



CORPORATE COMPLIANCE PROGRAM INTRODUCTION

Dear Employee:

United Excel strives to build a reputation for honesty and integrity in business dealings and lawful and ethical behavior. United Excel values these traits because they instill the necessary trust and confidence in us by our customers, subcontractors, suppliers and the overall community in which we live. Here at United Excel, we are committed to the highest standards of business ethics.

In order to maintain our commitment to integrity, we have established a Corporate Compliance Program (the “Program”) that is designed to meet the requirements of FAR 52.203-13 (Contractor Code of Business Ethics and Conduct). The Program has three important components including the following:

- **Code of Business Ethics and Conduct**
- **Ongoing Business Ethics Awareness and Compliance Program**
- **Internal Control System**

First, the Code of Business Ethics and Conduct (Code) is intended to identify the standards of conduct our employees are expected to follow whenever conducting business at this company. This Code is modeled off of the Sample Code of Ethics Developed by the USDOT/AGC/ARTBA/AASHTO Suspension & Debarment Work Group in 2007 and includes changes intended to capture the definitions and requirements set forth in FAR 52.203-13 as well as cross-reference existing internal controls and procedures where appropriate. The other two facets of the Program are intended to ensure that all employees are abiding by the Code. As an employee, you are expected to read both the Code and all Program materials and certify annually your commitment to complying fully with them.

To administer this Program, I have appointed Dennis Burns as the Corporate Compliance Officer. Among other things, he will be responsible for (1) implementing appropriate procedures and policies of the Program, (2) ensuring that each of you receive a copy of all Program materials, (3) providing regular training on compliance with the Program, and (4) ensuring effective and appropriate enforcement of the Program. The Corporate Compliance Officer reports directly to me and has my full support and attention. I expect our officers and managers to give this Program and the Corporate Compliance Officer their full support and attention and to cooperate with the implementation of this Program. Also, even though I have appointed Dennis Burns as Corporate Compliance Officer, please know that I maintain an open door policy for any employee who has concerns about the Company or employee practices.



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I cannot stress strongly enough that United Excel does not, and will not, tolerate any form of unlawful or unethical behavior by any person or entity associated with it. At the very least, United Excel expects each of its employees to conduct himself or herself in accordance with the laws and regulations that apply to our business and not to condone criminal or unethical behavior by others. Each of you is expected to alert the Corporate Compliance Officer, Dennis Burns, of any information you may have of any unlawful or unethical behavior by any of our employees, prime contractors, subcontractors, suppliers, or customers. Violations of this Program, including failure to report a violation or other unlawful or unethical behavior, can be grounds for discipline, including termination.

Our continued success depends on all of us doing the right thing at all times and maintaining the highest ethical standards. Only in this way can we continue to earn the trust and confidence of our customers and the community in which we live.

Sincerely,

A handwritten signature in black ink, appearing to read 'K. Rogers', with a long, sweeping horizontal line extending to the right.

Kevin Rogers
Owner and CEO



UNITED EXCEL CORPORATION

CODE OF BUSINESS ETHICS AND CONDUCT

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1. Statement of Policy

It is the policy of United Excel Corporation and its affiliate – United Excel Design– (collectively “United Excel” or “the Company”) to maintain high ethical standards and comply with all applicable laws, rules, and regulations. We believe that adherence to this policy will ensure our continued success as well as earn and maintain the confidence of our customers and the community in which we live. In order to ensure that the Company operates pursuant to this policy, we have established this Code of Business Ethics and Conduct (“Code”). The following general rules apply to the implementation of this Code:

1. All Employees must comply with this Code. Any officer, director, principal or Employee violating this Code is subject to discipline, which may include demotion or dismissal.

2. All Employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, Employees, Agents, customers, subcontractors, suppliers, and prime contractors, to the Corporate Compliance Officer. The Corporate Compliance Officer is Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407. All communications concerning related matters are strictly confidential.

3. Employees in management positions are personally accountable for their own conduct and the conduct of those reporting to them. Each management Employee is expected to inform those reporting to him or her about this Code and take all necessary steps to ensure compliance with this Code. Employees should feel free to take full advantage of their ability to contact the Compliance Officer not only in the event of a suspected violation, but also with questions related to compliance with this Code, and in any circumstance in which an Employee believes that a violation may be about to occur, or has the potential to occur, absent intervention or proactive investigation by the Firm.

4. No Employee has the authority to direct, participate in, approve, or tolerate any violation of this Code by anyone.

5. Any Employee who has questions about the application of this Code should consult with the designated Corporate Compliance Officer, Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407.

2. Definitions

“**Agent**” means any individual, including a director, an officer, an Employee, or an independent Contractor, authorized to act on behalf of the organization.

“**Code of Business Ethics and Conduct**” or “**Code**” means the written statement of acceptable behavior by the Company’s officers, directors, and Employees that ensures that the Company operates according to the highest ethical standards.



The **“Company”** or **“United Excel”** means United Excel Corporation and its officers, directors, principals and its affiliate – United Excel Design.

“Corporate Compliance Officer” means the company official designated by the Chief Executive Officer to be responsible for implementing and administering the Code. The Corporate Compliance Officer is Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407. All communications concerning related matters are strictly confidential.

“Corporate Compliance Program” or **“Program”** means the written procedures and policies used by United Excel that are designed to ensure that all officers, directors, and Employees are aware of the Code and adhere to its standards and the requirements of FAR 52.203-13. The Corporate Compliance Program is implemented and administered by the Corporate Compliance Officer.

“Employee” means any person employed by United Excel, including Employees, managers, officers, directors, Principals and persons authorized to act on behalf of the Company.

“Full cooperation”— when the terms, “full cooperation” are used, it means and is intended to include the following conduct from Employees:

(1) Disclosure to the Government of the information sufficient for law enforcement to identify the nature and extent of the offense and the individuals responsible for the conduct. It includes providing timely and complete response to Government auditors’ and investigators’ request for documents and access to Employees with information; but

(2) It does not foreclose any Company rights arising in law, the FAR, or the terms of the contract. It does not require:

i) The Company or the Employees to waive attorney-client privilege or the protections afforded by the attorney work product doctrine; or

ii) Any officer, director, owner, or Employee of the Company, including a sole proprietor, to waive his or her attorney client privilege or Fifth Amendment rights; and

(3) Does not restrict the Company from:

i) Conducting an internal investigation; or

ii) Defending a proceeding or dispute arising under the contract or related to a potential or disclosed violation.

“Principal” means an officer, director, owner, executive, president, vice president, manager, or a person having primary management or supervisory responsibilities within a business entity.

“Subcontract” means any contract or purchase order entered into by a subcontractor or vendor to furnish supplies or services for performance of a prime contract or a subcontract.

“Subcontractor” means any supplier, distributor, vendor, or firm that furnished supplies or services to or for a prime contractor or another subcontractor.

3. Standards of Conduct

3.1 Conflicts of Interest

Employees must avoid situations in which their personal interests could conflict with, or even appear to conflict with, the interests of the Company. Conflicts of interest arise when an individual’s position or responsibilities with the Company present an opportunity for personal gain of profit separate and apart from that individual’s earnings from the Company or where the Employee’s interests are otherwise inconsistent with the interests of the Company. A conflict of interest may arise in any number of situations and it is impossible to describe each and every instance. As a general matter, if you think that any situation may be a potential conflict of interest, you should consult with the Corporate Compliance Officer, Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407.

Most notably, the following situations have a great potential for being considered a conflicts of interest:

3.1.1 Outside Employment

Employees, including those who are on protected leave, who are paid for work performed outside of their employment with the Company must file with the direct supervisor a written statement describing their outside work and acknowledging their responsibility to follow these guidelines:

(1) No work may be performed for anyone who is or is attempting to become a supplier, customer or competitor of the Company.

(2) The direct supervisor must be notified when you engage in outside employment and/or self-employment. Such activities will be reviewed for consistency with the best interests of the Company. Employees may not engage in any activity that is hostile or adverse to the Company or that interferes with their job at the Company. United Excel reserves the right to prohibit outside employment that creates real or potential conflict of interest to the Company.

(3) If your outside employment prohibits effective performance of your duties for us, or creates an actual or potential conflict of interest, you may be asked to either resign from your outside employment, or resign your position with the Company.

(4) No outside work may be performed during an employee's normal working hours at the Company (or which adversely affects that employee's ability to perform their job at the Company). An employee may not use the Company's premises, equipment, materials, vehicle, or "inside information" in performing outside work.

(5) Employees engaging in outside activity must advise their client that the work is not by or in the name of the Company.

(6) The Company assumes no responsibility for outside employment. The Company will not provide Workers' Compensation and other benefits for injuries arising from outside employment.

(7) Failure to report outside employment may result in corrective action up to and including termination of employment.

3.1.2 Personal Financial Interests

Employees should avoid personal financial interests that might be or appear to be in conflict with the interests of the Company if it is clear that such conflict could materially harm the Company. Such interests may include, but are not limited to, the following: obtaining a financial or other beneficial interest in a supplier, customer, or competitor of the Company; directly or indirectly having a personal financial interest in any business transaction that may be adverse to the Company; or, acquiring real estate or other property that the Employee knows, or reasonably should know, that is of interest to the Company. If the Employee knows, or reasonably should know, that a personal financial interest may be in conflict with the interests with the Company in a way that could materially harm the Company, then, in such event, the Employee must first consult with the Corporate Compliance Officer and obtain express written approval of a waiver from this policy before proceeding.

3.1.3 Prohibited Personal Actions

(1) Alcohol and Drugs

Employees are prohibited from consuming or storing alcoholic beverages on United Excel property, unless otherwise authorized by the Compliance Officer or United Excel's CEO. Employees are allowed in limited circumstances to consume and to store alcoholic beverages on United Excel property for entertainment, business development, or team building functions approved in advance by the Compliance Officer or United Excel's CEO. The use of controlled substances, such as illegal drugs, the illegal use of alcohol, or the use or abuse of otherwise legal drugs is prohibited while employed by United Excel. The operation of vehicles or equipment while under the influence of alcohol or drugs is also prohibited. For further information, please refer to the Company's Drug Free Workplace Policy.

(2) Betting and Gambling

Employees are prohibited from engaging in any betting or gambling activities that are illegal under any local, state, or federal law. Engaging in any betting or gambling activities while performing business on behalf of the company is prohibited.

(3) Weapons and Firearms

Employees shall not carry or store weapons or firearms of any sort on United Excel property, to include storing weapons or firearms in a United Excel vehicle or in a personal vehicle located on United Excel property, unless otherwise authorized by the Compliance Officer or United Excel's CEO.

(4) Company Property

United Excel reserves the right to inspect any property that is used or assigned to an Employee for storage of their personal effects including, but not limited to, desks, lockers, storage areas, or vehicles owned or controlled by the Company. It is a violation of Company policy to store any contraband, illegal drugs, weapons, or unauthorized toxic material in or on Company property.

3.2 Meals, Social Activities, Gifts and Favors

United Excel recognizes that it is important to the overall health of our business relationships that we make time to spend with our business partners. This might include activities such as sharing a cup of coffee, sponsoring a lunch event and /or championing a social activity. Similarly, we recognize that it is important to express holiday greetings and to show sympathy for family related losses and other tragedies.

It is said that "people do business with people" and many problems can be solved to the betterment of all organizations incidental to participating in these types of activities. These types of activities are generally healthy and can be considered harmless; however, as a contractor which may periodically contract to perform public sector work or work funded with public dollars, United Excel is concerned that we respect the rules of society, so that we are not perceived as buying influence and/or being in violation of contracting language or public law.

To this end, United Excel Employees shall limit involvement in social activities, giving gifts and providing favors to avoid the appearance that the Employee and/or United Excel is attempting to influence a business relationship by such act(s).

Therefore, in general terms when considering social activities, giving gifts and /or offering favors, United Excel Employees shall comply with the following criteria:



(1) The giving of gifts and/or favors shall be consistent with the accepted business practices of the applicable client relationship, local business practices and all governing regulations and laws;

(2) The gifts and/or favors are sufficiently limited and of nominal value and in a form that does not constitute, and will not be construed as, a bribe or payoff;

(3) Public disclosure of the facts will not embarrass the Company;

(4) Cash payments as a gift are strictly prohibited.

More stringent rules may apply, depending on the recipient of the gift. For instance, Federal officials may generally not accept a gift of more than \$20 on a single occasion and more than \$50 from the same recipient, in a calendar year. However, free attendance at certain widely attended gatherings may be permitted, even if the value is in excess of \$20.

To the extent that Employees interact with State, County, Municipal, or other Governmental agency officials, please check that specific governmental entity's rules regarding meals, social activities, gifts, and favors. The rules against providing gifts to Government officials can vary, and may change periodically and as a result, United Excel employees should check with the Corporate Compliance Officer, Dennis Burns, prior to giving gifts to any Government officials or inviting Government officials to attend United Excel events. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407. All communications concerning related matters are confidential.

More specifically, United Excel Employees are required to comply with the following:

3.2.1 Bribery and Kickbacks

All forms of bribery and kickbacks are illegal and expressly prohibited. Any Employee caught participating in such activity will be promptly terminated. Any Employees who knows about, or reasonably should know about, any such activity is required to report the matter to the Corporate Compliance Officer. Employees who fail to report such matters will be disciplined.

3.2.2 Government Personnel

As noted above, providing gifts, meals, or entertainment to Government personnel is strictly regulated. No offers should be made to Government personnel without first checking with the Corporate Compliance Officer.

3.2.3 Non-Governmental Personnel

(1) Receiving or accepting gifts or entertainment in the business context is a particularly sensitive area and can be inappropriate, or even illegal, depending on the

circumstances. For this reason, it is important that all Employees be extra sensitive when it comes to giving or receiving gifts and entertainment from non-governmental personnel (as stated above, the giving or receiving of gifts to or from government personnel is prohibited).

(2) Money, in any form, is never given, offered, solicited, or accepted.

(3) No gift or entertainment may be given or received if it is, or could reasonably be construed to be, intended to influence an Employee's behavior (quid pro quo).

(4) Any gift given or received which can be construed as quid pro quo is prohibited. If in doubt of the intention of any gift given or received, check with the Corporate Compliance Officer.

3.2.4 Meals, Social Activities, Gifts and Favors - Conclusion

The foundations for sustainable long-term business relationships are built on healthy interpersonal relationships between United Excel Employees, our Clients and/or business associates. As such, the giving of greeting cards, gestures expressing care or concern (e.g., flowers to show respect for a deceased person, etc.) and other expressions that involve limited expense (time and/or money) are encouraged, **so long as are they meet the above stated criteria**. If in doubt of the intention of any gift given or received, check with the Corporate Compliance Officer, Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407. All communications concerning related matters are strictly confidential.

3.3 Recruitment of Government Employees

Employees should avoid any discussions or gestures toward government employees regarding future employment with the Company. If United Excel decides to consider a government employee for future employment, that decision will be made by the Compliance Officer and United Excel principals, as appropriate and in compliance with the requirements of FAR 3.104-3.

3.4 Small Business Compliance

Where subcontracting opportunities are present, United Excel operates to maximize opportunities for small businesses. This is especially true for federal government contracts performed by United Excel.

3.5 Buy American Act Compliance

To the extent that United Excel's work requires the incorporation of materials into Government construction projects, United Excel shall ensure that it complies with all requirements of the Buy American Act, 41 U.S.C. §10a, the Buy American requirements of the American Recovery and Reinvestment Act of 2009, P.L. 111-5, or other Buy American

provisions as required by its contracts and subcontracts. United Excel, its principals, project managers and other individuals in positions of management shall not permit any knowing violation of Buy American requirements to occur and shall actively work to ensure complete compliance with all Buy American requirements on all United Excel contracts.

Employees that have questions or concerns about Buy American requirements in general, a specific project's Buy American restrictions or whether an activity complies with applicable Buy American requirements should contact the Compliance Officer.

In addition, United Excel will exercise vigilance and care to ensure that all of its subcontractors fully comply with applicable Buy American requirements in the performance of those subcontracts.

3.6 Antitrust Policy

United Excel is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. Not only does the customer benefit by getting the best services and product at the lowest price, but the Company also benefits by being able to compete on a fair level playing field with competitors. The antitrust laws are complex and must be complied with strictly. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters present problems of great sensitivity. It is therefore essential that every Employee be generally aware of the antitrust laws and that all Employees that are actively involved in the bidding process understand these antitrust policies. Below is a general overview of the antitrust laws:

The Sherman Act is the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in other anticompetitive activity. Violation of the Sherman Act is a felony punishable by a fine of up to \$10 million for corporations, and a fine of up to \$350,000 or 3 years' imprisonment (or both) for individuals and may subject the Company and/or the individual to suspension or debarment. In addition, collusion among competitors may constitute violations of the mail or wire fraud statute, the false statements statute, or other federal felony statutes. In addition to receiving a criminal sentence, a corporation or individual convicted of a Sherman Act violation may be ordered to make restitution to the victims for all overcharges. Victims of bid-rigging and price-fixing conspiracies also may seek civil recovery of up to three times the amount of damages suffered. Most criminal antitrust prosecutions involve price fixing, bid rigging, or market division or allocation schemes. Under the law, price-fixing and bid-rigging schemes are *per se* violations of the Sherman Act. This means that where such a collusive scheme has been established, it cannot be justified under the law by arguments or evidence that, for example, the agreed-upon prices were reasonable, the agreement was necessary to prevent or eliminate price-cutting or ruinous competition, or the conspirators were merely trying to make sure that each got a fair share of the market.

3.6.1 Price-Fixing

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

- Establish or adhere to price discounts;
- Hold prices firm;
- Eliminate or reduce discounts;
- Adopt a standard formula for computing prices;
- Maintain certain price differentials between different types, sizes, or quantities of services and/or products;
- Adhere to a minimum fee or price schedule;
- Fix credit terms; and
- Not advertise prices.

3.6.2 Bid-Rigging

Bid-rigging is the way that conspiring competitors effectively raise prices where purchasers - often federal, state, or local governments - acquire goods or services by soliciting competing bids. Essentially, competitors agree in advance who will submit the winning bid on a contract being let through the competitive bidding process. Bid-rigging also takes many forms, but bid-rigging conspiracies usually fall into one or more of the following categories:

- **Bid Suppression:** In bid suppression schemes, one or more competitors who otherwise would be expected to bid, or who have previously bid, agree to refrain from bidding or withdraw a previously submitted bid so that the designated winning competitor's bid will be accepted.
- **Complementary Bidding:** Complementary bidding (also known as “cover” or “courtesy” bidding) occurs when some competitors agree to submit bids that either are too high to be accepted or contain special terms that will not be acceptable to the potential customer. Such bids are not intended to secure the potential customer's acceptance, but are merely designed to give the appearance of genuine competitive bidding. Complementary bidding schemes are the most frequently occurring forms of bid rigging, and they defraud purchasers by creating the appearance of competition to conceal secretly inflated prices.

- **Bid Rotation:** In bid rotation schemes, all conspirators submit bids but take turns being the low bidder. The terms of the rotation may vary; for example, competitors may take turns on contracts according to the size of the contract, allocating equal amounts to each conspirator or allocating volumes that correspond to the size of each conspirator company. A strict bid rotation pattern defies the law of chance and suggests collusion is taking place.
- **Subcontracting:** Subcontracting arrangements can be part of a bid-rigging scheme. Competitors who agree not to bid or to submit a losing bid frequently receive subcontracts or supply contracts in exchange from the successful low bidder. In some schemes, a low bidder will agree to withdraw its bid in favor of the next low bidder in exchange for a lucrative subcontract that divides the illegally obtained higher price between them.

3.6.3 Market Division

Market division or allocation schemes are agreements in which competitors divide markets among themselves. In such schemes, competing firms allocate specific customers or types of customers, products, or territories among themselves. For example, one competitor will be allowed to sell to, or bid on, contracts let by certain customers or types of customers. In return, he or she will not sell to, or bid on, contracts let by customers allocated to the other competitors. In other schemes, competitors agree to sell to or contract with customers in certain geographic areas and refuse to sell to or contract with, or quote intentionally high prices to, customers in geographic areas allocated to conspirator companies.

3.6.4 Antitrust Policy Conclusion

Compliance with the antitrust laws is a serious matter and, as explained above, violations could subject the Company to substantial civil and criminal liability. Accordingly, any Employee who violates antitrust laws shall be terminated. Additionally, any Employee who knows, or reasonably should know, that an antitrust violation has been, or will be, committed and fails to report it to the Corporate Compliance Officer will be subject to discipline, which may include termination. The Corporate Compliance Officer is Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407. All communications concerning related matters are strictly confidential.

3.7 Statements & Certifications

All statements, representations, and certifications made on behalf of United Excel, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an Employee make a false or misleading statement, representation, or certification. Any statements that are false, fictitious, or fraudulent or contain materially false, fictitious, or fraudulent statements or entries, may subject the Company, and/or the individual making the statement, to

criminal liability punishable by up to 5 years' imprisonment, a fine, restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid in connection with a federal government contract or contract funded with federal dollars, then the Company and/or the individual, may be subject to civil liability up to 3 times the amount claimed for payment. Finally, if a false statement on a federal government contract or federally funded contract relates to small business size or status, then the Company and/or individual, may be subject to civil liability up to 3 times the amount of the entire contract.

Additionally, Employees are routinely required to certify that they and the Company are in compliance with various contractual provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, personnel, and health matters, product/service quality and material certifications, and quality control and quality assurance testing certifications. Employees must be aware of the requirements applicable to their jobs and ensure that all certifications are accurate and that there is neither a material omission of fact or materially misleading statements.

3.8 Communications and Records

United Excel's policy is to maintain documents/records for the length of time required by law and by the contracts which United Excel enters into. To the extent that the law and/or relevant contract does not set forth any document/recordkeeping requirements, United Excel's policy is to retain documents and records for one (1) years' time. All Employees are expected to be familiar with, and conform to, the Company's documents/records retention policy. Additionally, all Company and Employee communications, correspondence, and records must be accurate, complete, and timely. The contents of any written communication must be legible and unambiguous. If, after making any communication, correspondence, or record, the Employee discovers that s/he has made a mistake, then the Employee must take all steps as may be reasonably necessary to correct such mistake. Any Employee who knowingly makes a false or misleading communication, correspondence, or record will be terminated.

3.9 Claims

All requests or demands for payment made on behalf of the Company related to any contract or business agreement shall truthfully and accurately reflect the value of the goods or services provided. Under no circumstances may an Employee make a false claim. Examples of false claims include, but are not limited to, billing extra time not spent working on a project, charging for materials not used in a project, and artificially inflating a claim in order to negotiate additional compensation from the customer, or representing that a small business performs work on a contract when it truly does not. Any claims on a federal government contract or federally-funded contract that are false, fraudulent or otherwise deceitful may subject the Company, and/or the individual making the claim, to civil liability up to 3 times the amount of the false claim for payment, criminal liability punishable by up to 5 years' imprisonment, a fine, and restitution, and administrative liability through suspension or debarment. False claims related to small business size or statuses are subject to a higher penalty (3 times the amount of the entire contract or subcontract). Accordingly, any Employee who knowingly makes false claims shall be

terminated. Additionally, any Employee who knows, or reasonably should know, that another Employee has submitted, or intends to submit, a false claim and fails to report it to the Corporate Compliance Officer, Dennis Burns, will be subject to discipline, which may include termination. All communications concerning related matters are strictly confidential.

3.10 Environmental Compliance

United Excel is committed to full compliance with all federal, state and local environmental laws, standards, and guidelines. Not only is environmental compliance legally necessary, but it is also an important component of our obligation to the community and our good reputation. This constitutes United Excel's environmental compliance policy.

Any person who has reason to believe that there may have been violations of any aspect of United Excel's environmental compliance policy shall report immediately to the Company's Corporate Compliance Officer, Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407.

3.11 Discrimination and Harassment

As an Equal Opportunity Employer, the Company is committed to providing employment and advancement opportunities without regard to race, color, creed, gender (including gender identity and gender expression), religion (all aspects of religious beliefs, observance or practice, including religious dress or grooming practices), marital status, registered domestic partner status, age, national origin or ancestry, physical or mental disability, medical condition (including cancer or a record or history of cancer, and genetic characteristics), sex (including pregnancy, childbirth, breastfeeding or related medical condition), genetic information, sexual orientation, veteran status, or any other basis or status protected by federal, state, or local law or ordinance or regulation.

The Company is committed to providing a workplace for all employees that is safe, rewarding and free of harassment. The Company endeavors to treat all employees with fairness and respect. Harassment based on race, color, creed, gender (including gender identity and gender expression), religion (all aspects of religious beliefs, observance or practice, including religious dress or grooming practices) marital status, registered domestic partner status, age, national origin or ancestry, physical or mental disability, medical condition (including cancer or a record or history of cancer, and genetic characteristics), sex (including pregnancy, childbirth, breastfeeding or related medical condition), genetic information, sexual orientation, veteran status, or any other basis or status protected by federal, state, or local law or ordinance or regulation is not condoned, permitted or tolerated. The Company maintains formal policies related to these Equal Opportunity obligations. These formal policies are posted on United Excel's office bulletin boards, and copies shall be furnished to each employee and applicant upon request.

3.12 Principal Employment Screening Procedures

The Company is committed to appointing as Principals (positions with significant management responsibilities within the Company) only individuals that conduct business with the highest degree of integrity and honesty. To accomplish this goal, and to comply with FAR 52.203-13(c)(2)(ii)(B), the Company will take the following steps to screen any prospective Principal of the Company:

(1) A background check of each prospective Principal will be conducted. The results of this background check shall be reviewed by the Compliance Officer. If the background check reveals any information that the prospective Principal has engaged in conduct that is in conflict with United Excel's Code of Business Ethics and Conduct, the Compliance Officer and/or United Excel's legal counsel shall investigate the conduct in question and determine whether an offer of employment in that capacity would be inconsistent with United Excel's policies and procedures as well as applicable law, in which case no offer of employment shall be made. The results of the background check shall be retained by the Company until the position is filled by a different individual or, if the individual is appointed or voted as a Principal, until that individual no longer occupies such a position with the Company.

(2) Before making an offer of employment, United Excel will search the System for Award Management (SAM.gov) for the name of each prospective Principal and, to the extent known, any current or former employers of the prospective Principal.

(a) If the individual's name appears in SAM.gov in connection with an exclusion or allegedly improper conduct, the Compliance Officer shall research the exclusion/conduct involved and determine whether employing that individual is consistent with the Company's Code of Business Ethics and Conduct.

(b) If a current or former employer of individual appears in the SAM.gov in connection with an exclusion or allegedly improper conduct, the Company shall:

(i) Confirm whether the prospective Principal was employed at that firm at the time when the conduct occurred that resulted in an exclusion; and

(ii) Determine the involvement of the prospective Principal in the conduct and determine whether the prospective principal engaged in conduct that would have violated the Company's Code of Business Ethics and Conduct.

4. Obligation to Report Violations and Cooperation

Each employee must promptly report any known or suspected violation of this Code of Ethical Conduct and all other unlawful or unethical conduct to the Corporate Compliance Officer, Dennis Burns. He can be reached using dennis.burns@unitedexcel.com or anonymously by calling the United Excel Ethics Hotline at 913-647-9407. All communications concerning related matters are strictly confidential. Pursuant to FAR 52.203-13(a)(3)(i), the Company will conduct an internal investigation (with the aid of legal counsel if deemed appropriate), taking all



suspected violations seriously, and as a result of this investigation will make all disclosures required by law.

Employees are obligated to report such known or suspected conduct without regard to the identity or position of the suspected offender. Any report made under this section will be strictly confidential and under no circumstances will any Employee who makes a report be subject to any acts of retribution or retaliation or disciplinary action. Additionally, all Employees must fully cooperate in any investigation of a suspected violation of this Code and fully cooperate with any request by the Corporate Compliance Officer.

Any Employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be disciplined. Depending on the severity, frequency and other factors, discipline could range from counseling to dismissal.

5. Program Training and Evaluation

As set forth in FAR 52.203-13, the following program shall be instituted and monitored to ensure compliance of the Company and its representatives with this Code, and with applicable law and regulation. All Company representatives are required to abide by the Code and the following program. In the event that a Company representative knowingly disregards these policies, s/he may face severe disciplinary action up to and including termination of employment.

(a) Initial Training

Prior to start of work, all Company representatives shall take part in an orientation session by the Compliance Officer. This shall include discussions regarding:

- (i) The Company's ethics philosophy and history;
- (ii) Ethical treatment of subcontractors, service providers, vendors, and governmental agencies;
- (iii) The rules and restrictions contained in this Code; and
- (iv) The Company Representatives' obligations to immediately disclose any ethical violations.

(b) Periodic Retraining

All Company representatives shall be retrained, at least once annually, on business ethics and conduct and the rules established by this Code. The Company shall keep a record of the annual training and a written acknowledgment from each representative that it completed the training, received, read, and understood the Code.

6. Consequences for Violations

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

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

7. Promoting Procurement Integrity

United Excel believes that federal procurement must be done with the highest degree of integrity; both on the part of United Excel as well as the government officials involved in a particular procurement. To this end, United Excel commits to closely monitoring any discussions involving employment of government officials involved with United Excel's projects with the federal government and any potential disclosures of procurement information outside of the proper operation of applicable laws or regulations. If these circumstances arise, United Excel commits to thoroughly investigating the circumstances and taking appropriate action as outlined in FAR 3.104.

8. Whistleblower Policy

Because United Excel is committed to investigating and remedying any conduct or behavior that may be a violation of the Company's Code of Ethics and other Employment Policies and Practices, all United Excel Employees have a duty to report such conduct or behavior to a supervisor, the Corporate Compliance Officer, or by using United Excel's Ethics Hotline. If an Employee chooses to report conduct potentially violating the Company's Code to a member of Congress, an authorized official of a contracting agency or the Department of Justice, United Excel commits to a policy that the Employee will not be discharged, demoted, or otherwise discriminated against by the Company or any of its Employees.

9. Investigation and Disclosure Policy

In order to maintain the highest level of integrity and ethics throughout the Company, United Excel internally investigates all allegations of violations of Federal, State or Local criminal law involving fraud, conflict of interest, bribery or gratuity violations, including violations of the civil False Claims Act in connection with all Government contracts to which United Excel is a



party. Unless circumstances require a different individual to investigate, the investigation shall be headed by the Corporate Compliance Officer. Using sufficient time to conduct its investigation but without taking unnecessary delays, United Excel shall investigate the allegations and the Employees and other individuals allegedly involved. In the event that the internal investigation results in discovery of credible evidence of a violation of this Code or applicable Federal law, the Company will make a timely disclosure in writing to the Office of the Inspector General for the contracting agency and will provide a copy of its findings to the contracting officer for the affected contract.

For the purposes of United Excel's internal investigations, credible evidence is evidence that, based upon the circumstances of the allegation, satisfies the preponderance of the evidence standard. This means that it is more likely true than not true that a violation occurred. Said another way, this means that it is more than 50% likely that a violation occurred.

10. Review and Audit Policy

To ensure that the Company maintains integrity in its business, United Excel's Principals and legal counsel review its Code of Business Ethics, all of its policies contained in its Employee Manual and its internal controls no less than once a year for the purpose of making updates and changes as appropriate. If weaknesses in any of these areas are identified, United Excel – in conjunction with its legal counsel – will determine the most effective means to remedy those weaknesses and will implement changes as quickly as is feasible. Records of these reviews will be maintained by United Excel and will be supplied to government auditors if necessary.

In the event of an audit by a government agency, United Excel will cooperate fully and provide records and all other documentation necessary for the auditors to perform the audit.

11. Display of Posters

The Compliance Officer shall ensure that each project manager, or other individual in charge of individual projects, displays any and all Hotline Posters required under those contracts or as required by FAR 52.203-14.

12. Flowdown to Subcontractors and Vendors

The Company shall include the substance of FAR 52.203-13 in all federally-funded subcontracts and vendor agreements that have a value of \$5,000,000 and a performance period of more than 120 days.



Statement of Our Core Values

Company Vision

We are one dynamic team focused on winning profitable work that ensures stability and growth

Mission

Deliver profitable, quality, complex projects on schedule, on budget with complete customer satisfaction through caring, committed employees

Core Values

RESPECT

- Accept and appreciate others
- Supports diversity and equal opportunity
- Complies with dress code and is well groomed
- Uses communication methods appropriate to professional relationships; actively listens
- During one-on-one conversations, no multi-tasking.
- Follows all established policy and procedures and their intent

INTEGRITY

- Do the right thing. Be honest. Be ethical
- Achieve goals and objectives in a moral, ethical and legal manner
- Receives and cares for Company property and equipment in a responsible manner. If entrusted with funds, manages and expends them in a fiscally conservative manner

PRODUCTIVITY

- Generate exemplary levels of productivity, achieving goals in a timely and efficient manner
- Produces high volume of accurate, thorough and acceptable work
- Reacts and adapts to difficult situations with little or no disruption in production or performance
- Functions effectively under pressure while maintaining composure
- Work areas, tools, files, documentation and equipment reflect good organizational practices

ACCOUNTABILITY

- Complete task and follows through; Always keep commitments
- Trustworthy-Established processes and procedures are supported and carried out by the team. (Once established, even if you disagree, you follow the processes)
- Punctual and works during scheduled hours; Makes up lost work time when necessary; Does not have excessive absences
- Own the problem; seek the solution
- Technology: Utilizes technology efficiently to increase productivity. Commits to follow company processes around technology and ensures those procedures are followed. This includes filing all emails within IDBO in addition to all documents filed properly within IDBO folders.

RESOURCEFUL

- Ability to take appropriate action in the absence of specific direction from supervisors. Demonstrates self-starting ability, resourcefulness, introduces new concepts and processes using independent and original thought
- Use available resources to resolve issues and overcome obstacles
- Responds to customers' requests or provides alternatives and referrals in a timely manner
- Effectively plans, organizes and utilizes all available time

GOOD JUDGEMENT

- Demonstrates knowledge and experience with confidence
- Ensure that all decisions are good for the customer, the company and the employees
- Understands and correctly performs according to instructions
- Anticipate information others will need and provide it accurately while allowing sufficient time for recipient to react/incorporate into their subsequent task.

OPEN COMMUNICATION

- Effective at working together with colleagues at various levels to solve problems, improve work processes or to accomplish specific tasks; One Company, One Team
- Provides complete, reliable, and prompt information to leadership; shares information required by other associates and organizational units to achieve their objectives; Responds within 24 hours to team and clients
- Tell it like it is. Timely communicate the good and the bad; Confrontation must occur and be resolved within 48 hours
- Communicates ideas and opinions in a clear and concise manner; All communication ends in DCA

COMPETITIVE SPIRIT



P 913.647.9400 www.unitedexcel.com
5425 ANTIOCH DRIVE, SUITE 100, MERRIAM, KS 66202

- Be confident and winning oriented
- Strive to innovate, improve and win
- Be open minded, willing to learn and open to change
- Constantly meeting, exceeding, or improving service, quality, productivity, communication, and timeliness

The President of United Excel will serve as “The Code Compliance Officer.” We are committed to doing the right thing and will protect you from retaliation if you report suspected illegal or unethical conduct in good faith.

Human Resources Assistant

Kyal Hornbaker; 913.647.9404

President

Dennis Burns; 913.647.9407

CEO

Kevin Rogers; 913.647.9406



P 913.647.9400 www.unitedexcel.com
5425 ANTIOCH DRIVE, SUITE 100, MERRIAM, KS 66202

APPENDIX A

UNITED EXCEL CORPORATION

Code of Business Ethics and Conduct

Company Certification of Receipt

I have received and read the Company Code of Business Ethics and Conduct dated 2018. I understand that the standards and policies in the Code represent the policies of the Company. I understand that violating these standards and policies or any legal or regulatory requirement may result in penalties up to and including termination of my employment, and appropriate civil or criminal legal sanctions.

I understand that I can consult the Compliance Officer if I have questions concerning the meaning or application of this Code or any relevant legal or regulatory requirements.

I understand that it is my responsibility as a Company representative to disclose to the Compliance Officer any situation that might reasonably appear to be a violation of this Code.

Printed Name

Signature

Date