

# CODE OF BUSINESS ETHICS

"Integrity is one of our core values and is the foundation of our company culture and approach to client service. It means being open and honest with clients, partners and colleagues, and being honest with ourselves."

- John F. Fish, CEO & President, Suffolk Construction Co., Inc.

## PRINCIPLES

**Conduct Business Ethically**  
**Be Accountable To Each Other and Our Clients**  
**Integrity Is A Core Value**

## INTRODUCTION

The purpose of Suffolk's Code of Business Ethics is to confirm our company's commitment to ethical behavior in conducting business, including compliance with all applicable laws and regulations.

The Code of Business Ethics is consistent with Suffolk's Core Values of passion, integrity, hard work and professionalism. The success of our business is dependent on the trust and confidence we earn from our employees and clients, which we gain by displaying integrity and achieving success within the framework of ethical business conduct.

The Code of Business Ethics outlines the guidelines to which all of our employees shall adhere, regardless of position or level of responsibility. These ethical guidelines address ethical obligations:

- when conducting business on Suffolk's behalf (including responsibilities to Suffolk, its clients and the community/public)
- that may arise on employee's own time (e.g., conflict of interest)

The written Code cannot address every possible situation that we may encounter. But Suffolk expects that all of its employees will utilize good judgment in applying these principles in each situation.

Each of us at Suffolk, regardless of position or level of responsibility, is responsible for knowing and adhering to applicable laws, ethical business principles, and the standards set forth in the Code Business of Ethics as it relates to our work at Suffolk.

Importantly, to ensure that Suffolk maintains its high standards of business Integrity, we are all responsible to ensure compliance to these standards and to promptly address deviations from the same. As such, if appropriate, immediately notify your Supervisor, General Counsel or Corporate Compliance Officer if you have a question, or suspect any violation of this Code. A confidential hotline is also available to all employees if direct reporting is not appropriate. **Suffolk's Compliance Hotline number is 1-800-683-6202**, and a web-based Hotline is available on Suffolk's Intranet and Internet sites, both of which are detailed below in the section entitled "Suspected Violations of the Code of Business Ethics."

### **Code of Business Ethics Compliance Committee**

#### **Chief Compliance Officer**

Mike Azarela, *Exec. VP, CAO/CFO*

#### **Corporate Compliance Committee**

Zoë Damplo, *VP, Human Resources*

Chris DeBruin, *VP of Risk Management*

Juan Diaz, *General Counsel, Southeast*

Don Fraser, *VP / CFO*

John Gorman, *VP, General Counsel*

Jeffrey Gouveia, Jr., *COO, Northeast*

Bud Grove, *VP, Government*

Jessica Jones, *General Counsel, West Coast*

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## STANDARDS OF CONDUCT: KEY COMPLIANCE AREAS

### **Conducting Business on Behalf of Suffolk**

When conducting business on Suffolk's behalf, Suffolk requires adherence to high ethical standards, and expects all business to be conducted in a safe, ethical and lawful manner. You should observe the following standards in your business dealings with other individuals and entities.

#### ***Equal Employment Laws***

Suffolk maintains a work place free from unlawful discrimination, harassment and/or retaliation. It is Suffolk's policy that no one working for Suffolk, or anyone working on its behalf, shall discriminate against any employee or applicant for employment because of race, creed, color, sex, sexual preference, national origin, ancestry, age, religion, disabilities, liability for services in the armed forces of the United States, or any other category protected by applicable law. Suffolk requires all of its employees to take affirmative action to ensure that applicants are employed and treated during their employment without regard to membership in any protected category described above. Such action shall include, but not be limited to, employment, promotion, demotion or transfer, recruitment or recruitment advertising, lay-off or termination, rates of pay or other forms of compensation, and selection for training, including apprenticeship.

Consistent with this policy, Suffolk will not tolerate any unlawful discrimination toward, or harassment of, applicants or employees by anyone at Suffolk, or anyone working on Suffolk's behalf.

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

Suffolk is passionately committed to safety on every project, its offices and in all aspects of its day to day operations. Suffolk's safety initiatives have been built on a solid foundation of safety experience and carefully designed procedures, including proven preconstruction, site logistics and onsite safety planning management systems.

Suffolk's Standard Operating Procedures, as well as all applicable laws and regulations governing workforce safety, are to be followed strictly in all aspects of our business. Everyone at Suffolk is responsible for ensuring a safe and healthy work environment. Unsafe conduct should be reported immediately to your Supervisor, Safety Manager, or General Counsel.

#### ***Environmental Law***

As builders, we have an immediate impact on the environment, and we must ensure we conduct ourselves as responsible stewards of the same. There are a multitude of laws (federal, state, local) that apply to almost every aspect of the construction process, and aim to prevent polluting activities and govern environmental remediation and clean up efforts. Further, contracts often include very specific requirements and restrictions on the use, handling, transporting, remediation and disposing of pollutants and hazardous materials. Violations of these laws and/or contract requirements can result in adverse environmental impacts, and lead to significant fines, damages and in some cases imprisonment for both the company and any individuals acting on its behalf. As such, these laws and contract requirements must be specifically followed.

While Suffolk does not expect its employees to know all of the nuances of the various Environmental Laws, it is incumbent on every employee to be knowledgeable on the contract specifications applicable to its respective project, and understand Suffolk's scope of work. Further, employees shall not knowingly and illegally pollute the environment, or ignore safety precautions when dealing with potentially contaminated or hazardous material. Per our Standard Operating Procedures, Risk Management, Safety and Legal shall be immediately notified if any activities are suspected of violating Environmental Law and/or contract requirements associated with the same.

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## ***Confidential Information***

Confidential, proprietary or private information that becomes available to you as an employee shall not be misappropriated or disclosed in any manner to other employees or third parties without specific authority from a person authorized to provide the same, or as otherwise may be required by law. For example, Suffolk's business, financial and marketing information, business and/or operating plans, vendor/subcontractor/supplier lists and information, vendor/subcontractor/supplier bids or proposals, owner contract documents, manufacturing techniques, project information, sales data, "trade secrets" under applicable law, etc., are all potentially confidential material. Employees should assume that all material that is not otherwise publically available (including but not limited to the material described above) is confidential, and you should treat it as such.

## ***Political Contributions***

As a corporation, Suffolk's political activities are strictly governed by law. In general, Suffolk's funds, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government.

## ***Anti-Trust Laws***

Suffolk is committed to pursuing its business in a manner that ensures free and open competition. Federal and state antitrust laws are intended to ensure that such competition thrives, and every corporate decision that involves customers, competitors and business planning raises antitrust issues. Failing to recognize antitrust risk is costly, as antitrust litigation is expensive, time-consuming, and can subject you and Suffolk to significant penalties and fines (including criminal penalties). Any conduct that frustrates or prevents free and open competition is prohibited. Strict adherence to this philosophy, and the applicable Anti Trust Laws (e.g., the Sherman Act, Clayton Act and FCC Act) is required. Consistent with this philosophy, Suffolk requires employees to conduct themselves consistent with the aforementioned principles, which may include, but is not limited to:

- Suffolk prohibits any bid or proposal practices by its employees and/or entities with whom it contracts that in any way seek to, or do in fact, fix prices or engage in conduct known as "bid rigging." Employees may not agree with another individual or entity to charge the same prices, to use the same pricing methods, to allocate services, customers, contracts or territories among themselves, to boycott or refuse to do business with a provider, vendor, payer or any other third party, or to refrain from the sale or marketing of, or limit the supply of, particular products or services.
- Employees may not condition a sale of Suffolk's services or products on a customer's agreement not to purchase the service or product of a competitor.

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

Doing business with the government, whether it be local, state or federal, carries with it the burden of ensuring that business practices are transparent and compliant with all applicable laws, regulations and contract requirements. Equally important is the acknowledgement that conduct or actions leading to even the appearance of impropriety may also result in adverse repercussions. As such, employees must take all necessary actions to ensure Suffolk's business conduct conforms to all applicable contract documents, and relevant laws, regulations and statutes governing contract relations.

## ***Procurement Integrity***

To ensure the integrity of the procurement process, all participants in bids or proposals for new work shall not engage in any conduct to procure new work that is not based on a *bona fide* and legitimate bid or proposal. Further, no one shall take any action to, or participate in, conduct amounting to "bid rigging" or collusion with other bidders or entities. Finally, no one acting on Suffolk's behalf shall make contact with a public entity in a way that leads Suffolk to

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have in fact, or to have the appearance of, an unfair competitive advantage not afforded to all other bidders. It is imperative that Suffolk conducts itself in a manner that ensures the integrity of the procurement process is not compromised.

## *False Claims Act*

At the heart of Suffolk's business integrity is the recognition that the work and all related transactions shall be performed consistent with the contract documents and applicable laws. As such, requesting compensation from the government for which Suffolk or any of its subcontractors is not entitled under the contract documents (or any applicable law) is strictly prohibited. No Suffolk employee or anyone acting on Suffolk's behalf (including subcontractors and consultants) shall knowingly submit a fraudulent claim for compensation of government funds. The term "knowingly" includes "willful blindness."

## *Truth in Negotiation Act*

All contract negotiations and business transactions (including changes) made or performed by Suffolk or on Suffolk's behalf with the U.S. Government shall be done in a manner such that communications and representations (including all cost and pricing statements) are complete, current, accurate and truthful.

## *Gifts and Entertainment*

Everyone at Suffolk, notwithstanding the role or level of responsibility, has an obligation to act responsibly while participating in or providing gifts and entertainment in the conduct of business. When conducting business with the government, you must be aware that the giving of gifts and entertainment is strictly regulated and in many cases is limited by, among other things, specific monetary values. Each person working for Suffolk, or on its behalf, has an obligation to ensure that its activities are not deemed (or perceived) to be an attempt to improperly influence a government party with whom we want to contract (or have already contracted). It is also important to recognize that that each public agency also has its own strict standards on acceptance of gifts and receipt of entertainment. When conducting business with the government, you must follow not only Suffolk's policy above, but you must ensure you do not act inconsistently with the agency's policy of receipt of gift and entertainment.

## *Anti-Kickback Act*

Suffolk employees are prohibited from providing or attempting to provide any kickbacks, and from soliciting, accepting or attempting to accept any kickbacks. Also, directly or indirectly including the amount of any kickback in the contract price charged to the government is also prohibited. Kickbacks include any money, fees, commission, credit, gift, gratuity, thing of value, or compensation of any kind. The act also provides that the inclusion of kickback amounts in contract prices is prohibited conduct in itself.

## *Disadvantaged Business Enterprise ("DBE") Law and Compliance*

Suffolk is committed to promoting and increasing maximum practical participation of disadvantaged business enterprises in all its purchasing and contract business. Administration of this DBE outreach, including applicable reporting, shall be accurate and consistent with our internal policies and procedures. Employees must take all necessary actions to ensure Suffolk's business conduct conforms to all applicable contract documents as well as all relevant laws, regulations and statutes regarding DBE laws.

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## ISSUES THAT ARISE ON EMPLOYEE'S OWN TIME

### *Accurate Records and Reporting*

Suffolk is committed to keeping books, records and accounts that accurately and fairly reflect all transactions and other events related to its finances. All accounting records, sales reports, expense accounts, invoices, purchase orders, and other documents must accurately and clearly represent the relevant facts and the true nature of transactions. Reports and other documents should state all material facts of a transaction and not omit any information that would be relevant in interpreting such report or document. Under no circumstance may there be any unrecorded liability or fund (regardless of the purpose of such liability or fund) or any improper or inaccurate entry knowingly made or omitted on Suffolk's books or records. No payment on behalf of Suffolk may be approved or made with the intention or awareness that any part of the payment will be used for a purpose other than what is described by the documentation supporting the payment. Similarly, intentional accounting misclassifications and improper acceleration or deferral of expenses or revenues are unacceptable reporting practices and are expressly prohibited. Employees are expected to be familiar with, and adhere strictly to, this policy.

### *Conflict of Interest*

It is important for everyone at Suffolk to recognize that there may be conduct in one's private life that may have a negative impact on Suffolk. Specifically, employees are expected to take all reasonable care to prevent private interests from affecting your ability to act objectively in the best interest of Suffolk. Conduct that will not be condoned includes:

- Accepting employment or engaging in any work that creates a conflict of interest with Suffolk or compromises the work an employee performs (e.g., competing with Suffolk while employed with Suffolk).
- Using Suffolk's time and assets for personal benefit and gain.
- Soliciting gifts or free services from those with whom Suffolk does or may do business (e.g., contractors, consultants, suppliers or similar business contacts)
- Accepting services from those with whom Suffolk does or may do business, unless the value of service(s) is less than \$250 in aggregate within any one year period and does not create any obligation on you.
- Accepting gift items of any value from those with whom Suffolk does or may do business, unless all of the conditions below are met:
  - gift is not a gratuity of cash or gift cards redeemable for cash;
  - the receipt of the item does not create any obligation on you, as the receiver; and
  - the item is customary and does not create the appearance of impropriety (e.g., item is not excessive or extravagant).
- Conducting a significant amount of business on Suffolk's behalf with an outside entity, if an immediate family member is a principal or officer of such entity, or is an employee of such entity who will play a significant role in the business performed between Suffolk and such entity, without prior approval of the Chief Executive Officer.
- Serving, or having an immediate family member who serves, as a director or officer or in another management or consulting capacity of any actual competitor of Suffolk, without prior approval of the Chief Executive Officer.
- Diverting a business opportunity from Suffolk to your own benefit. If you become aware of an opportunity to acquire or profit from a business opportunity or investment in which Suffolk is or may become involved, or in which Suffolk may have an existing interest, you should disclose the relevant facts to the Chief Executive Officer, and may take advantage of such opportunity only if Suffolk is unwilling or unable to take advantage of such opportunity.

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## *Use of Company's Assets or Email*

Use of company assets, including email and the internet, shall be for company use only, and shall always be used in a responsible, professional manner consistent with the Technology Policy as set forth in the Employee Handbook. Further, use of email and internet shall always be consistent with all applicable laws and Suffolk policies regarding the same (e.g., transmission of discriminatory or harassing information is strictly prohibited).

## SUSPECTED VIOLATIONS OF THE CODE OF BUSINESS ETHICS

### *Creating A Culture Of Open And Honest Communication*

Everyone should feel comfortable to speak his or her mind, particularly with respect to concerns about ethical behavior and compliance with this Code. We have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions to their peers or managers. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing.

To make our Code of Business Ethics successful, we must be responsible for promptly addressing questions or concerns raised by employees and for taking the appropriate steps to deal with any potential violations.

### *Questions / Violation Reports*

If you have any questions about whether any act, or omission to act, violates any ethical, legal or Code of Business Ethics standards, or you suspect that a violation of the same will occur or has already occurred, please immediately take one of the following steps:

1. *Address the question or conduct immediately, and document the same.* If the questionable conduct (or individual performing the questionable act) falls within your scope of management responsibility, and you feel comfortable addressing it directly, please take all immediate actions to resolve the issue, and document the same. Please send a copy of this report to the Corporate Compliance Officer.
2. *Report to Supervisor, Legal or CCO.* If you do not feel comfortable addressing the issue directly, or if you have a question about the Code, please either contact your immediate Supervisor, the Corporate Compliance Officer, or General Counsel in your business area.
3. *Confidential Reporting to Hotline.*
  - a. **Telephone Hotline.** If you want to make a report confidentially, please use **Suffolk's Compliance Hotline at 1-800-683-6202.**
  - b. **Web-Based Reporting.** Confidential reporting is also available via Suffolk's Internet and Intranet sites. Please following links for Corporate Compliance Program and utilize the Web-based hotline link for reporting.

**The Compliance Hotline** is available 24 hours a day, 7 days a week. This hotline provides a safe and confidential place to ask compliance and ethics questions and/or report suspected violations of the same. Questions or reports can be submitted anonymously, without fear of retribution.

### *No Retaliation*

As stated above, this Code is consistent with Suffolk's core values of passion, integrity, hard work and professionalism. Accordingly, Suffolk will not retaliate, and expressly prohibits any of its employees or agents from retaliating against an employee who in good faith reports a suspected violation of this Code, or state/federal law or in good faith raises issues or concerns regarding Suffolk's operations, pursuant to the guidelines set forth above.

## SUFFOLK'S COMPLIANCE HOTLINE: 1-800-683-6202