conduct related to the National Industrial Security Program (32 CFR Part 117).

## Political Contributions and Activities

The contribution of **FSOPros'** name, funds or the use of company assets or facilities for the benefit of candidates for federal office, or political parties associated with campaigns for federal office, is strictly prohibited. Consult with Management if you have any questions about this policy.

## Health and Safety

**FSOPros** is committed to the health and safety of its' employees and contractors. Each of us is responsible for following the rules and procedures established at our facilities as well as the locations relevant to the support of our clients – adhering to the rules and procedures established at these facilities. Report any incident of non-compliance or any unsafe condition immediately to Management at 703-718-6340 or [company@fsopros.com](mailto:company@fsopros.com).

The possession, sale or use of illegal drugs, or being under the influence of such drugs on company time or company property, or at company-sponsored events, is prohibited.

## Safeguarding PII and PHI

**FSOPros** takes the protection of PII and PHI (Personally Identifiable Information and Protected Health Information) very seriously. In addition to the information below, Employees and contractors will conduct a mandatory annual course related to the Federal Requirements surrounding the protection of PII/PHI. HIPAA/HITECH laws protect both PII and PHI from unauthorized uses and disclosures. Other laws supplement protection provisions.

PII is information that can be used on its own or with other information to identify, contact, or locate a single person, or to identify an individual in context. PHI is any information about the health status, provision of health care, or payment for health care that can be linked to a specific individual.

PII Examples: Full Name (If not common), home and email addresses, SSN, IP address (in some cases), vehicle registration and driver's license numbers, face, fingerprints or handwriting, credit card numbers, digital identity, date or place of birth, genetic information, telephone numbers, login names. Used but less common are: residence, age, gender, race, school names, grades, salary or job position and criminal record.

PHI Examples: Name, address, dates related to an individual, telephone and fax numbers, email addresses, SSN, medical record number, health plan beneficiary number, account number, cert/license number, vehicle or device serial number, web URL, IP address, finger or voice prints, photo images, any other characteristics that can uniquely ID the individual.

If you have any questions or want to report an actual or potential PII/PHI breach, please contact Management.

## Hiring Former Government Employees

Any discussions or contacts with current or former Government employees (Federal, State, military or civilian) for the purpose of exploring potential employment or consulting opportunities with **FSOPros** are subject to multiple sets of laws and regulations. Even if **FSOPros** is able to hire these individuals, or otherwise retain their services, they may be prohibited from performing certain tasks or duties that relate to their previous employment. To ensure compliance with these rules, consult with Management PRIOR to engaging in discussions.

## Providing and/or Receiving Gifts or Entertainment

Our relationships with our customers and vendors must be free from the perception that favorable treatment was sought, received or offered through gifts or entertainment. "Gifts or entertainment" includes, without limitation, tickets to sporting or cultural events, travel, lodging, meals, clothing, compensation, credit, drinks, door prizes, raffles, fees, after-business-hours activities such as nightclubs, and other items of value.

While there are certain circumstances under which it is permissible to furnish or accept such items, we are expected to follow a course of action that complies with the following guidelines. If you have questions concerning gifts or entertainment, please consult with Management.

### **Gifts and Entertainment with Non-Government Persons**

It is unsafe practice for employees and contractors to give gifts or money to current or prospective **FSOPros** suppliers or subcontractors. Conversely, employees and contractors must report to Management, any instances in which a current or prospective **FSOPros** supplier or subcontractor offers them money or gifts.

### **Gifts and Entertainment with U.S. Government Representatives**

With few exceptions, U.S. Government agencies have strict prohibitions against their employees accepting any business courtesies. Therefore, the approval by Management must be obtained when an employee or contractor is considering giving any item of value to any Government employee or prime contractor representative or is considering paying for a Government employee's or prime contractor representative's entertainment, travel, meals or lodging.

### **Avoiding Illegal Kickbacks**

Under the Anti-Kickback Act of 1986, nothing of value (the "kickback") is to be given or accepted as a basis for awarding or obtaining contracts or subcontracts or for favorable treatment under contracts or subcontracts. If you have reason to believe that a kickback has been requested or given or accepted, you must immediately report this to Management.

A bribe or "kickback" is any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided, directly or indirectly, and that has, as one of its purposes, the improper obtaining or rewarding of favorable treatment in a business transaction.

The U.S. Government has strict rules prohibiting the solicitation, acceptance or provision of gratuities or kickbacks for the purpose of securing contracts or obtaining or rewarding favorable treatment in connection with any U.S. Government prime contract or subcontract. Violation of these rules by employees or contractors is strictly forbidden and may result in termination.

Even where no preferential treatment is requested or given, a payment to or received by a U.S. Government employee for performing an official act can be considered to be an unlawful gratuity.

**FSOPros** employees and contractors shall not solicit, accept or provide any gratuity or kickback in connection with any **FSOPros** transaction.

**FSOPros** employees and contractors will not accept from firms or individuals doing business or seeking to do business with **FSOPros** any kind of loans or payments or other services or items of value that are not available to the general public.

### **Other Legal Requirements**

#### **Mandatory Obligation to Disclose Certain Misconduct**

The Federal Acquisition Regulation (FAR) requires the disclosure of credible evidence of federal criminal law violations involving fraud, conflict of interest, bribery, or gratuity violations, as well as claims under the Civil False Claims Act, and significant overpayments. This mandatory disclosure obligation continues for three (3) years after contract close-out.

In order to comply with these obligations, **FSOPros** employees and contractors must immediately report any issues that could potentially constitute a violation of criminal or civil law, or significant overpayment on



a Government contract, to Management or to the OIG Hotline, as listed below in the **Contractor Reporting Hotline** section.

Any employees or contractors who witness misconduct impacting customers or clients must report the incident to **FSOPros**' Management. **FSOPros**' Management will conduct an investigation and provide results of outcome and any going forward mitigated action to respective customer / client.

### **Use of Suspended/Debarred Contractors**

Individuals and/or companies listed on the General Services Administration's Excluded Parties List may not be hired as employees or contractors or used as subcontractors on U.S. Government contracts.

### **Byrd Amendment**

This law prohibits the use of contract payments to pay any person for influencing or attempting to influence officials of the executive or legislative branch (including members of Congress and their staffs) of the U.S. Government in connection with the award or modification of U.S. Government contracts.

### **FSO Pros Restricted Information**

Employees nor contractors are to disclose to any outside party except as specifically authorized by **FSOPros** management pursuant to **FSOPros**' procedures, any **FSOPros** proprietary/sensitive property such as, but not limited to, non-public business, financial, personnel or technological information, computer files, data or plans that you have acquired during your employment or under contract at **FSOPros**. Upon termination of your employment or contract, you may not copy, take or retain any documents containing **FSOPros** restricted information. The prohibition against disclosing **FSOPros** restricted information extends indefinitely beyond your period of employment or contract. Your agreement to protect the confidentiality of such information in perpetuity is considered an important condition of your employment or contract at **FSOPros**.

### **Raising a Concern Under This Code**

Should you have questions about the Code, wish to raise a concern, seek advice or report alleged misconduct or violation of Company policy (including the Code); you may do so by contacting Management or the OIG Hotline, as listed below in the **Contractor Reporting Hotline** section.

Reports of alleged misconduct will be investigated and, if substantiated, resolved through appropriate disciplinary action up to and including termination of employment. Confidentiality is maintained to the extent possible, although disclosure may be necessary in some cases to effectively conduct an investigation or if required by law. Employees and contractors are required to cooperate in internal investigations.

**FSOPros** reserves the right to discipline anyone who knowingly makes a false accusation or has otherwise acted improperly.

If an employee or contractor voluntarily reports that s/he was involved in a violation of Company policy (including the Code), such self-reporting may be considered when determining the appropriate disciplinary action to be taken.

Retaliation is prohibited against an employee or contractor who raises a concern, seeks advice or reports alleged misconduct or violation of Company policy. **FSOPros** will not terminate, demote or otherwise discriminate against an employee or contractor who raises a concern. As well, it is important for colleagues not to become alienated from someone who has made such a contact; the employee or contractor should continue to be treated with respect. Any change in treatment (e.g., no longer sharing information, etc.) toward a colleague who has raised a concern can be construed as a form of retaliation and is not permitted.

Anyone who may have experienced retaliation after raising a concern should bring the issue to the attention of Management or the OIG Hotline, as listed below in the **Contractor Reporting Hotline** section.

### The Contractor Reporting Hotline

United States Department of Labor, OIG (Office of Inspector General) operates a hotline to receive and process allegations of fraud, waste, and abuse concerning DOL contracts.

You do not need to provide your name or any other identifying information in order to file a complaint with the OIG Hotline. However, we will not be able to contact you if we need to seek additional information about your complaint if you choose to remain anonymous.

Moreover, when you contact the OIG Hotline, please provide as much detailed information as possible concerning your allegations, including: who is involved, when the situation you are reporting took place and whether it is still ongoing, where the situation occurred, what happened that was inappropriate and prompted you to contact the OIG Hotline, and how the situation took place.

OIG Hotline URL: <http://www.oig.dol.gov/hotlinemain.htm>

Online Form: <http://www.oig.dol.gov/hotlineform.htm>

Email: [hotline@oig.dol.gov](mailto:hotline@oig.dol.gov)

Phone: 202.693.6999 or 800.347.3756 | Fax: 202.693.7020

U.S. Department of Labor National Contact Center (DOL-NCC): 1-866-4-USA-DOL (866-487-2365)

Mailing Address:           Attention: Hotline  
                                  Office of Inspector General  
                                  U.S. Department of Labor  
                                  200 Constitution Avenue, N.W.  
                                  Room S-5506  
                                  Washington, D.C. 20210