

# Cantu Services, Inc.

## *Code of Business Ethics and Conduct*

*“Our core values start with a respect for all people and a commitment to conduct business with the highest degree of honesty and integrity. Good communication provides a basis for good ethics and good business. We expect everyone associated with Cantu to treat one another with courtesy, dignity, respect, and consideration. Likewise, it is the policy of Cantu to abide by the laws covering our work and to perform consistent with high ethical, moral, and legal principles. Accordingly, this policy will preserve Cantu’s reputation as an excellent corporate citizen and enhance our credibility and compliance.”*

Cantu Services, Inc., (Cantu), is very proud of its history and the high standards of excellence embodied by our operating principles. It is the policy of Cantu that our employees will personify these ideals in their endeavors both inside and outside our Company. The purpose of this *Code of Business Ethics and Conduct* (Code) is to inform you of the framework for Cantu’s business ethics and conduct. This Code communicates Cantu’s core values, culture, standards, responsibilities and expectations related to the performance of your duties. The following Code is intended to provide guidelines for the ethical, legal, professional and socially responsible behavior we value and expect of our employees. More detailed policies on certain topics exist in addition to this Code. Cantu expects your full cooperation and compliance with this Code and the guidance it provides.

### **I. CONDUCT BUSINESS WITH THE HIGHEST DEGREE OF INTEGRITY, HONESTY, IN CONFORMITY WITH THIS CODE AND IN COMPLIANCE WITH LAW.**

It is the policy of Cantu Services, Inc. to conduct business with the highest degree of integrity and honesty, in conformity with this Code and in compliance with governing law. This means all employees, managers, supervisors, directors, officers, vendors, subcontractors, partners, suppliers, distributors, agents, consultants and others employed by or working with Cantu are expected to comply with this policy.

Complying with the laws applicable to Cantu's operations means following the law as well as conducting all of our business operations so Cantu will continue to produce and receive acknowledgment as an honest corporate citizen with integrity who conducts business in accordance with the law. In addition to complying with laws governing Cantu's operations certain standards of ethics, honesty, truthfulness, allegiance and integrity are central to Cantu's business activities. This *Code of Business Ethics and Conduct* embodies Cantu's principles and standards of conduct so every employee, manager, supervisor, director, officer, customer, vendor, subcontractor, partner, supplier, agent, consultant or any other person or entity doing business with Cantu may become fully aware and acquainted with these core values and principles of Cantu's ethics and business conduct. If this Code prohibits conduct or an activity by you, it is meant that such conduct (or activity) is prohibited directly by you or indirectly through others.

## **II. CONSEQUENCES OF VIOLATIONS AND NONCOMPLIANCE.**

There are company, management, supervisory and individual obligations to comply with this Code. Any clear violation of applicable laws or noncompliance with this Code will subject Cantu personnel to disciplinary action, which may include such actions as a verbal and/or written reprimand, a probationary period, training and corrective action plan, suspension from the job, demotion or termination. The disciplinary action will depend on the nature and seriousness of the violation.

Additionally, disciplinary actions will be taken against any officer, manager or supervisor who causes, instigates, orders, approves or ignores violations of this Code. This means if you are a manager, supervisor or officer who has knowledge of improper conduct and you do not act promptly to report and correct the conduct, you are also subject to disciplinary action. Managers, supervisors and officers are responsible to ensure employees are informed about this Code and a failure to fulfill this responsibility will result in disciplinary action.

### **III. CANTU'S ETHICS OFFICER & ALTERNATE.**

An important part of complying with the Code is your duty to report in good faith violations and reasonably suspected violations of law and this Code. Every situation is not always clear. You are required to review and consult the Code as often as necessary to ensure you and your actions are in compliance with the Code. If a circumstance arises and you feel you need additional guidance, or have a question, contact your supervisor or Cantu's Ethics Officer/Alternate for assistance. The contact information for Cantu's Ethics Officer/Alternate is set forth below and is also made available to you online at [www.cantuservices.com](http://www.cantuservices.com):

Ethics Officer

Vicky Adkins

940-761-9720

[vadkins@cantuservices.com](mailto:vadkins@cantuservices.com)

Alternate

Robert Welch

940-761-9720

[rwelch@cantuservices.com](mailto:rwelch@cantuservices.com)

### **IV. WHEN THE CODE APPLIES.**

The Code also applies when establishing relationships with prime contractors, subcontractors, suppliers, partners, vendors, agents and consultants at any time. This Code applies at all phases of the bid and proposal process leading up to an award of a contract and thereafter, regardless of whether Cantu is successful in obtaining an award. This Code also applies during the time of a contract award, phase-in and transition. Similarly, this Code applies during the performance of a contract by Cantu, including all contracts awarded to others in which Cantu participates in any way. For example, Cantu could be the owner, prime contractor, a subcontractor, consultant or otherwise providing services to or for a prime contractor. This Code applies to all contract administration functions at the home offices, contract site offices and all locations where Cantu operates in any capacity. Finally, this Code applies to the close-out of a contract and after the expiration of a contract. In short, this Code applies at all times Cantu conducts its business.

### **V. PREVENTING, DETECTING AND REPORTING: AWARENESS OF CERTAIN LAWS.**

Cantu's culture is one that prevents, detects and reports improper conduct. With these cultural values of prevention and detection of improper conduct firmly in mind, Cantu makes a copy of this Code available to each employee engaged in performance of work on behalf of Cantu in connection with the performance of a contract with the United States Federal Government (Government) or any other government or private entity or person. Cantu endeavors to prevent and detect criminal and civil misconduct in connection with any award, performance or close-out of any contract or subcontract with or for the United States Federal Government or any other government or private entity or person.

If a submission, statement, proposal, quote or other document to the Government is false, misleading or incomplete, the result can be criminal and civil liability to Cantu, any persons involved and anyone who oversees the action. Cantu believes one of the very best ways to help prevent and detect criminal conduct, as well as other improper conduct, is to ensure that each employee of Cantu, and others who work on behalf of or for Cantu, are aware of and understand certain Federal criminal and civil laws. As such, Attachment A contains a brief summary of some, but not all, of the Federal criminal laws and a civil law that can potentially be violated in connection with the award, performance or close-out of a contract or subcontract with the United States Federal Government or any other government or private entity or person.

Cantu provides this summary so that employees and others who work for or on behalf of Cantu will be able to, (a) avoid and prevent criminal and other improper conduct, (b) recognize conduct that violates these laws, and (c) report suspected violations to Cantu's Ethics Officer/Alternate identified in Section III of this Code. Any such reports will be kept confidential to the extent consistent with the just administration of this Code. You will not be subject to any retaliation for making such a good faith report. Cantu requires you to timely report suspected violations of this Code, laws and improper conduct to your supervisor or the Cantu Ethics Officer. Keep in mind that Cantu is required, under certain circumstances, to make mandatory disclosures to the Federal Government. By way of example only, Cantu's requirement to disclose could be triggered if Cantu has credible evidence that, in connection with the award, performance, or closeout of a contract, a principal, employee, agent or subcontractor of Cantu has

committed, (a) a violation of the Federal (or possibly State) criminal laws of the type described below, (b) a violation of the Civil False Claims Act, or (c) a significant overpayment under a contract with the United States Federal Government. Accordingly, Cantu requires that you be aware of the laws in Attachment A. If you have questions about them, contact Cantu's Ethics Officer/Alternate. Then, should you become aware of suspected violations of these (or similar) laws or a significant overpayment, Cantu requires you to report the conduct or any overpayment to Cantu's Ethics Officer/Alternate immediately. In this way, Cantu will be in a position to review and investigate the matter; and if Cantu has credible evidence that such a violation has occurred, Cantu will be able to comply with its timely disclosure obligations under the law.

## **VI. PREVENT IMPROPER CONDUCT BY FOLLOWING THESE RULES.**

In addition to awareness of certain laws that will help you detect, prevent and report improper conduct, following Cantu's rules of conduct in this Code also emphasize prevention. The following rules are designed to assist you in preventing improper conduct. Plus, for each rule, you are obligated to report conduct that violates these rules.

### **A. Respectful, Inclusive & Secure Work Environment; Fostering Wellbeing & Growth.**

Cantu Services, Inc. is dedicated to treating all human beings with dignity and respect. Our culture is one of inclusiveness and welcoming others. Cantu's commitments are to promote individual wellbeing and help everyone grow and realize their potential. To achieve this, Cantu is committed to providing a secure work place and atmosphere. Bullying, intimidation and harassment in any form is strictly prohibited and will not be tolerated. Rudeness, disrespect, offensiveness, degrading another, hostility, inappropriate comments or jokes, unwelcome touching, improper gestures, sharing inappropriate images, slurs (such as racial, ethnic, religious, gender related etc.) are among the behaviors that are forbidden. Sexual harassment is strictly prohibited. Cantu expects you to fulfill your part in maintaining this environment. You fulfill these rules through

your conduct. You are also required to report the behavior of others you observe which is not in accordance with these standards.

**B. Work Shall Meet or Exceed Quality & Other Applicable Standards.**

Cantu Services, Inc. is committed to providing service that meets applicable law and all contractual requirements, applicable quality standards and Cantu's own quality standards. Listed below are the rules to be followed by Cantu's employees, managers, supervisors, officers, directors, shareholders and others employed or engaged by Cantu:

- (1) Cantu personnel shall perform their work so that it meets the quality standards required by the contract, regulations and/or Cantu's own standards.
- (2) The work done by Cantu personnel will be subjected to inspections and quality processes. Inspections can be done by Cantu, the Government and/or other entities.
- (3) Cantu personnel must perform work that meets or exceeds contract or other requirements and specifications.
- (4) Cantu personnel shall timely report to Cantu's Ethics Officer/Alternate instances of work that does meet or exceed contract requirements and specifications.

**C. Safety Rules Must be Followed.**

Cantu is firmly committed to creating, maintaining and providing a safe work environment. To create and keep a safe work place, Cantu personnel must follow these rules:

- (1) Cantu personnel shall perform all work in strict accordance with the safety rules and standards that apply to the work place.
- (2) Cantu personnel must always perform work in a safe manner. Part of this duty of safety comes from following applicable laws, regulations, contract provisions and industry standards at all times.
- (3) Unsafe conduct observed by Cantu personnel and injuries shall be reported to your immediate supervisor or manager.

**D. Conduct Related to Bids and Proposals Shall not Restrain Trade, Eliminate or Cause Unfair Competition, or be Collusive.**

Cantu is in constant competition. Cantu must compete with other contractors to win business. Likewise, there is constant competition by other subcontractors, suppliers and the like to obtain Cantu's business. Antitrust laws govern competition. Cantu's policy with regard to Antitrust laws and fair competition requires following the rules below:

- (1) Cantu personnel shall not consider, discuss or make an agreement with any competitors to fix or rotate prices;
- (2) Cantu personnel shall not consider, discuss or make an agreement with any competitors that relate to the terms or conditions of a contract or other transaction;
- (3) Cantu personnel shall not divide a market of business based on certain agency's markets, a geographic area, type of service or other category of a particular market;

- (4) Cantu personnel shall not consider, discuss or make an agreement to submit bids or proposals based on collusion;
- (5) Cantu personnel shall not make an agreement to boycott a supplier or customer;
- (6) Cantu personnel shall not participate in, or give the appearance of, bid rigging;
- (7) Cantu personnel shall not discuss any procurement or business relationship with any competitors or anyone outside of Cantu;
- (8) Cantu personnel shall report any suspected violation of antitrust laws to Cantu's Ethics Officer/Alternate;
- (9) Cantu personnel should not seek or gain access to our competitors' confidential business and financial information, proposals, bids or Trade Secrets;
- (10) Cantu personnel should never seek to or access the Government's source selection information or other Government protected sensitive information.

**D. Contract Negotiations must be Conducted with Honesty, Integrity and Accuracy.**

In negotiating contracts and modifications to contracts, follow these rules:

- (1) Cantu personnel shall be accurate and complete in verbal and written communications with the United States Government, other governments and private entities;
- (2) Cantu personnel shall neither prepare nor submit proposals, quotations or other documents containing false, incomplete or misleading information statements;
- (3) Supervisors and managers shall not condone such practices and will report suspected violations of these rules;
- (4) If you are involved in submitting "cost or pricing data" or "other than cost or pricing data" to the Government you must ensure that Cantu

submits current, accurate and complete data as required by the appropriate law or regulation.

- (5) Cantu personnel shall report any suspected violation of these rules to Cantu's Ethics Officer/Alternate.

**E. Charge Costs, Report Time Worked & Maintain Records with Honesty, Integrity, Accuracy, Truthfulness and in Accordance With Law.**

Cantu is devoted to recording and maintaining all of its written records and electronic records honestly, truthfully, accurately, in accordance with applicable law and contract requirements, and with complete integrity. These rules must be followed:

- (1) Cantu personnel shall keep their time cards as instructed. Time must be kept and reported accurately, timely and honestly;
- (2) If your work time is divided between different contracts, be sure to clearly show on your time card what hours apply to what contract;
- (3) Employees shall only sign their own time cards. Your supervisor is required to sign your time card if he or she verifies the contents and agrees that it is accurate. Employee and supervisor signatures are statements to Cantu that will be relied upon. As such, when you sign something, Cantu will take your signature to mean that the time card is honest, truthful and accurate.
- (4) If you work in the area of accumulating costs, be particularly careful to record costs accurately and allocate them to the proper account and/or contract for which they are incurred.
- (5) If you are working on a cost reimbursement contract, a claim, modification, or other situation where the cost principles from FAR Part 31 may apply, specific additional rules will apply and instructions must be obtained from Cantu's Ethics Officer/Alternate before incurring or compiling that information.
- (6) You are prohibited from destroying and deleting Cantu's documents, records or information unless you have express written authority and you

do so in accordance with Cantu's document/information retention rules. Cantu's records include but not limited to documents, images and other electronically stored data. The forms of these records include but are not limited to emails, papers, photographs, browsing history on your computer, disks, and separate drives. Only very limited few persons within Cantu will have the authority to perform any destruction or deletion. In some instances, there may be a hold on document and information destruction even though such destruction is timely in accordance with Cantu's rules. This type of hold may be instituted by Cantu for a variety of reasons including but not limited to during an investigation, a lawsuit or other inquiry.

(7) Cantu personnel shall report any suspected violation of these rules to Cantu's Ethics Officer/Alternate.

**F. Maintain Property and Financial Records Honestly, Accurately and with Integrity.**

All property, time, financial, and contract records of Cantu Services, Inc., and/or Cantu's customers shall be maintained in an accurate and auditable manner. Additionally, all property, time, financial, and contract records must be kept in strict accordance with applicable contract provisions. All records, files, documents, spreadsheets and computer entries related to Cantu financial matters must be established, kept and maintained consistent with generally accepted accounting principles and applicable federal government accounting rules. To ensure fulfillment of this requirement these are the rules that must be followed:

- (1) Cantu personnel will ensure that accounting entries are honest, truthful, accurate and made with integrity;
- (2) False or deceptive entries shall not occur.
- (3) When describing the nature or character of financial entries, Cantu personnel must do so with accuracy, honesty, truthfulness and integrity.
- (4) Cantu personnel are forbidden from establishing any bank account, fund or asset utilizing Cantu's resources.

- (5) Whenever preparing Cantu trip/expense reports, invoices, payroll or other document or record related to the business of Cantu, Cantu personnel shall ensure that such information is prepared with honesty, integrity, truthfulness and accuracy.
- (6) Cantu personnel shall honestly and accurately account for and administer all property in our possession, subject to our control or our responsibility, regardless of who owns such property.
- (7) Cantu personnel shall report any suspected violation of these rules to Cantu's Ethics Officer/Alternate.

**G. Equal Opportunity.**

It is Cantu's policy to provide equal employment opportunity to qualified individuals regardless of their race, color, religion, sex, national origin, age, protected veterans status or physical or mental handicap and to adhere to applicable regulations or laws. Cantu's equal opportunity policy applies to the employment relationship in such things as, including but not limited to:

- (1) Applying for a job with Cantu;
- (2) The beginning period of employment;
- (3) Advancement, assignments and promotions;
- (4) Transfers to another job in Cantu;
- (5) Job related training;
- (6) Compensation, wage, payment and/or salary procedures;
- (7) Other employee benefits and policies as set forth in Cantu's *Employee Handbook*, or otherwise applicable, to their performance of duties.

**H. Never Discuss or Approach Current or Former Federal Employees about Possible Employment or Other Business Relationship with Cantu Services, Inc.**

Never discuss with current or former Government employees possible employment or any other business relationship with Cantu Services, Inc. There

are many complex laws and regulations that apply to the contact, discussion, recruitment and employment of and business relationships with Government employees, former or current, military or civilian, in the private sector. Prior written approval to discuss possible employment with, make offers to or hire (as an employee or consultant) any current or former Government employee (military or civilian) must be obtained from Cantu's Ethics Officer/Alternate.

**I. Do Not Give or Accept Perks, Gifts, Gratuities and the Like.**

Cantu Services, Inc. has developed a good reputation by providing excellent services at competitive prices across many years. Cantu Services, Inc. does not engage in giving rewards, perks, gifts or things of value such as entertainment, meals, fees, money, gratuities, loans, transportation, or lodging or making charitable donations to or for the benefit of customers, partners or suppliers. Cantu calls these items "perks". Cantu personnel must follow these rules:

- (1) Cantu personnel should never offer any type of such "perk" to a customer, partner or supplier for purposes of obtaining favorable treatment or for the purpose of seeking to gain an improper advantage.
- (2) Cantu personnel should not do anything that gives the appearance of impropriety including, but not limited to, providing any customer, partner or supplier with gifts, advertising items, money, fee, commissions, credit, loans, gratuity or compensation of any kind. Cantu personnel must not make charitable contributions for, on behalf of or at the direction of customers, suppliers or partners. There are very narrow, specific exceptions to these rules. Therefore, before giving a "perk" such as a gift or an advertising item, written approval must be obtained through the Cantu's Ethics Officer/Alternate.
- (3) Cantu personnel who have authority to make purchases on behalf of Cantu must not accept gifts, meals, entertainment or any other "perks" from suppliers, subcontractors and the like.
- (4) Cantu personnel are prohibited from seeking, asking for or trying to obtain gifts, advertising items, meals, entertainment or any other "perks".
- (5) Cantu personnel are also prohibited from directly or indirectly giving, or trying to give, anything of value to an employee of a prime contractor or

higher tier subcontractor in order to obtain or reward favorable treatment in connection with a contract.

- (6) All payments outside of Cantu for travel and/or lodging expenses must be approved in advance by Cantu's Ethics Officer/Alternate.

**J. Rules Covering Relationships with Suppliers, Partners and Subcontractors of Cantu.**

Cantu's relationships with its suppliers, subcontractors, partners and other business associates are often times covered by numerous laws and regulations. As such, Cantu requires that you follow the rules listed below:

- (1) Do not enter into any business arrangement on behalf of Cantu Services, Inc. unless you have written authority to do so. Only certain Cantu personnel have the permission and authority to enter into subcontracts, purchase orders or any other business relationships.
- (2) If you do not have this permission, you are not allowed to obligate Cantu either inadvertently or on purpose. You cannot, on behalf of Cantu, make purchases, promises to buy things or sign agreements, subcontracts or purchase orders, unless you are specifically authorized to do so.
- (3) If you are a Cantu personnel authorized to conduct business with suppliers, subcontractors and the like, you shall act fairly and objectively and always with the best interest of Cantu Services, Inc. firmly in mind. Your actions must also be in accordance with applicable contract provisions for competition.
- (4) Cantu personnel are prohibited from accepting gifts or gratuities from potential or actual partners, suppliers or subcontractors. If you do receive a gift or gratuity, you must return it and report the event to the Cantu's Ethics Officer/Alternate. A gratuity is defined as "anything of value."
- (5) Cantu personnel are not to accept purely social entertainment from partners, suppliers, subcontractors and the like. Narrow exceptions may exist in certain circumstances. Therefore, before accepting social entertainment, you are required to obtain prior written approval from the Cantu Ethics Officer/Alternate.

- (6) Cantu personnel may not accept reimbursement for, or participate in, the following events by suppliers and/or subcontractors:
- a. Travel expenses;
  - b. Hotel expenses;
  - c. Consulting services or advice rendered;
  - d. Monetary loans;
  - e. Personal services;
  - f. Entering of contest;
  - g. Use of property belonging to said supplier or subcontractor, such as vehicle, aircraft, boat, condo, lake house, etc.;
  - h. Any other fees or cost.
- (7) Cantu personnel shall not accept any money, fee, commission, credit, gift, gratuity anything of value or compensation of any kind that is provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract.
- (8) If you are aware of any such violation, you must report it immediately to the Cantu's Ethics Officer/Alternate.

**K. All Communications and/or Work with Foreign Governments, Officials and Entities and non-U.S. Citizens must have Advance Approval.**

Special rules relate to doing business with foreign governments, officials and entities, and non-U.S. citizens. You must follow these rules:

- (1) Do not perform any work, service, or duties on behalf of Cantu Services, Inc for or with a foreign government, foreign official or entities including non-U.S. citizens without prior written authority and oversight from the Cantu's Ethics Officer/Alternate.
- (2) In exchange for favorable treatment or a favorable decision related to Cantu, do not promise, offer or provide any gifts, payments, products, providing services or anything of value to any foreign official, corporation, government, or activity, including non-U.S. citizens.

**L. Do Not Use Cantu Resources in Political Activities.**

While Cantu encourages Cantu personnel to participate in the political process and exercise their right to vote, Cantu's activities as a corporation are strictly governed by law. Accordingly, follow these rules:

- (1) Do not make political contributions or to other causes with funds of Cantu, the property of Cantu, services performed by Cantu or other assets belonging to Cantu.
- (2) Do not use Cantu's name, resources, your employee time, to help or promote a candidate for public office or elected official. For example, do not use Cantu personnel, Cantu's property, equipment, telephones, supplies, or offices to help someone running for public office or who has been elected to a public office.
- (3) No Cantu personnel will be reimbursed for their own personal political activities.

**M. Do Not Conduct Insider Trading.**

Do not directly or indirectly trade, buy or sell any stock, property or assets, on the basis of confidential business information you have acquired through your work with Cantu Services, Inc. regardless of whether such information was provided by Cantu Services, Inc. or another entity with which Cantu Services, Inc. has a relationship of trust.

**N. Safeguard Cantu's Proprietary, Confidential Information & Assets.**

You are prohibited from copying, removing and/or disclosing to any outside party, except as cleared and approved by Cantu's Ethics Officer/Alternate, any proprietary or confidential business, financial, personnel, or bid and proposal information, plans or information that you have acquired or had access to while associated with Cantu Services, Inc. This duty and agreement to safeguard Cantu's information is an express and ongoing condition of employment or the

business relationship. This ban on disclosing Cantu's information continues without end after the conclusion of your employment or business relationship because such information is property of Cantu.

**O. Do Not Try to Obtain or Access Government Sensitive Information.**

Cantu prohibits asking for, seeking, trying to obtain or have access to and/or receiving of any sensitive, secret and/or confidential internal Government information.

**P. Safeguard & Account for Property & Information with Honesty, Accuracy & Integrity.**

In Federal Government contracts, Cantu Services, Inc. often uses and has access to Government furnished property, information and equipment. In all types of business, Cantu uses its own property, proprietary information and equipment. Cantu may also use and have access to property, proprietary information and equipment of a partner, subcontractor or other company. Federal Government contracts have very specific requirements and obligations that govern the treatment, safeguarding, accountability and disposition of Government furnished property, information and equipment. Cantu employees working with Government, Cantu and other parties' property, proprietary information and equipment have a duty to safeguard and account for same. Cantu personnel must also fulfill all contractual, regulatory and Cantu policies pertaining to safeguarding, protecting, disposing, and accounting for property, proprietary information and equipment. You must ensure all obligations are met with honesty, integrity and accuracy. You must not misuse or misappropriate any party's property, proprietary information and equipment. Government forms, Cantu records or any other form of written accountability for these items of property must always be accurate and truthful. Cantu's proprietary information must be marked with the proper legend restricting its disclosure. You must not alter any legend restricting disclosure on any information belonging to the Government, another party or the Government. If any type of property, regardless of who owns such property, is stolen, misused, unaccounted for or otherwise broken or destroyed, you must contact Cantu's Ethics Officer/Alternate immediately.

**Q. Communication on Behalf of Cantu.**

Cantu is not only dedicated to truthful and accurate communications inside of Cantu but has the same commitment to communications outside of Cantu. To achieve this, only a very limited number of Cantu personnel are authorized to communicate to persons or entities outside of Cantu. This ensures good faith but inaccurate statements made by Cantu personnel who may not have all the facts do not result in violations of laws or in misleading information. Strictly avoid communications on behalf of Cantu unless you have received written authority from Cantu to communicate on its behalf. For example, do not make statements to the media, engage in public speaking on behalf of Cantu, post content on social media on behalf of Cantu or negotiate on behalf of Cantu.

## **R. Internet, Social Media & Telephones**

Cantu is dedicated to accurate, appropriate and lawful use of the internet and social media. Cantu expects all personnel to conduct themselves on the internet to include social media with the same dedication and good judgment. Additionally, online activity also presents security issues. Your conduct and content on the internet and social media can adversely impact Cantu. For example, hacking attempts have become common exposing companies' personnel privacy information, networks, and proprietary data. In some instances, companies' operations have been halted. As such, do not use the internet to visit questionable or inappropriate sites. Internet and social media should be used with extreme care, good judgment and should not include degradations, profanities and embarrassing content. Do not use the internet, to include social media, to disclose sensitive, confidential or proprietary data of Cantu, our customers, suppliers, partners or anyone else. Make clear when using social media that any opinions are your own so that you do not give the appearance you are speaking on behalf of Cantu. Personal use of the internet while working on systems belonging to our customers, partners and suppliers is always prohibited. Occasional, limited personal use of internet and telephone communications (internet, voice & text) on Cantu's systems (computers, networks, computers, telephones both mobile and land lines) is permitted as set forth in *Cantu's Employee Handbook*. You are obligated to report any violations of conduct contrary to this Code. To the extent allowed by law, Cantu has the right to monitor communications over Cantu's systems.

## **S. Participation in & Donations to Charities and Other Causes.**

Cantu is proud of its charitable contributions and support for various causes which improve health and wellbeing. Cantu also supports our personnel's support and participation in the charities and causes of their choosing. These activities should be on your own time and not interfere with your work at Cantu. You should not use Cantu's resources, your work time, Cantu's name or otherwise convey Cantu's support for your personal charities or causes. Should you wish Cantu to participate or support a cause, submit a written request with supporting rationale to the Ethics Officer/Alternate.

## **T. Privacy Information**

Cantu is committed to protecting and safeguarding personal information. Cantu employees who have access to personal information must never improperly divulge or misuse this information. Cantu employees who have access to personal information must take all reasonable measures to secure personal information.

## **U. Strictly Avoid Conflicts of Interest**

You have a duty to act in Cantu's best interest. Conflicts of interest may arise in relation to the personal interests of Cantu employees, directors, managers, supervisors, shareholders, officers and others employed by Cantu. It is Cantu's policy that these persons strictly avoid conflicts of interest that could diminish their loyalties, call into question their trustworthiness or influence the performance of their duties in their relationship with Cantu. Likewise, these persons should not act in such a way as to give the appearance of impropriety in the performance of their duties. Such conflicts of interest, or the appearance of such conflicts of interest, are required to be disclosed to Cantu's Ethics Officer/Alternate so that the potential conflict of interest may be considered, and to the extent necessary, resolved. Some obvious examples of this type of conflict of interest include employment by a competitor and holding a board membership in a competitor. If your spouse, child, mother, father, in-laws, aunts, uncles, nieces, nephews, cousins or other persons with whom you have a close personal relationship are employed by one of Cantu's competitors, a conflict of interest could also be present. Other examples include but are not limited to having a consulting relationship, ownership interest in or other form of personal or business relationship with a customer, provider or partner of Cantu. You are obligated to report all conflicts of interest and potential conflicts of interest to Cantu's Ethics Officer/Alternate.

A second category of conflict of interest can arise at the Cantu company level. This means, for example, that Cantu itself may be prevented from competing for particular contracts due to certain circumstances, conditions and factors. As a specific example, a company level conflict of interest can potentially be created where Cantu hires, or obtains proprietary information from, an employee who has had previous employment with one of Cantu's competitors. Cantu prohibits

previous employer's proprietary and confidential business information from being brought into, shared and/or disclosed to Cantu. Therefore, the determination of which business opportunities Cantu will pursue will be made by Cantu officers or other specifically authorized personnel in the business development section in conjunction with the Cantu Ethics Officer/Alternate. Similarly, the decisions related to consulting arrangements, subcontracting relationships, agency relationships, joint ventures, business connections and other similar types of relationships will be made only by the personnel employed by Cantu with pre-authorization in conjunction with Cantu's Ethics Officer/Alternate.

You also have a duty to devote your attention, efforts and energy during your performance of work for Cantu. Employment outside of Cantu which decreases your effectiveness in your work for Cantu can also be a conflict of interest. Discuss all outside employment with Cantu's Ethics Officer/Alternate in advance to ensure there will be no interference with or hampering of your work with Cantu.

Cantu requires that you observe the following rules:

- (1) Cantu personnel shall not create a conflict of interest by having any employment, consulting or other business relationship with a Cantu customer, competitor, subcontractor, supplier or other business associate.
- (2) Cantu personnel shall not directly or indirectly invest in, or have any financial interest in, any Cantu customer, competitor, contractor, supplier or other business associate unless you have prior written approval from the Cantu's Ethics Officer/Alternate.
- (3) Cantu personnel may also find themselves in an unacceptable conflict of interest through employment outside of Cantu or other business relationships. Employment outside of Cantu is to be avoided especially if the outside employment involves providing services substantially similar to those provided by Cantu Services, Inc. or which are under consideration for provision by Cantu Services, Inc.
- (4) If you desire to have outside employment or engage in other business relationships that could conflict with Cantu's business, you are required to seek approval in advance from Cantu's Ethics Officer/Alternate.

In addition, Cantu requires that all potential conflicts of interest be disclosed to the Cantu Ethics Officer/Alternate. Keep in mind that not every possible conflict of interest is listed in this Code. If you are uncertain as to whether a particular situation involves a potential conflict of interest, you are also required to disclose your suspicion of a potential conflict of interest to Cantu's Ethics Officer/Alternate and consult with that person to the extent necessary to resolve the matter.

#### **V. Employment by Cantu of Federal Employees**

Cantu prohibits its employees from (i) hiring any current or former government employee for either employment with Cantu or as a consultant, (ii) discussing possible employment, a business relationship or consulting arrangement with any current or former government employee, and (iii) offering employment or a consulting arrangement to any former government employee. Only very limited Cantu personnel will ever have this authority. Any pre-authorization must be in writing and will only be provided on and apply to a single relationship. For informational purposes only, before any contact or discussions about future employment or doing business takes place, Cantu requires that current and former government employees obtain ethics opinions where there was full disclosure to the Government Ethics Official. The ethics opinion must be submitted to and approved by the Cantu Ethics Officer/Alternate before contact and employment discussion may begin. Cantu employees, consultants or other business partners who are former government employees are required to ensure that ethics opinions from the United States government are approved by Cantu's Ethics Officer/Alternate prior to beginning work. The former government employee and Cantu (through Cantu's Ethics Officer/Alternate) will develop a plan for the employee's work in order to avoid and prevent improper conflicts of interest and the appearance of conflicts of interest violations. Employees who reasonably suspect conduct which conflicts with these rules are required to report such conduct to the Cantu's Ethics Officer/Alternate.

#### **VII. REPORTING VIOLATIONS & INVESTIGATIONS.**

Cantu Services, Inc. requires that you timely report any suspected violations of this *Code of Business Ethics and Conduct* or other improper conduct to your supervisor or Cantu's Ethics Officer/Alternate. Employees who work on U. S. Government contracts may also report suspected violations or irregularities to the

U. S. Government. The Cantu Ethics Officer/Alternate will provide you with point of contact information or place posters in the workplace to provide contact information. No retaliation of any kind will be taken against any employee because he or she reports in good faith a reasonably suspected violation of this Code or other improper conduct. Being so assured, you should not hesitate to contact Ethics Officer/Alternate when circumstance warrant. Such reports to Cantu shall be treated confidentially to the extent consistent with just enforcement of this Code. Enforcement of the Code may require disclosure of your identity to further an investigation or to comply with law.

In response to your timely report of a suspected violation of this Code, laws and/or improper conduct to your supervisor or the Cantu Ethics Officer or Alternate, Cantu will investigate your report. During the investigation, your duty is to cooperate, be truthful and to fully disclose all pertinent information. In addition, there may be a hold placed on all Cantu records (documents, papers, emails, photographs or other electronically stored data) to prevent their destruction and to preserve them. During litigation this is called a “Litigation Hold.” Cantu may have outside legal counsel or other persons conduct the investigation. Upon the conclusion of the investigation and to extent allowed by law Cantu will advise you of the resolution. In other instances you may simply observe corrective actions, new or re-training and other changes.

### **VIII. CONCLUSION.**

All Cantu Services, Inc. personnel have a duty to conduct business with the highest degree of honesty and integrity. Cantu’s success in business and reputation for honesty and integrity depend on the conduct of each employee. This Cantu Services, Inc. *Code of Business Ethics and Conduct* broadly outlines your major obligations. Be certain to read, understand, and adhere to this Code as you carry out your daily activities. This Code is neither a substitute for legal advice nor does it address every situation or law. For clarification or guidance on any point in the Code, please contact Cantu’s Ethics Officer/Alternate. Cantu’s Ethics Officer and Alternate are not attorneys and cannot give legal advice.

## ATTACHMENT A

### **AWARENESS OF CERTAIN LAWS SO THAT YOU MAY DETECT IMPROPER CONDUCT**

#### **A. Criminal Fraud.**

Generally speaking, the crime of fraud is committed when a person knowingly planned or participated in conduct or a scheme to defraud or obtain money or property through the use of false or fraudulent statements, representations or false or fraudulent pretenses. There are many specific laws that fall under the umbrella of “criminal fraud” that differ from one another based on: (i) the means by which the fraud is committed (i.e. Written Submissions, Mail/Wire Fraud), (ii) the dollar amount associated with the fraudulent conduct (i.e. Major Fraud), (iii) the role played by the person committing the offense (i.e. Major Fraud), and (iv) the vehicle used to commit the offense (i.e. False Claims, False Statements). You are prohibited from engaging in this conduct or even attempting to execute such a scheme. Cantu personnel are required to report suspected fraudulent conduct to the Cantu’s Ethics Officer/Alternate.

#### **B. Criminal False Claims.**

One of the more common criminal offenses that can occur in the world of Federal Government contracts is a violation of the False Claims Statute at 18 U.S.C. §287.

Very broadly speaking, a person commits an offense if he or she (i) knowingly makes or presents a claim to the United States Federal Government including a government agency, department, official or representative, (ii) which was false, fictitious or fraudulent when it was made. A violation of the criminal False Claims statute occurs in a variety of ways, including, but not limited to, knowingly submitting defective or nonconforming services, false or fake inspection results, property reports, invoices, and/or a false or fraudulent claim under the Contract Disputes Act (CDA). You are prohibited from submitting any claims to the Government whether such claims seek money or seek to avoid or excuse an obligation of Cantu. Only certain individuals within Cantu have authority to submit claims. Cantu’s employees are required to report conduct in

violation of the criminal False Claims Statute immediately to Cantu's Ethics Officer/Alternate.

### **C. Civil False Claims Act.**

The Civil False Claims Act (FCA) is a powerful and frequently used law against government contractors. 31 U.S.C. § 3729 lists a number of ways to violate the FCA:

- (1) You knowingly present, or cause to be presented, a false or fraudulent claim for payment or approval;
- (2) You knowingly make, use or cause to be made or used a false record or statement material to a false or fraudulent claim;
- (3) You conspire to commit a violation of the FCA;
- (4) You have possession, custody, or control of property or money used, or to be used, by the Government and knowingly deliver, or cause to be delivered, less than all of that money or property;
- (5) You authorize to make or deliver a document certifying receipt of property used, or to be used, by the Government and, intending to defraud the Government, make or deliver the receipt without completely knowing that the information in the receipt is true;
- (6) You knowingly buy or receive as a pledge of an obligation or debt, public property from an officer or employee of the Government, or a member of the Armed Forces, who lawfully may not sell or pledge the property;
- (7) You knowingly make, use or cause to be made or used, a false record or statement material to an obligation to pay or transmit money or property to the Government, or knowingly conceal and knowingly and improperly avoid or decrease an obligation to pay or transmit money or property to the Government.

“Knowingly” means that you simply knew the claim was false, fictitious or fraudulent when you presented the claim. “Knowingly” can also mean you presented the claim with reckless disregard for the truth or in deliberate ignorance of the truth or falsity of the claim. As such, to violate the civil False Claims Act,

a person need not have a specific intent to defraud the Government. Cantu employees are required to report conduct that violates or is reasonably suspected to violate the FCA to Cantu's Ethics Officer/Alternate.

**D. Criminal False Statements.**

In some cases, it is not even necessary to submit a claim or written document to the Government in order to commit a criminal offense. The criminal False Statements statute appears at 18 U.S.C. §1001. A person violates the criminal false Statements statute and commits a criminal offense when the following elements have occurred:

- (1) You make a false, fictitious or fraudulent statement or use a document knowing that it contains a false, fictitious or fraudulent statement or entry;
- (2) The false statement concerns a matter within the jurisdiction of a United States agency or department;
- (3) The statement is false, fictitious or fraudulent;
- (4) The statement is made willfully and with the knowledge that the statement is false, fictitious or fraudulent.

The word "willfully" only means you intended to make the statement. Accordingly, when making written or even verbal statements to a Government official, you must use extreme care that your statements are honest, accurate, truthful and made with integrity. Such statements may not be false or even misleading. Never falsify, conceal, cover up by trick, scheme or device a material fact. The employees of Cantu are expected and required to conduct themselves with the highest degree of honesty and integrity when dealing with Government officials as well as in all their work with Cantu. Cantu employees are also required to report conduct suspected of violating the criminal False Statements statute to the Cantu's Ethics Officer/Alternate.

**E. Conflicts of Interest.**

Violation of Federal criminal law involving a conflict of interest can arise at different levels and in different ways. First, be aware that current or former U. S. Government employees have many restrictions on their follow-on employment

in private industry, discussions about future employment and/or doing business with Cantu. Also be aware that your communications and appearances before a Government agency in connection with the award, performance and close-out of a contract are subject to rules. Past Government service, employment and participation in such matters are subject to regulation and law. Violations of these laws can rise to the level of criminal conduct and also be viewed as Cantu's conduct. Therefore, strictly avoid all actual conflicts of interest and even the appearances of conflicts of interest. Report all reasonably suspected violations to Cantu's Ethics Officer or Alternate.

**F. Bribery.**

18 U.S.C. §210(b) prohibits the giving and receiving of bribes. Very broadly speaking, a criminal bribery has occurred if a person corruptly gives, offers or promises anything of value to a Government official with specific intent to influence an official or induce the Government official to commit some fraud or violation of a specific duty. Likewise, it is a violation of federal criminal law for a government official to seek out or accept a bribe. It is not necessary for the bribe to actually be paid or that the thing of value be actually turned over to the Government official; it is sufficient the bribe was offered, requested or promised. Clearly, bribes in any form are strictly prohibited by Cantu. As with other improper conduct, Cantu's employees are required to report any such suspected violation to Cantu's Ethics Officer/Alternate.

**G. Illegal Gratuity.**

18 U.S.C. §201(c) prohibits all gifts and offers of gifts to Government officials for, or because of, an official act. In other words, either the offer or attempted offer or acceptance of anything of value for acts that Government officials would perform in any event constitutes a violation of the Federal criminal law that prohibits illegal gratuities. As such, any gift, even a modest one such as a lunch or dinner, which is given to a Government official for, or because of, an official act violates Federal criminal law. Therefore, all Cantu personnel are strictly prohibited from the offering of gifts, the solicitation or seeking of gifts and the giving of gifts to any Government official. As with other improper conduct, Cantu's employees are required to report any such conduct regarding gratuities to Cantu's Ethics Officer/Alternate.

## **H. Payment Clauses and Overpayments.**

There are payment clauses in Cantu's contracts, subcontracts and other agreements that may be related to the award, performance or close-out of a government contract. Payment clauses included either in a prime contract or flowed down to a subcontract include, but are not necessarily limited to, Federal Acquisition Regulation ("FAR") 52.212-4(i)(5), 52.232-25(d), and 52.232-1. Pursuant to these payment clauses, if a contractor becomes aware that the Government has overpaid on a contract financing or invoice payment, the contractor is under a mandatory obligation to remit the overpayment amount to the Government. Additionally, there may be other clauses not listed here. Further, returning overpayments is simply the right thing to do. Thus, employees of Cantu and others who work with Cantu are required to report to the Cantu Ethics Officer/Alternate any circumstances which make them aware that the Government has overpaid on a contract financing or invoice payment.

## **I. Procurement Integrity Violations.**

Per FAR Subpart 3.104, procurement integrity violations can happen in different ways. Contractor's employees and Government employees can both commit procurement integrity violations separately or together. First, Government officials are prohibited from seeking or accepting from a competing contractor future employment, a business opportunity, a bribe, a gift or a gratuity related to the award of a contract. In this regard, contractors must not provide offers of employment, business opportunities, bribes, gifts, or gratuities to Government officials directly or indirectly related to the award of a contract. Second, persons are prohibited from trying to obtain or obtaining or disclosing proprietary, confidential, financial and/or source selection information. Third, persons are prohibited from participating in negotiations leading to a contract award where that person on behalf of a competing contractor, participated substantially in the Government's conduct of the procurement within the last two years. Procurement integrity violations can result in criminal penalties of imprisonment and fines and/or civil and administrative penalties. Cantu's employees are required to report suspected and possible violations to Cantu's Ethics Officer/Alternate.

## **J. Kickbacks.**

Per FAR 3.502-2 the Anti-Kickback Act of 1986 was passed to deter subcontractors from making payments and prime contractors from accepting such payments for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contractor a subcontract relating to a prime contract. 41 U.S.C. chapter 87 entitled “Kickbacks” prohibits any person or business from providing, attempting to provide or offering to provide a kickback. Additionally, persons and businesses are prohibited from seeking, accepting, or attempting to accept, a kickback. Furthermore, persons and businesses are prohibited from including, directly or indirectly, the amount of any kickback in the contract price charged by a subcontractor to a prime contractor or a higher-tier subcontractor or in the contract price charged by a prime contractor to the United States. In this regard, the United States Federal Government believes the cost in dollars of an actual kickback is likely contained within a contract price charged by a subcontractor to a prime contractor or a higher tier subcontractor. Therefore, the Government firmly believes that it is paying for the kickback because it is ultimately included in the contract price charged by the prime contractor to the United States Federal Government. As such, it is the policy of Cantu that any suspected “possible” violations of the Kickbacks law be reported to the Cantu’s Ethics Officer/Alternate. If you work in the area of processing invoices and/or accounts payable on behalf of Cantu or if you work with subcontractors, it is also the policy of Cantu that you be watchful, honest, accurate and truthful when reviewing the procedures, paperwork, invoices, and payments in order to detect any such suspected violations. You are expected to report any such suspected violations to the Cantu’s Ethics Officer/Alternate.

## **K. Antitrust Violations.**

Conduct that tends to eliminate competition or restrain trade usually leads to excessive prices. These anti-competitive practices could result in criminal, civil, or administrative action against those persons involved in such conduct. Per FAR Subpart 3.3, anti-competitive practices include, but are not limited to, collusive bidding, follow-the-leader pricing, rotated low bids, collusive pricing, estimating

systems, and sharing of the business. Cantu requires personnel to strictly avoid such practices. Additionally, Cantu's employees are required to report activities that are suspected to violate antitrust laws to Cantu's Ethics Officer/Alternate.

**L. The Byrd Amendment and Lobbying.**

Broadly speaking, under the Byrd Amendment an awardee of a federal contract, grant, loan or cooperative agreement is forbidden from using appropriated funds to attempt to influence a Government officer or employee in connection with the a contract award or modification. 31 U.S.C. 1352(a)(1),(2). The Byrd Amendment coupled with its implementing regulations obligate offerors in procurements expected to exceed \$150,000.00 to file a disclosure and certification that identifies registrants under the Lobbying Disclosure Act who the offeror has paid from its own funds to make lobbying contacts on behalf of the offeror with respect to that procurement. The Byrd Amendment and its supporting regulations also require an offeror to certify that it has not used and will not use appropriated funds to influence, or attempt to influence a member of Congress, an employee of Congress, an officer of an agency or an employee of an agency in connection with awarding of any federal contract. 31 U.S.C. 1352(b). These rules apply to federal awards to individuals, companies, state and local governments, associations, groups and subcontractors. Very few persons, if any, will be authorized to act related to such matters. Therefore, never seek to influence Government personnel or lobby on behalf of Cantu. The FAR clause is 52.203-12 and the certification is in FAR 52.203-11. Cantu's employees are required to report activities that are reasonably suspected to violate these rules.