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**Human Resources Policy Manual**

**LETTER FROM THE PRESIDENT**

Dear Webber Employees:

Webber, LLC has a long-established reputation for honesty and integrity in business dealings as a result of our continued lawful and ethical behavior as a company. This reputation is a source of pride for us as well as one of our greatest assets because it instills the necessary trust and confidence by our customers, subcontractors, suppliers, and the overall community in which we operate. At Webber, we remain committed to the highest standards of business ethics.

In order to maintain our commitment to honesty and integrity, we have established a Code of Ethical Conduct and Company Compliance Program. The Code of Ethical Conduct ("Code") is intended to identify the conduct our employees are expected follow when conducting business on behalf of our company., The Company Compliance Program ("Program") is intended to ensure that all employees are abiding by the Code. As an employee, you are expected to read both the Code and the Program and certify annually your commitment to complying fully with both.

To administer this Program, I have appointed Vice President of Human Resources as the Company Compliance Officer. Among other things, he will be responsible for implementing appropriate procedures and policies applicable to the Program, ensuring that each of you receive a copy of the Program, providing regular training on compliance with the Program, and ensuring effective and appropriate enforcement of the Program. As Vice President of Human Resources, Mitch Beckman reports directly to me and has my full support and attention. I am certain that our Officers, Directors, Managers and Supervisors will ensure that this Program receives full attention and that they and their team members will participate fully in the Program's implementation. Also, even though I have appointed the Vice President of Human Resources as the Company Compliance Officer, please know that I maintain an open door policy for any employee who has concerns regarding any company or employee practices.

I cannot emphasize strongly enough that Webber does not, and will not, tolerate unlawful or unethical behavior. Webber expects each employee to act in accordance with the laws and regulations that apply to our business and to not condone criminal or unethical behavior by others. Each of you is expected to alert Mitch Beckman of any information you may have concerning unlawful or unethical behavior by any of our employees, prime contractors, subcontractors, suppliers, or customers. Violation of this



## Code of Ethical Conduct Company Compliance Program

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Program, including failure to report a violation or other unlawful or unethical behavior, are grounds for a range of disciplinary actions, 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 operate.

Sincerely,

**Tim Creson**  
President/CEO  
Webber, LLC

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**Human Resources Policy Manual****STATEMENT OF POLICY**

It is Webber's policy to maintain the highest 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 Webber operates pursuant to this policy, we have established this Code of Ethical Conduct. The following general rules apply to the implementation of this Code of Ethical Conduct and Company Compliance Program:

1. All employees must comply with this Code of Ethical Conduct. Any officer, director, or employee who violates this Code is subject to discipline, which may include demotion or termination.
2. All employees have a duty to report any and 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 Company Compliance Officer.
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 them about this Code of Ethical Conduct and take all necessary steps to ensure compliance.
4. No employee has the authority to direct, participate in, approve, or tolerate any violation of this Code.
5. Any employee who has questions about the application of this Code should consult with the Company Compliance Officer.

**DEFINITIONS**

*Code of Ethical Conduct:* The written statement of acceptable behavior by Webber's officers, directors, and employees that ensures Webber operates according to the highest ethical standards.

*Code:* The Code of Ethical Conduct.

*Company:* refers to the Webber group of companies.

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*Company Compliance Officer:* The Company official designated by the President to be responsible for implementing and administering the Code of Ethical Conduct.

*Company Compliance Program:* The written procedures and policies used by Webber that are designed to ensure that all officers, directors, and employees are aware of the Code of Ethical Conduct and adhere to its standards. The Company Compliance Program is implemented and administered by the Company Compliance Officer.

*Employee:* Any person employed by Webber Companies, including Employees, Foremen, Managers, Officers, Directors, and persons authorized to act on behalf of the Company.

*Program:* Company Compliance Program.

**STANDARDS OF CONDUCT**

1. **Equal Employment and Nondiscrimination:** The continued success of our Company is dependent upon employing the most qualified people and establishing a work environment that is free of discrimination, harassment, intimidation or coercion related to race, color, religion, sex, age, national origin, disability, or sexual orientation. This policy extends to all phases of employment, including hiring, placement, promotion, transfer, compensation, benefits, training and the use of facilities. Webber is committed to complying with all applicable laws related to equal employment opportunities and to ensure that there is no unlawful discrimination by any officer, director, or employee. Webber is committed to a work environment in which everyone is treated with respect, trust, honesty, fairness, and dignity.
2. **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 create a potential conflict of interest, you should consult with the Company Compliance Officer. The following situations have a great potential for conflicts of interest:

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- a) **Outside Employment** - *As a matter of company policy, employees may pursue outside employment opportunities. However, such opportunities must not interfere with the employee's job responsibilities with the Company. Any outside employment that interferes with the employee's job responsibilities or conscientious performance of his or her duties are deemed to be a conflict of interest and are not permitted. Likewise, an employee's participation in civic, charitable, or professional organizations or activities that interferes with the employee's job responsibilities or conscientious performance of his or her job is deemed to be an impermissible conflict of interest. Additionally, employees may not use Company time or resources to further non-Company business. Employees also may not use the Company's name to lend weight or prestige to an outside activity without prior approval from authorized management. Prior to engaging in any outside employment activity or participating in any civic, charitable, or professional organization or activity that may give rise to an actual or potential conflict of interest, the employee must consult with the Company Compliance Officer and obtain express written approval.*
- b) **Personal Financial Interests** - *Employees should avoid personal financial interests that might be in conflict with the interests of 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; acquiring real estate or other property that the employee knows, or reasonably should know, is of interest to the Company. Such personal financial interests include those interests of not only the individual employee, but also those of the employee's spouse, children, parents, grandparents, siblings, and family in-law. If the employee knows, or reasonably should know, that a personal financial interest may be in conflict with the interests with the Company, the employee must first consult with the Company Compliance Officer and obtain express written approval.*
- c) **Employee Relationships** - *Employees who serve as officers or directors of the Company and those employees, who have direct or indirect responsibility for seeking contracts or oversight of contracts during execution on behalf of the Company, must disclose immediate family relationships (spouse, parents, children, aunts, uncles, and siblings) and personal business relationships with employees or representatives of the contracting entity. The disclosure shall be made to the Company Compliance Officer as soon as the employee is made aware of the pursuit of a contract with the contracting entity or upon award, as applicable. The Company Compliance Officer will disclose such relationship in writing to the contracting entity. Appropriate steps will be taken with the owner to address the potential conflict.*

**EMPLOYEE USE OF EQUIPMENT AND ASSETS**

Employees may not use company equipment for personal and non-business reasons and employees may not misappropriate company assets (cash, payments, or services).

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**Human Resources Policy Manual****DELEGATION OF AUTHORITY**

The Company will exercise due diligence in the hiring and performance evaluation of its employees and will evaluate an employee's history for illegal or unethical activities before substantial discretionary authority is delegated.

**GIFTS AND ENTERTAINMENT**

1. **Bribery and Kickbacks:** All forms of bribery and kickbacks are illegal and expressly prohibited. Any employee caught participating in such activity will be terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Company Compliance Officer will be disciplined and may also be terminated.
2. **Government Personnel:** Business meals and normal advertising token gifts are allowed when it is approved in advance by company executives, permitted by the engaging entity's policies or ethics code, and is conducted in the course of business.
3. **Non-Governmental Personnel:** 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. Therefore, regardless of the circumstances, the following rules apply:
  - a) *The Company Compliance Officer must approve the giving or receiving of all forms of gifts and entertainment above the value of \$95.00.*
  - b) *Money, in any form, must never be given, offered, solicited, or accepted.*
  - c) *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.*
  - d) *No employee may encourage or solicit gifts or entertainment of any kind from any individual or entity with whom the Company conducts business.*
  - e) *The Company Compliance Officer may authorize the expenditure of a non-monetary gift or entertainment with a value equal to or above \$25 in the aggregate for any calendar year to an individual or entity with whom the Company conducts business only if it is for a legitimate and identifiable business purpose.*
  - f) *Employees may receive non-monetary gifts or entertainment from those with whom the Company conducts business if such gifts or entertainment are reported to and approved by the Company Compliance Officer and are for a legitimate and identifiable business purpose.*

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- g) *The Company Compliance Officer may authorize an exception where a familial or personal relationship exists outside of the employee's business relationship with the non-governmental employee.*

**COMMUNICATIONS AND RECORDS**

All employees are expected to be familiar with, and conform to, the Company's document retention policy as well as the Company's recordkeeping and reporting procedures. 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.

**ANTITRUST POLICY**

Webber is fully committed to compliance with the antitrust laws designed to promote free and open competition in the marketplace by creating a fair and level playing field. Antitrust laws must be complied with strictly. The Sherman Act is the primary federal antitrust statute. Violation of the Sherman Act is a felony punishable by fines up to multiple millions of dollars for companies, and fines and/or imprisonment for individuals that are directly involved. Violations may subject the Company and/or the individual to suspension or debarment, as applicable. Collusion among competitors may also constitute violations of other federal felony statutes such as mail or wire fraud statute and the false statements statute. Common antitrust violations fall generally into three groups: 1) price fixing, 2) bid rigging, and 3) market division.

1. *Price Fixing:* Agreements between competitors to fix prices, establish or fix discounts, set price differentials, develop price lists, or establish credit limits are just some of the ways used to artificially "fix prices."
2. *Bid-Rigging:* Arrangements between bidders where competition is artificially restricted. Such schemes may involve *bid suppression* where certain bidders who would normally bid do not; *complimentary bidding* where an arrangement has been made for a competitor to submit a high bid; *bid rotation* where competitors "take turns" being low bidder; and *subcontracting schemes* where one competitor provides a subcontracting bid to another in exchange for not bidding the project.

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3. *Market Division:* This is a scheme between competitors that allocates customers and geographical territories in order to limit competition.

Great sensitivity is associated with business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters. Every employee should be generally aware of the antitrust laws and the level of responsibility borne by our Company leaders. Employees must never divulge any privileged information as to the Company's intentions regarding project bids. All employees that are actively involved in the bidding process along with Company officers are required to comply with the Company's Antitrust Policy.

**CLAIMS**

All requests or demands for payment made on behalf of Webber pursuant 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 billing extra time not spent working on a project, charging for materials not used in a project, or artificially inflating a claim in order to negotiate additional compensation from the customer. Any claims 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 of imprisonment, a fine, and restitution, and administrative liability through suspension or debarment. 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 Company Compliance Officer, will be subject to discipline, which may include termination.

- a) **Statements and Certifications:** *All statements, representations, and certifications made on behalf of Webber, 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, and restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid, then the Company and/or the individual may be subject to civil liability up to 3 times the amount claimed for payment.*
- b) *Additionally, employees are routinely required to certify that they and the Company are in compliance with various contractual provisions and regulatory requirements.*

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*Examples of common certifications include certifications pertaining to environmental, safety, personnel, and health matters, product quality and material certifications, and*

- c) *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.*

**TRAINING AND COMMUNICATING**

The Company Compliance Officer, in conjunction with the Human Resources Department or other individuals specified by the organization, is responsible for developing periodic training in ethics and in the Company Compliance Program that assures that the compliance standards and procedures are effectively communicated. All of the organization's employees will be required to participate in such training. The requirements of the Program will be disseminated to all employees in a language and in such a manner that is clearly understandable.

The Code and Program will be communicated to employees annually.

**REVIEWING OR AUDITING**

This Company Compliance Program will be reviewed annually by a Webber Executive Team. The following elements will be examined: 1) the Program is being updated; 2) the Program is being executed; 3) training occurs and is documented; 4) a reporting process exists; and 5) the handling and disposition of any alleged violations.

**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 in accordance with the **Ethics Compliance Reporting Process 10-20-FM-11**. 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 Company Compliance Monitor.

Any employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be subject to discipline, including up to demotion or dismissal. Any employee who fails to report known or suspected violations of this Code or other

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unlawful or unethical behavior shall be subject to appropriate disciplinary action, including termination.

The Company Compliance Officer will conduct a post-incident review of each violation to determine if modifications to the Company Compliance Program policies, procedures, or training are required to prevent future similar violations. Proposed modifications will be reviewed, at a minimum, during the annual review process and adopted as appropriate.

### REPORTING TO CLIENT

To the extent contractually required or deemed reasonable to do so by the Company, Webber will report to its client if the Company becomes aware of a conviction of a plea of guilty or *nolo contendere* to, a civil judgment for or a public admission to a crime or offense related to business by the Company; a debarment of the entity by the comptroller, another state agency, another state, or an agency of the federal government for a charge related to business integrity; or any behavior of the Company that seriously and directly affects the Company's responsibility to the client and that is also a violation of the law or the client's rules that relate to the Company's dealing with the client.

### CONSEQUENCES FOR VIOLATIONS

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

- a) *Reprimand.*
- b) *Loss of compensation, seniority, or promotional opportunities.*
- c) *Reduction in pay.*
- d) *Demotion.*
- e) *Suspension with or without pay.*
- f) *Discharge.*

Line management is responsible for the implementation of this policy as it relates to their employees. The Human Resources Department is responsible for developing, communicating, and monitoring this policy. The Director of Human Resources must approve all interpretations and exceptions to this policy. This policy is subject to revision at Management's discretion.



# Code of Ethical Conduct Company Compliance Program

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**See Employee Acknowledgement on next page.**

## **EMPLOYEE ACKNOWLEDGMENT**

I acknowledge that I have received, reviewed and understand Webber's Code of Ethical Conduct and Company Compliance Program. I agree to strictly comply with the Code and understand that I will be subject to disciplinary action if I violate the Code.

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

\_\_\_\_\_  
(Print Name)

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