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**United Cleanup Oak Ridge LLC**

OWNER: General Counsel	PPD-GC-1003	REVISION: 2
SUBJECT MATTER AREA: Code of Business Conduct and Ethics	PREPARER: M. Bittle	Page 1 of 16
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This document is approved for public release per review by:

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<b>Revision</b>	<b>Effective Date</b>	<b>Description of Changes</b>	<b>Pages Affected</b>
2	9/20/22	Intent change. Removed Exhibit L requirement. Added annual requirement for review and acknowledgement of Form-2962, Code of Business Conduct and Ethics Acknowledgement. Administrative changes throughout the document.	1 15 5, 7, 8, 9, 10, 11, 15, 16
1	8/1/22	Non-intent change. Updated phone numbers in the UCOR Reporting subsection of Section 24.	16
0	7/25/22	Intent change. Replaces PPD-IA-1003. Updated logo and company name. Updated Section 12, Conflicts of Interest. Added new Section 13, Organizational Conflicts of Interest. Updated Ethics Officer reporting information and deleted anonymous fax line from Employee Concerns reporting information. Administrative changes throughout the document.	All

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## SECTION 1 PURPOSE

The purpose of this document is to establish the guidelines and principles by which employees of United Cleanup Oak Ridge LLC (UCOR or the Company) will conduct business within UCOR and with its subcontractors, clients, vendors, investors, coworkers, members of our community, and the government agencies that regulate our activities.

This Code of Business Conduct and Ethics (Code) reflects the business practices and principles of behavior that support UCOR's commitment to maintaining the highest standards of business conduct and ethics. UCOR expects every employee and officer to read and understand the Code. UCOR and its employees shall comply with all applicable laws governing its operations and conduct business according to the highest moral, legal, and ethical standards.

Officers, managers, and other supervisors shall develop in employees a sense of commitment to the letter and spirit of the Code. Supervisors are also expected to ensure all agents and subcontractors conform to Code standards when working for, or on behalf of, UCOR. Compliance by the supervisor and his or her employees will be a factor in evaluating the quality of that supervisor's performance. Nothing in the Code alters UCOR's at-will employment policy.

Being a contractor to the U.S. Department of Energy (DOE) brings UCOR under close scrutiny by government auditors and the public. With UCOR policies as a solid base, emphasis is being placed on providing awareness and training in business ethics and standards of conduct in the government contracting process, monitoring compliance with government requirements, and creating an atmosphere conducive to resolving potential problems.

The Code does not describe every practice or principle related to honest and ethical conduct. It addresses conduct that is particularly important to proper dealings with the people and entities with whom UCOR employees interact, including coworkers, clients, subcontractors, vendors, investors, government agencies, and members of the community. It also establishes UCOR's commitment to the highest ethical standards. Each employee is responsible for applying common sense and a high ethical standard in making business decisions where no guidelines exist in the Code or in UCOR's other policies and procedures. Unyielding personal integrity is the foundation of corporate integrity.

**Employees should not hesitate to ask questions about whether any conduct may violate the Code or to voice concerns or clarify gray areas.**

UCOR employees must report known or suspected violations of the Code to their supervisor, UCOR's Ethics Officer, or UCOR's Employee Concerns Program Manager. Violations of the Code will not be tolerated. Any employee who violates the standards in the Code may be subject to discipline which, depending on the nature of the violation and the employee's history, may range from a warning or a reprimand to termination and, in appropriate cases, civil legal action or referral for criminal prosecution. UCOR employees subject to discipline include: (1) individuals who authorize or participate directly in violations of the Code; (2) employees who have deliberately failed to report a violation as required by the Code; (3) employees who have deliberately withheld relevant and material information concerning a violation; (4) any violator's managerial superiors, if circumstances reflect inadequate supervision or lack of diligence; and (5) any individual who attempts to retaliate or encourages others to retaliate against an employee who reports a suspected violation.

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## **SECTION 2 SCOPE**

Compliance with the law, including applicable regulations, means following the law and conducting business in a manner that reflects positively on UCOR. Even where the law does not apply, applicable standards of ethics and morality require diligence and attention to good conduct and citizenship.

Employees and managers are not expected to be fully versed in every law affecting their responsibilities. However, all employees must have a working knowledge of permissible activities involved in their work and should seek guidance from the Ethics Officer concerning any matter in which a question exists.

Actions by members of employees' immediate families, significant others, or other persons who live in their households (referred to in the Code as "family members") may result in ethical issues if they involve UCOR business. For purposes of the Code, the term "family member" includes spouse, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, child, grandparent, grandparent-in-law, son-in-law, daughter-in-law, stepchild, stepparent, stepbrother, stepsister, or grandchild, as well as any other person residing in the same household as the employee. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to that employee.

The principles described in this Code apply to all personnel working on activities under the UCOR Contract 89303322DEM000067 with the DOE. Supply Chain will flow down to subcontractors a requirement to establish their own subcontractor code of conduct and ethics when required by the Federal Acquisition Regulations (FAR). Subcontractor codes should, at a minimum, meet industry standards or the standards demonstrated by this code. Subcontractors who do not have their own code of conduct and ethics can refer to this document as guidance for ethical behavior and for reporting known or suspected violations. Any UCOR or subcontractor employee can contact the Ethics Officer for assistance.

## **SECTION 3 REQUIREMENTS**

FAR 52.203-13, "Contractor Code of Business and Conduct," requires UCOR implement a written code of business ethics and conduct, make a copy of the Code available to each employee, exercise due diligence to prevent and detect criminal conduct, and otherwise promote an organizational culture that encourages ethical conduct and a commitment to compliance with the law.

UCOR shall notify the DOE Office of the Inspector General (OIG) and the DOE Contracting Officer whenever, in connection with the award, performance, or closeout of this contract or any subcontract thereunder, the Company has credible evidence that a principal, employee, agent, or subcontractor of the Company has committed: (a) a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or (b) a violation of the civil False Claims Act (31 U.S.C. §§ 3729-33). Refer to DOE O 221.1B for further requirements for reporting fraud, waste, and abuse to the Office of Inspector General.

UCOR will provide an ongoing business ethics awareness and compliance program. This program shall include reasonable steps to communicate annually, and in a practical manner, the Company's standards and procedures and other aspects of the Company's business ethics awareness and compliance program and internal control system. This communication shall be achieved by conducting effective training programs and otherwise disseminating information appropriate to an individual's respective roles and responsibilities.

The training conducted under this program shall be provided to the Company's principals and employees, and as appropriate, the Company's agents and subcontractors.

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#### **SECTION 4 RESPECT FOR PEOPLE AND NONDISCRIMINATION**

UCOR employees are critical to the Company’s success. UCOR’s policy is to treat employees with fairness and respect. UCOR is an equal opportunity employer and does not tolerate discrimination against applicants or employees based on race, color, religion, sex, pregnancy, age, marital status, national origin, sexual orientation, transgender status, citizenship status, or disability. UCOR prohibits discrimination in recruitment, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development.

UCOR is committed to providing an environment free from discrimination or harassment of any type and will not tolerate the use of discriminatory slurs; unwelcome or unsolicited sexual advances or harassment; or any other remarks, jokes, or conduct that creates or fosters an offensive or hostile work environment. Employees must act with respect and civility toward clients, coworkers, and outside firms.

#### **SECTION 5 HEALTH AND SAFETY**

UCOR strives to provide a safe and healthful work environment. Employees are expected to follow safety and health requirements and safe work practices. In support of UCOR’s Safety Conscious Work Environment, employees are encouraged and expected to promptly report accidents, injuries/illnesses, and any unsafe conditions without fear of retribution. The Safety Conscious Work Environment process fosters the free flow of information and encourages prompt resolution of safety issues, differing professional opinions, and employee concerns.

Violence, threats of violence, harassment, intimidation, or threatening behavior in our workplaces will not be tolerated. Any incident or report of violence will be taken seriously and dealt with promptly and appropriately. Employees must report to work in a condition to perform duties at their best, free from the influence of illegal drugs or alcohol. Employees are prohibited from using, possessing, distributing, dispensing, manufacturing, or being under the influence of illegal drugs and alcohol while on Company property or while performing Company business.

#### **SECTION 6 LEGAL COMPLIANCE**

Obedying the law, both in letter and in spirit, is the foundation of this Code. UCOR’s success depends on each employee operating within legal guidelines and cooperating with local, state, and federal authorities. Employees must understand the legal and regulatory requirements applicable to their business unit and area of responsibility. If employees have questions in the area of legal compliance, then they should seek answers from a member of the General Counsel.

Disregarding the law will not be tolerated. Violation of laws, rules, and regulations may subject an individual, as well as UCOR, to civil and/or criminal penalties. Employees should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. All employees should know and comply with UCOR’s legal and ethical obligations.

#### **SECTION 7 ENVIRONMENTAL COMPLIANCE**

Federal law imposes civil and sometimes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can be a criminal offense involving monetary fines and imprisonment. UCOR will comply with all applicable federal, state, and local environmental laws, regulations, and ordinances.

UCOR’s intent is to conduct business in an environmentally responsible manner that minimizes environmental impacts. UCOR is committed to minimizing and, if possible, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation, disposing of all waste through safe and responsible

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methods, minimizing environmental risks by employing safe technologies and operating procedures, and being prepared to respond appropriately to accidents and emergencies.

## **SECTION 8 INSIDER TRADING**

UCOR employees who come into possession of material non-public information concerning our parent entities, Amentum and Jacobs, must safeguard the information and not intentionally or inadvertently communicate it to any person, including family members and friends, unless the person has a need to know the information for legitimate business reasons. All non-public information about parent companies or about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is unethical and illegal. Employees must exercise the utmost care when handling material inside information. Employees who have questions in this area should contact the Ethics Officer or General Counsel.

If any employee has access to material non-public information relating to the parent companies, neither that person nor any related person or affiliate may buy or sell securities or engage in any other action to take advantage of, or pass onto others, that information. Transactions that may be necessary or justifiable for independent reasons, such as the need to raise money for an emergency expenditure, are no exception. Even the appearance of an improper transaction should be avoided.

## **SECTION 9 GOVERNMENT TRANSACTIONS**

All employees doing business with the government must comply with federal, state, and local laws. All employees dealing with the government must keep informed of changes in government procurement laws and regulations, as well as government enforcement standards and practices, and seek advice whenever a question exists regarding appropriate conduct. Failure to comply with applicable laws, regulations, and contract requirements may result in criminal, civil, contractual, and administrative penalties being assessed against UCOR and individual employees.

The government often imposes special accounting, administrative, billing and invoicing, product quality, inspection and testing, progress reporting, and performance obligations requirements. Each employee involved in performing government contracts must learn, understand, and fully comply with the requirements of the contracts they help to perform.

Employees are responsible for timely and accurate recording of charges. Whenever feasible, charges should be recorded as work is performed. At a minimum, time should be recorded daily. Supervisors are responsible for reviewing and approving all their employees’ time charging records and providing time charging education and training.

Financial records, cost reports, timecards, schedule reports, test and inspection records, technical reports, and progress reports created in connection with performance of government contracts and subcontracts must be accurate and complete. Products, services, and work performed for or delivered pursuant to government contracts and subcontracts must comply fully with all applicable specifications, standards, and contract requirements. Invoices submitted in connection with government contracts and subcontracts must accurately reflect the amount UCOR is entitled to receive at that time under the contract. Disclosures, representations, and certifications made in connection with government contracts and subcontracts must be accurate and complete and must not knowingly omit information in order to mislead or misinform.

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## **SECTION 10      PROCUREMENT INTEGRITY ACT**

The Procurement Integrity Act (41 USC § 423) (PIA) prohibits competing contractors from engaging in specific unethical behavior, such as offering a gratuity to a government procurement official, soliciting or receiving procurement-sensitive information from any agency employee, and discussing employment or other business opportunities with a procurement official.

The Truth in Negotiation Act (10 USC § 2306a) requires government contractors to certify that cost and pricing data in their proposals, bids, and other submittals are accurate, complete, and current.

Federal criminal and civil laws and regulations prohibit or restrict employment discussions with certain current government employees. These laws and regulations also prohibit permanently, or limit for certain periods of time, the type of work that may be performed by a former government employee. Because these laws and regulations change periodically, employees should consult General Counsel before responding to or initiating any contact with a government employee concerning present or future employment opportunities.

The PIA, implemented as FAR 3.104, places restrictions, limitations, and prohibitions on a broad range of activities associated with federal procurements and the personnel involved in the procurement process, including government contractor employees. The Act:

1. Prohibits the disclosure of contractor bid, proposal, or source selection information before the award of the contract to which the information relates.
2. Prohibits knowingly obtaining contractor bid, proposal, or source selection information before the award of the contract.
3. Requires procurement officers to report contacts by or with a competing contractor concerning possible employment.
4. Bans certain government personnel from accepting compensation from the contractor for one year.

Employees should consult the Ethics Officer or General Counsel to discuss additional details in those areas that may affect them personally.

## **SECTION 11      ANTITRUST**

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories, or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production, and inventory and, particularly with respect to federal government procurement, competitors' bid and proposal information and "source selection information," should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of whether the setting is business or social. Interactions with competitors, including social activities, must be conducted as if they were completely in the public view, because they may later be subject to probing examination and unfavorable interpretation.



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Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where UCOR does business can be difficult, and employees are urged to seek assistance from their supervisors or General Counsel whenever they have a question.

## SECTION 12 CONFLICTS OF INTEREST (COI)

UCOR employees should be free from influences that conflict with the best interests of the Company or that might interfere in any way with the performance of their duties as employees or deprive UCOR of their undivided loyalty. UCOR employees should also be free of influences that may compromise their judgment in connection with matters raised before the Board of Managers (Board) or a Committee of that Board or when otherwise acting on behalf of the Company. Such improper influences, referred to as Conflicts of Interest (COI), are prohibited unless specifically authorized as described below. Even the appearance of a COI can be damaging and should be avoided whenever possible.

Whether a COI exists or will exist can be unclear. If an employee has any questions about a potential COI or becomes aware of an actual or potential COI, he/she should discuss the matter with his/her supervisor or the Ethics Officer. Supervisors may not authorize nor waive disclosure of any COI. All potential COI should be forwarded to the Ethics Officer for determination of appropriate course of action. Mitigation plans for non-key personnel can be approved by the Ethics Officer and Level 1 Manager. In select cases involving key personnel, an actual or potential COI must be approved by the President & Chief Executive Officer and representative for the Board subject to a written mitigation plan. If the supervisor is involved in the potential or actual COI, then employees should discuss the matter directly with the Ethics Officer.

The Board is responsible for addressing any actual or potential COI that involves any executive officer or designated key personnel pursuant to such procedures as it may establish from time-to-time, and only the Board may waive the prohibition noted above with respect to any actual COI found to involve an executive officer or designated key personnel. Any waivers by the Board of the prohibition on COI noted above will be publicly disclosed if required by applicable laws and regulations.

If a COI cannot or will not be waived, then the situation will be corrected through means such as reassignment, re-organization, and/or possibly termination. If the potential COI involves outside employment and the COI cannot or will not be waived, then permission for the outside employment will be denied.

The Ethics Officer will ensure periodic training is conducted to ensure knowledge, understanding, and compliance with this document.

Factors that may be considered in evaluating a potential COI and whether the prohibition noted above on actual COI should be waived include:

- whether it may interfere with the employee's job performance, responsibilities, or morale;
- whether the employee has access to confidential information;
- whether it may interfere with the job performance, responsibilities, or morale of others within the organization;
- any potential adverse or beneficial impact on relationships with customers, suppliers, or other service providers;
- whether it would enhance or support a competitor's position;

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- the extent to which it would result in financial or other benefit (direct or indirect) to the employee, or involve an expectation of personal gain immediately or in the future, or result from a need to satisfy a prior or concurrent personal obligation;
- the extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, suppliers, or other service providers; and
- the extent to which it would appear improper to an outside observer.

The following are examples of situations that may, depending on the facts and circumstances, involve COI:

- Employment by (including consulting for) or service on the board of a competitor, customer, supplier, or other service provider. Activity that enhances or supports the position of a competitor to the detriment of UCOR is prohibited, including employment by or service on the board of a competitor while employed by UCOR. Employment by or service on the board of a customer or supplier or other service provider while employed by UCOR is generally discouraged. Employees must seek authorization in advance to take such action.
- Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with UCOR. In addition to the factors described above, persons evaluating ownership for COI will consider the size and nature of the investment, the nature of the relationship between the other entity and UCOR, the employee's access to confidential information, and the employee's ability to influence UCOR decisions. If employees would like to acquire a financial interest of that kind, then they must seek approval in advance.
- Soliciting or accepting gifts, favors, loans, or preferential treatment from any person or entity that does business or seeks to do business with UCOR. See Section 17 for further discussion of the issues involved in this type of conflict.
- Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with UCOR, except in compliance with all policies of UCOR relating to contributions and all applicable laws and regulations.
- Taking personal advantage of corporate opportunities. See Section 14 for further discussion of the issues involved in this type of conflict.
- Having another job without permission.
- Conducting UCOR business transactions with family members or a business in which an employee has a significant financial interest.
- Exercising supervisory or other authority on behalf of UCOR over a coworker who is also a family member. This includes UCOR employees, subcontractor employees, and parent company employees. The employee, their supervisor, or the Ethics Officer will consult with the Human Resources department to assess the potential COI and determine a path forward. See POL-UCOR-034, *Employee Relations*, for specific guidance on nepotism.
- Loans to, or guarantees of obligations of, employees or their family members by UCOR are of special concern and could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law and others may require approval by the Board or one of its committees.

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## **SECTION 13 ORGANIZATIONAL CONFLICTS OF INTEREST**

UCOR must ensure that it is unbiased with regards to any financial, contractual, organizational, or other interests which relate to the work under this contract and does not obtain any unfair competitive advantage over other parties by virtue of its performance of this contract.

If the Company, in the performance of this contract, obtains access to information, such as Department plans, policies, reports, studies, financial plans, internal data protected by the Privacy Act of 1974 (5 U.S.C. 552a), or data which has not been released or otherwise made available to the public, the Company agrees that without prior written approval of the Contracting Officer it shall not—

- use such information for any private purpose unless the information has been released or otherwise made available to the public;
- compete for work for the Department based on such information for a period of (6) months after either the completion of its contract or until such information is released or otherwise made available to the public, whichever is first;
- submit an unsolicited proposal to the Government which is based on such information until one year after such information is released or otherwise made available to the public; and
- release such information unless such information has previously been released or otherwise made available to the public by the Department.

In addition, employees agree that to the extent they receive or are given access to proprietary data, data protected by the Privacy Act of 1974 (5 U.S.C. 552a), or other confidential or privileged technical, business, or financial information under this contract, they shall treat such information in accordance with any restrictions imposed on such information.

The Ethics Officer will coordinate periodic Organizational COI training with all personnel to ensure up to date knowledge of all requirements.

## **SECTION 14 CORPORATE OPPORTUNITIES**

Employees may not take personal advantage of opportunities for UCOR that are presented to them or discovered by them as a result of their position with UCOR or through use of corporate property or information, unless authorized by the President & Chief Executive Officer or, in the case of executive officers or key personnel, the Board, as described in Section 12. Even opportunities that are acquired privately may be questionable if they are related to UCOR's existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to UCOR's lines of business must be pre-approved. Employees cannot use their position with UCOR or corporate property or information for improper personal gain nor can they compete with UCOR in any way.

## **SECTION 15 MAINTENANCE OF CORPORATE BOOKS; FINANCIAL INTEGRITY**

The integrity of UCOR's records and public disclosure depends on the validity, accuracy, and completeness of the information supporting the entries to UCOR's books of account. Therefore, government and corporate business records should be completed accurately and honestly. Making false or misleading entries, whether they relate to financial results or test results, is prohibited.

UCOR's records serve as a basis for managing the business and are important in meeting the obligations to customers, suppliers, creditors, employees, and others with whom UCOR does business. As a result, it is important

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that UCOR’s books, records, and accounts accurately and fairly reflect, in reasonable detail, the assets, liabilities, revenues, costs, and expenses, as well as all transactions and changes in assets and liabilities.

UCOR requires that:

- no entry be made in UCOR’s books and records that intentionally hides or disguises the nature of any transaction or liability or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in UCOR’s books and records;
- employees comply with UCOR’s system of internal controls;
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund; and
- each employee working on a government contract understands and follows all government accounting requirements which may apply to the employee’s area of responsibility, the reporting of labor costs, and proper charging of time worked.

UCOR cannot make any charge for labor, supplies, or other expense to any account or client except to the activity for which the charge is properly allocable. Any cost incurred on behalf of a department, work order, or contract must be charged to the department, work order, or contract irrespective of whether it is billable to the client.

UCOR’s accounting records are also relied upon to produce reports for our management, parent companies, creditors, and government agencies. In particular, UCOR relies upon accounting and other business and corporate records in preparing the periodic and current reports that UCOR files with DOE. DOE requires these reports provide full, fair, accurate, timely, and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide, or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure our financial disclosure is accurate and transparent and our reports contain all of the information about UCOR that would be important to enable stakeholders to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would cause UCOR’s financial records or financial disclosure to fail to comply with generally accepted accounting principles; the rules and regulations of DOE; or other applicable laws, rules, and regulations;
- all employees must cooperate fully with UCOR’s Internal Controls/Financial Compliance & Assessment Department, independent public accountants, and the OIG and must respond to their questions promptly and honestly and provide them with complete and accurate information to help ensure UCOR’s books, records, and reports filed are accurate and complete;
- if employees are requested to provide, review, or certify information in connection with UCOR’s disclosure controls and procedures, they must provide the requested information or otherwise respond in a full, accurate, and timely manner. Even in the absence of a specific request, employees should report any significant information they believe should be considered for disclosure in UCOR’s reports to DOE; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with DOE or the Office of Inspector General or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

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Any employee who becomes aware of any departure from these standards has a responsibility to report this knowledge promptly to a supervisor, the Ethics Officer, or one of the other compliance resources described in Section 24.

## **SECTION 16 FAIR DEALING**

UCOR strives to outperform competition fairly and honestly. Advantages over competitors are to be obtained through superior performance of products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if employees have questions about the legality of proposed information gathering, then they must consult their supervisor or the Ethics Officer, as further described in Section 21.

Employees are expected to deal fairly with UCOR’s customers, suppliers, employees, and anyone else with whom they have contact in the course of performing their jobs. Engaging in deceptive, unfair, or unethical practices and making misrepresentations in connection with sales activities are violations of the Code.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service, and reputation, and not on the receipt of special favors.

## **SECTION 17 GIFTS AND ENTERTAINMENT**

Business entertainment and gifts are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or facilitate approvals from government officials. Unless express permission is received from the President & Chief Executive Officer and the General Counsel, entertainment and gifts cannot be offered, provided, or accepted by any employee unless consistent with customary business practices and not (a) of greater than nominal or token value, (b) in cash, (c) consisting of travel or lodging, (d) susceptible of being construed as a bribe or kickback, or (e) in violation of any laws. Any gift that could create an obligation to the donor or recipient or influence the business relationship with the donor or recipient, should not be offered, provided, or accepted. Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. UCOR’s customers, suppliers, and the public at large should know that employees’ judgment will not be compromised.

Offering or giving any form of entertainment or gift to a U.S., state, or local government employee or a member of the armed forces is generally forbidden. FAR 3.101-2 states “As a rule, no Government employee may solicit or accept, directly or indirectly, any gratuity, gift, favor, entertainment, loan, or anything of monetary value from anyone who (a) has or is seeking to obtain Government business with the employee’s agency, (b) conducts activities that are regulated by the employee’s agency, (c) has interests that may be substantially affected by the performance or nonperformance of the employee’s official duties. Certain limited exceptions are authorized in agency regulations.” Any gift to or entertainment of government officials or employees must be in strict compliance with applicable laws and must be approved in advance by the General Counsel.

Federal laws forbid offering, soliciting, or accepting any kickback or including the amount of any kickback in a government or other contract. A kickback is any money, fee, commission, credit, gift, gratuity, item 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. Accepting a kickback from any employee, vendor, or subcontractor is grounds for immediate discharge and may result in criminal prosecution.

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## SECTION 18 POLITICAL CONTRIBUTIONS

An important part of UCOR’s business involves contracting with various federal, state, and local government entities. As such, to avoid even the appearance of impropriety, the Company does not make contributions, either in cash or in kind, to candidates for political office, political parties, or political action committees. Nor will the Company reimburse employees for contributions made individually.

Political activities must be conducted using the employee’s own time and resources. Employees should not display campaign literature, buttons, etc., in the workplace. No government funds obligated under the UCOR contract shall be used to influence congressional or agency activities.

## SECTION 19 PROTECTION AND PROPER USE OF GOVERNMENT ASSETS

All Company assets are government property. Employees are expected to protect these assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on UCOR’s contract performance. Property such as office supplies, computer equipment and software, records, customer information, UCOR names and trademarks, and physical plants and products are expected to be used only for legitimate business purposes, except for brief and infrequent personal use that does not create any additional expense to the government. Employees may not use UCOR’s corporate name, UCOR letterhead, or any brand name or trademark owned or associated with UCOR or either of its parent companies for personal purposes.

UCOR retains the right to access, review, monitor, and disclose any information transmitted, received, or stored using its electronic equipment, with or without an employee’s or third party’s knowledge, consent, or approval and in accordance with applicable law, and employees should have no expectation of privacy in connection with this equipment. Any misuse or suspected misuse of our assets must be immediately reported to a supervisor or the Ethics Officer.

## SECTION 20 GOVERNMENT RESOURCES

Resources are to be used for work-related purposes only. Employees are not permitted to play games on government computers, even on their own time. Personal use of government computers is not permitted, except under limited circumstances (e.g., approved college coursework or as defined in UCOR Directive DIR-UCOR-504, *Usage of Information Systems and Technology*). Exchange or sharing of software is not permitted. Employees should contact their manager and the Information Technology department for applicability and approval prior to loading any non-UCOR provided software on a government machine. UCOR employees are permitted to use email and government telephones for limited personal business.

## SECTION 21 CONFIDENTIALITY

One of UCOR’s most important assets is its confidential information. Employees who have received or have access to confidential information should keep this information confidential. Confidential information may include business, marketing, and service plans; financial information; engineering and manufacturing ideas and designs; databases; configuration of UCOR computer systems; customer lists; pricing strategies; personnel data; personally identifiable information pertaining to UCOR employees (e.g., salary, bonus, or performance-appraisal data), customers, or other individuals (e.g., names, addresses, telephone numbers, and social security numbers); and similar types of information provided to UCOR by customers, suppliers, and partners. This information may be protected by patent, trademark, copyright, and trade secret laws.

In addition, because UCOR interacts with other companies and organizations, there may be times when employees learn confidential information about other companies before that information has been made available to the public. Employees must treat this information in the same manner as they are required to treat UCOR confidential and

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proprietary information. A situation may exist where employees must treat as confidential the fact that UCOR has an interest in, or are involved with, another company.

Employees are expected to keep confidential all proprietary and non-public information unless and until that information is released to the public through approved channels. Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about UCOR or any other company learned in the course of employment here until that information is disclosed to the public through approved channels. This policy requires employees to refrain from discussing confidential or proprietary information with outsiders and even with other UCOR employees, unless those fellow employees have a legitimate need to know the information to perform their job duties. Employees who leave UCOR must safeguard and return confidential information in their possession. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

Employees should not inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks, and laptop computers, should be stored securely. Any computer or voicemail passwords should be carefully protected. If an employee has reason to believe that their password or the security of a UCOR technological resource has been compromised, they must change the password immediately and report the incident to their supervisor and the applicable system administrator.

Unauthorized posting or discussion of any information concerning UCOR’s business, information, or prospects on the Internet is prohibited. Employees may not discuss UCOR’s business, information, or prospects in any “chat room” or on any “blog,” regardless of whether they use their own name or a pseudonym. Employees should be cautious when discussing sensitive information in public places like elevators, airports, restaurants, and “quasi-public” areas within UCOR, such as cafeterias. All UCOR emails, voicemails, and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of UCOR, except when required for legitimate business purposes. Additionally, employees must not include sensitive or confidential information in any messages that are widely distributed or sent outside of UCOR unless using UCOR-approved security techniques.

When working with the government, employees must comply with government and UCOR security requirements and are obligated to prevent and report unauthorized access or dissemination of classified and sensitive unclassified material or information. UCOR employees must comply with provisions in its contract pertaining to government access to information.

If employees are handling information protected by any privacy policy published by UCOR, they must handle that information solely in accordance with the applicable policy.

Where searches and inspections are required in the interest of protecting UCOR’s assets, employee health and safety, national security, or the furtherance of this Code, UCOR’s managers and employees assigned to security duties are authorized to inspect and search at any time all items and areas controlled by UCOR.

**SECTION 22 MEDIA/PUBLIC DISCUSSIONS**

It is UCOR’s policy to disclose material information concerning UCOR to the public only through specific limited channels to avoid inappropriate publicity and to ensure all those with an interest in the Company will have equal access to information. All inquiries or calls from the press should be referred to the Communications Manager designated as the Company’s official spokesperson for these inquiries. Unless a specific exception has been made by the President & Chief Executive Officer, these designees are the only people who may communicate with the press on behalf of UCOR.

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## **SECTION 23 WAIVERS**

Any waiver of this Code for executive officers may be authorized only by the Board or a committee of the Board and will be disclosed to parent companies as required by applicable laws, rules, and regulations.

## **SECTION 24 COMPLIANCE RESOURCES AND REPORTING**

### **Resources**

UCOR provides a copy of this document to all employees during New Hire Orientation and requires written acknowledgement that they have received and understand this document via Form-2962, Code of Business Conduct and Ethics Acknowledgement, that is retained in the Human Resources employee file. All employees are required to review and acknowledge Form-2962, Code of Business Conduct and Ethics Acknowledgement, during their annual Ethics Training (LEARN Module 31329). This document is also available through the UCOR Forms and Procedures website as well as the UCOR Intranet homepage.

UCOR has implemented an Ethics Officer to facilitate compliance with this Code. The Ethics Officer coordinates ongoing ethics awareness training; maintains a confidential method for questions and/or concerns; and conducts independent investigations when necessary.

If employees encounter a situation or are considering a course of action and its appropriateness is unclear, then the matter should be discussed promptly with their supervisor or the Ethics Officer. Even the appearance of impropriety can be very damaging and should be avoided.

### **Reporting**

As employees of government contractors, all UCOR and subcontractor personnel are required to report actual or suspected violations of law, rule, or regulations when credible evidence exists that a principal, employee, agent, or subcontractor of UCOR has committed:

1. A violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the U. S. Code; or
2. A violation of the civil False Claims Act, found in Title 31 of the U. S. Code.

Employees are not expected to report allegations based on mere suspicion or speculation. When in doubt, contact the UCOR Ethics Officer or the DOE Office of Inspector General to determine if reporting is necessary.

Employees may report this information in multiple ways, including to their supervisor, the Ethics Officer, or directly to the OIG. Reporting concerns to the OIG Hotline will allow reporting of concerns confidentially. Contact with the Ethics Officer or the OIG will be kept confidential to the greatest extent possible.

UCOR will not tolerate retaliation or reprisal for reporting these concerns. Any allegation of reprisal action that is being taken or is threatened to be taken against an employee for making a complaint or disclosing a concern to a supervisor, manager, the OIG, or other authority should be reported immediately to the Ethics Officer, Employee Concerns Program Manager, or the OIG.



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**UCOR Reporting:**

- Ethics Officer: (865) 574-1850 or in person to 701 Scarboro, Room 244
- Employee Concerns: (859) 621-7632 or (888) 584-8329
- Employee Concerns Email: [ECPHotline@orcc.doe.gov](mailto:ECPHotline@orcc.doe.gov)

**Officer of Inspector General Reporting:**

- Phone: (800) 541-1625 or (202) 586-4073 (anonymous)
- Fax: (202) 586-4902
- Email: [ighotline@hq.doe.gov](mailto:ighotline@hq.doe.gov)
- Correspondence: U.S. Department of Energy  
Office of Inspector General  
ATTN: IG Hotline  
1000 Independence Avenue, SW  
Mail Stop 5D-031 Washington, DC 20585