

SAFELY BUILDING THE FUTURE TOGETHER



100% EMPLOYEE OWNED

ONE TEAM, ONE COMPANY

Code of Ethical Conduct and
Corporate Compliance Program
Version 1.2 January 2019

J.D. Abrams, L.P. 5811 Trade Center Dr. Bldg. #1
Austin, Texas 78744
(512) 322-4000

www.jdabrams.com

Table of Contents

- I. Letter from the President
- II. Statement of Policy
- III. Definitions
- IV. Standards of Conduct
 - A. Equal Employment and Nondiscrimination
 - A.1. Non-Harassment
 - B. Environmental Compliance
 - C. Safety & Health
 - D. Drugs & Alcohol
 - E. Conflicts of Interest
 - Outside Employment
 - Personal Financial Interests
 - F. Gifts, Entertainment, and Honoraria
 - Bribery & Kickbacks
 - Government Personnel
 - Non-Governmental Personnel
 - G. Communications & Records
 - Electronic Communication
 - H. Antitrust Policy
 - Price Fixing
 - Bid Rigging
 - Market Division
 - I. Claims
 - J. Statements & Certifications
 - K. Commitment to Disadvantaged Business Enterprises
 - L. Media Relations
 - M. Employer Obligations
 - N. Fraud Prevention
- V. Obligation to Report Violations & Cooperation
- VI. False Statements
- VII. Reporting Violations
- VIII. Consequences for Violations
- IX. Acknowledgment
- X. Corporate Compliance Program

J.D. ABRAMS, LP

Letter from the President

J.D. Abrams, L.P. (Abrams) has a long reputation for honesty, lawful and ethical behavior, and integrity in its business dealings. This reputation is a source of pride for us as well as one of our greatest assets because it instills the necessary trust and confidence in our Company by our customers, subcontractors, suppliers, and the overall community in which we work and live. Here at Abrams, we are committed to the highest standards of business ethics and conduct.

In order to provide direction and maintain our commitment to the ethical operation of our Company, we have established a Code of Ethical Conduct and Corporate Compliance Program. The Code of Ethical Conduct is intended to identify procedures employees are expected to follow whenever conducting business on behalf of this company. The Corporate Compliance Program is intended to ensure that all employees are abiding by the Code. As an employee, you are expected to read both the Code and the Program and certify annually your understanding of the policy as well as your commitment to comply these policies.

To administer this Program, I have appointed Kelly Gallagher, CFO, as our Corporate Compliance Officer (CCO). He may be reached at 512-322-4000. Among other things, he will be responsible for implementing appropriate procedures and policies for this Program, ensuring that each of you receive a copy of the Program, providing regular training on compliance with the Program, and ensuring effective and appropriate monitoring, oversight, auditing, response investigation, correction and enforcement of the

Program. Kelly Gallagher reports directly me and has my full support and attention. I expect our officers and managers to be responsible for supporting Kelly with the oversight and compliance with these standards and procedures, and give their full support, and attention to the program's implementation and continued use. Buy in and acceptance by all employees is essential to ensure this Program's continued success. Also, even though I have appointed Kelly Gallagher as the Corporate Compliance Officer, please know that I maintain an open-door policy for any employee and entities doing business with Abrams who have concerns about our Company or business practices.

I cannot stress strongly enough that Abrams does not, and will not, tolerate any form of unlawful or unethical behavior by any person or entity associated with it. At the very least, Abrams expects each of its employees to conduct themselves in accordance with the laws and regulations that apply to our business and not condone criminal or unethical behavior by others. Each of you is expected to alert Kelly Gallagher of any information you may have of any unlawful or unethical behavior by any of our employees, subcontractors, suppliers, or customers. Employees who report violations **will not** be subjected to retaliation in any form. Violation of this program, including failure to report a violation or other unlawful or unethical behavior, can be grounds for discipline, including termination.

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

We very much look forward to having you as a business partner and employee owner. At Abrams our core purpose is:

**Building Quality of Life,
Relationships, and
Meaningful Employee Ownership.**

We are confident that you will be a valuable asset to our team and support our program and core purpose.



Bill Duguay
President

J.D. ABRAMS, LP

Statement of our Policy

Our Policy can best be summarized as follows:

Abrams wants to maintain the highest ethical standards and comply with all applicable laws, rules and regulations. Our Employee Owners are expected to know and follow these general rules in carrying out their responsibilities on behalf of Abrams:

- Be honest in everything you say and do.
- Perform in a professional manner with all internal and external parties.
- Be fair with others; avoid acts of favoritism not based on merit.
- Avoid real or perceived conflicts of interest.
- Do not abuse your position with the company for personal gain.
- Do not give or receive gifts that imply an obligation in return.
- Protect and properly utilize assets of the company or clients.
- Do not knowingly violate or condone violations of laws, regulations or company policies.
- Give a fair day's work for a fair day's pay.
- Communicate concerns of ethical breaches.

General Statement of Policy

It is J.D. Abrams, LP (Abrams) policy to maintain the highest ethical standards and comply with all applicable laws, rules, regulations and contract requirements in support of our Core Purpose. We believe that adherence to this policy will ensure our continued success as well as earn and maintain the confidence of our customers as well as the community in which we live. In order to ensure Abrams operates pursuant to this policy, we have established this Code of Ethical Conduct and Corporate Compliance Program. The following general rules apply to the implementation of this Program:

1. All employees must comply with this Code of Ethical Conduct and Corporate Compliance Program. Any officer, director, or employee violating this Code is subject to discipline, which may include demotion or dismissal.
2. All employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone, including officers, directors, employees, agents, customers, subcontractors, suppliers, and prime contractors, to the Corporate Compliance Officer.
3. Retaliation is strictly prohibited. No employee will be subjected to retaliation for complying with this policy.
4. Employees in management positions are personally accountable for their own conduct and the conduct of those reporting to them. Each management employee is expected to inform those reporting to them about this Code of Conduct and take all necessary steps to ensure compliance with this Code.

5. No employee has the authority to direct, participate in, approve, or tolerate any violation of this Code by anyone. Managers will demonstrate appropriate care is being taken to avoid the delegation of substantial discretionary authority to individuals whom Abrams knows, or should know, have a propensity to engage in illegal activities.
6. This policy will be periodically reviewed with all employees, and continuing training on ethics and compliance will be held at least yearly with all Officers, Managers and Supervisors.
7. This Policy will be effectively communicated to all employees, and entities doing business with Abrams, and at the request of customers, or potential customers.
8. Reasonable steps will be taken to achieve compliance with this Policy and required procedure, by:
 - a. Using monitoring and auditing systems that are designed to reasonably detect noncompliance, and
 - b. Providing and publicizing a system for Abrams Employee's and Agents to report suspected noncompliance without fear of retaliation
9. No less than annually, the CCO will report to the Board of Directors on all ethics issues, including efforts to audit, provide feedback, and adequacy of the program to meet the needs of the Company.
10. Any employee who has questions about the application of this Code should consult with the CCO.

J.D. ABRAMS, LP

Definitions

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

Code: The Code of Ethical Conduct.

Corporate Compliance Officer (CCO): The company official designated by the President to be responsible for implementing and administering the Code of Ethical Conduct. In the case where there is no Corporate Compliance Officer, or the Corporate Compliance Officer is not available, the Company President will be responsible for implementing and administering the Code of Ethical Conduct.

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

Employee: Any person employed by J.D. Abrams, LP, including employees, foremen, managers, officers, directors, and persons authorized to act on behalf of the Company.

Program: Corporate Compliance Program.

Standards of Conduct

A. Equal Employment and Nondiscrimination

The continued success of our company is dependent upon employing the most qualified candidates and establishing a work environment that is free of discrimination, harassment, intimidation or coercion related to race, color, religion, sex, age, national origin, disability, or sexual orientation. This policy extends to all phases of employment, including hiring, placement, promotion, transfer, compensation, benefits, training and the use of facilities. Abrams is committed to complying with all applicable laws related to equal employment opportunities (EEO) and to ensure that there is no unlawful discrimination by any officer, director, or employee. Our Company is committed to a work environment in which everyone is treated with respect, trust, honesty, fairness, and dignity.

Any employees with questions or concerns about any type of discrimination in the workplace are encouraged to bring these issues to the attention of their immediate supervisor or the EEO Officer, Sandy Lindberg, at 512-322-4000. Employees can raise concerns and make reports without fear of reprisal. Anyone found to be engaging in any type of unlawful discrimination or retaliation will be subject to

disciplinary action, up to and including termination of employment.

A.1 Non-Harassment

J.D. Abrams, LP expressly prohibits any form of unlawful harassment of employees and co-workers based on race, color, religion, sex, age, national origin, disability, marital status, veteran status, equal pay, genetic information, or any other category protected by law.

Abrams expressly prohibits any form of harassment that interferes with the ability of any employee to perform his or her job duties. Any employee who harasses any other employee of this Company or who harasses or retaliates against any person reporting a violation is subject to discipline, up to and including immediate termination.

B.

Environmental Compliance Policy

J.D. Abrams, LP is committed to full compliance with all federal, state and local environmental laws, standards, and guidelines. Not only is environmental compliance legally necessary, but it is also an important component of our obligation to the community and our good reputation. It is essential that each employee involved with regulated air emissions, water discharges, hazardous materials, or other regulated pollutants know to comply with all applicable environmental laws and guidelines. No one at Abrams may participate in concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants. Any person who has reason to believe that there may have been violations of any aspect of Abrams environmental compliance policy shall report it immediately to the Vice President of Operations

without fear of reprisal. Moreover, in addition to compliance with all environmental laws and guidelines, Abrams is also committed to utilizing energy and materials in a manner that will minimize the impact on the environment. Abrams will also consider using recycled materials whenever feasible.

C. Safety & Health

Abrams considers employee safety and health as one of its highest priorities. Many of the job activities, products, and materials handled by our employees require strict adherence to safety procedures, rules and regulations. Each employee must be aware of the Company's safety program that incorporates all the applicable health and safety laws and guidelines and follow all applicable procedures. Also, supervisors are responsible for ensuring that all reasonable safeguards and precautions are taken in the workplace including ensuring compliance with the Company's procedures and guidelines, providing required training, promoting safe work practices, and the use of personal protective equipment. If any employee has any safety related concerns, he or she must report these concerns to the Safety Coordinator in your area before the end of the work shift. More detailed information is in our Employee Safety Handbook. Every employee is empowered to stop work.

D. Drugs and Alcohol

Abrams is firmly committed to providing its employees with a safe and productive work environment to the extent possible and promoting high standards of employee health. Accordingly, Abrams expects all its employees to report to work and be able to perform his or her duties productively and safely. Drug and alcohol abuse by employees is regarded as being unsafe by creating an increased risk to the safety of

themselves, their fellow employees, the general public, and is contrary to the Company's interests in providing a work place free of hazards. Therefore, drug and alcohol abuse will not be tolerated, and the company will take appropriate action to ensure compliance with our Drug-Free Workplace policy. Additionally, anyone caught using drugs or alcohol in the workplace will be subject to discipline, including termination. For additional information please refer to the Employee Manual under the Drug-Free Workplace Policy.

E. Conflicts of Interest

Employees must avoid situations in which their personal interests could conflict with, or even appear to conflict with, the interests of the Company. Conflicts of interest arise when an individual's position or responsibilities with the Company present an opportunity for personal gain of profit separate and apart from that individual's earnings from the Company or where the employee's interests are otherwise inconsistent with the interests of the Company. A conflict of interest may arise in any number of situations and it is impossible to describe each and every instance. As a general matter, if you think that any situation may be a potential conflict of interest, you should immediately consult with the Corporate Compliance Officer. However, the following situations have a great potential for conflicts of interest:

1. Outside Employment

As a matter of company policy, employees may pursue outside employment opportunities. However, such opportunities must not interfere with the employee's job responsibilities with the Company. Any outside employment that interferes with the employee's job responsibilities or conscientious performance of his or her duties are deemed to

be a conflict of interest and are not permitted. Likewise, an employee's participation in civic, charitable, professional organizations, or activities that interfere with the employee's job responsibilities or conscientious performance of his or her job is deemed to be an impermissible conflict of interest. Additionally, employees may not use company time or resources to further non- company business. Employees also may not use the Company's name to lend weight or prestige to an outside activity without prior approval from authorized management. Prior to engaging in any outside employment activity or participating in any civic, charitable, or professional organization or activity that may give rise to an actual or potential conflict of interest, the employee must consult with the Corporate Compliance Officer and obtain express written approval.

2. Personal Financial Interests

Employees should avoid personal financial interests that might be in conflict with the interests of the Company. Such interests may include, but are not limited to, the following: obtaining a financial or other beneficial interest in a supplier, customer, or competitor of the Company; directly or indirectly having a personal financial interest in any business transaction that may be adverse to the Company; acquiring real estate or other property that the employee knows, or reasonably should know, that is of interest to the Company. Such personal financial interests include those interests of not only the individual employee, but also those of the employee's spouse, children, parents, partners, significant other, members of the employee's household, grandparents, siblings and family in-law. If the employee knows, or reasonably should know, that a personal financial interest may be in conflict with the interests with the Company, the employee must first consult with the Corporate Compliance Officer and obtain express written approval.

F. Gifts, Entertainment and Honoraria

1. Bribery and Kickbacks

All forms of bribery and kickbacks are illegal and expressly prohibited. Any employee caught participating in such activity will be promptly terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance Officer will be disciplined.

2. Government Personnel

All forms of gifts and entertainment to or from government personnel (Federal, State, and local), including persons that may be acting for or on behalf of the government, are expressly prohibited. However, the Corporate Compliance Officer may authorize an exception where a familial or personal relationship exists outside of the employee's business relationship with the government employee.

3. Non-Governmental Personnel

Receiving or accepting gifts or entertainment in the business context is a particularly sensitive area and can be inappropriate, or even illegal, depending on the circumstances. For this reason, it is important that all employees be extra sensitive when it comes to giving or receiving gifts and entertainment from non-governmental personnel (as stated above, the giving or receiving of gifts from government personnel is prohibited). Therefore, regardless of the circumstances, the following rules apply:

- The CCO must approve the giving or receiving of all forms of gifts and entertainment.
- Money, in any form, is never given, offered, solicited, or accepted.
- No gift or entertainment may be given or received if it is, or could reasonably be construed to be, intended to influence an employee's behavior.
- No employee may encourage or solicit gifts or entertainment of any kind from any individual or entity with whom the Company conducts business.
- The CCO may authorize the expenditure of a non-monetary gift or entertainment with a value equal to or less than \$50.00 in the aggregate for any calendar year to an individual or entity with whom the Company conducts business only if it is for a legitimate and identifiable business purpose.
- Employees may receive a non-monetary gift or entertainment from an individual or entity with whom the Company conducts business with a value equal to or less than \$50.00 in the aggregate for any calendar year, provided that such gifts or entertainment are reported to and approved by the CCO and is for a legitimate and identifiable business purpose.

G. Communications and Records

All employees are expected to be familiar with, and conform to, the Company's document retention policy as well as the Company's recordkeeping and reporting procedures. Additionally, all Company and employee communications, correspondence, and records must be accurate, complete, and timely. The contents of any written communication must be legible and unambiguous. If, after making any

communication, correspondence, or record, the employee discovers that a mistake was made, then the employee must promptly take all steps as may be reasonably necessary to correct such mistake. Any employee who knowingly makes a false or misleading communication, correspondence, or record will be terminated.

G.1 Electronic Communication

Employees are only permitted to use electronic media for business-related reasons. Unauthorized personal use (including participation in chat rooms, Facebook, snapchat, twitter, Instagram, U-Tube, Picasa etc.) or personal browsing of the internet, any unauthorized access, and/or misuse of the Internet or Company computer systems is prohibited. Unauthorized use includes downloading or installing unapproved computer programs, streaming, accessing any inappropriate and/or pornographic websites, and such use of the Company's computer system will not be tolerated. You are not permitted to install any software on the Company's computer systems without prior approval from management and installation of personal use software is expressly prohibited. All Company policies, including the *Non-Harassment* policy, should be followed while using the Internet and the computer system. Only information necessary for the conduct of Company business is to be downloaded from the Internet and such communication is limited to internal Company use. Additionally, Company data may not be loaded or copied to any electronic device which constitutes personal property (e.g., laptop computers, flash drives or PDA's) without prior authorization from management. Installation, linking or synching of mass data storage devices to any computer, server, or network is expressly prohibited. There is no right of privacy while using Company electronic equipment or devices. J.D. Abrams reserves the right to monitor company issued phones and electric communication on company computer systems.

Disabling tracking or monitoring devices, or impeding actions of the IT Department are prohibited.

H. Antitrust Policy

Abrams is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. Not only does the customer benefit by getting the best product at the lowest price, but the Company also benefits by being able to compete on a fair level playing field with competitors. The antitrust laws are complex and must be complied with strictly. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters present problems of great sensitivity. It is therefore essential that every employee be generally aware of the antitrust laws and that all employees that are actively involved in the bidding process be familiar and trained on the Company's Antitrust Program.

Below is a general overview of the antitrust laws:

The Sherman Act is the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in other anticompetitive activity. Violation of the Sherman Act is a felony punishable by a fine of up to \$10 million for corporations, and a fine of up to \$350,000- or 3-years imprisonment (or both) for individuals and may subject the Company and/or the individual to suspension or debarment. In addition, collusion among competitors may constitute violations of the mail or wire fraud statute, the false statements statute, or other federal felony statutes. In addition to receiving a criminal sentence, a corporation or individual convicted of a Sherman Act violation may be ordered to make restitution to the victims for all overcharges. Victims of bid-rigging and

price-fixing conspiracies also may seek civil recovery of up to three times the amount of damages suffered. Most criminal antitrust prosecutions involve price fixing, bid rigging, or market division or allocation schemes. Under the law, price-fixing and bid-rigging schemes are per se violations of the Sherman Act. This means that where such a collusive scheme has been established, it cannot be justified under the law by arguments or evidence that, for example, the agreed-upon prices were reasonable, the agreement was necessary to prevent or eliminate price-cutting or ruinous competition, or the conspirators were merely trying to make sure that each got a fair share of the market.

1. Price-Fixing

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

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

2. Bid-Rigging

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

- a. *Bid Suppression*: In bid suppression schemes, one or more competitors who otherwise would be expected to bid, or who have previously bid, agree to refrain from bidding or withdraw a previously submitted bid so that the designated winning competitor's bid will be accepted.
- b. *Complementary Bidding*: Complementary bidding (also known as "cover" or "courtesy" bidding) occurs when some competitors agree to submit bids that either are too high to be accepted or contain special terms that will not be acceptable to the buyer. Such bids are not intended to secure the buyer's acceptance but are merely designed to give the appearance of genuine competitive bidding. Complementary bidding schemes are the most frequently occurring forms of bid rigging, and they defraud purchasers by creating the appearance of competition to conceal secretly inflated prices.
- c. *Bid Rotation*: In bid rotation schemes, all conspirators submit bids but take turns being the low bidder. The terms of the rotation may vary; for example, competitors may take turns on contracts according to the size of the contract, allocating equal amounts to each conspirator or allocating volumes that correspond to the size of each conspirator company. A strict bid rotation pattern defies the law of chance and suggests collusion is taking place.
- d. *Subcontracting*: Subcontracting arrangements can be part of a bid-rigging scheme. Competitors who agree not to bid or to submit a losing bid frequently receive subcontracts or

supply contracts in exchange from the successful low bidder. In some schemes, a low bidder will agree to withdraw its bid in favor of the next low bidder in exchange for a lucrative subcontract that divides the illegally obtained higher price between them.

3. Market Division

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

Compliance with the antitrust laws is a serious matter and, as explained above, violations could subject the Company to substantial civil and criminal liability. Accordingly, any employee who violates antitrust laws shall be terminated. Additionally, any employee who knows, or reasonably should know, that an antitrust violation has been, or will be, committed and fails to report it to the CCO will be subject to discipline, which may include termination.

I. Claims

All requests or demands for payment made on behalf of Abrams pursuant to any contract or business agreement shall truthfully and accurately reflect the value of the goods or

services provided. Under no circumstances may an employee make a false claim. Examples of false claims include billing extra time not spent working on a project, charging for materials not used in a project, or artificially inflating a claim in order to negotiate additional compensation from the customer. Any claims that are false fraudulent or otherwise deceitful may subject the company, and/or the individual making the claim, to civil liability up to 3 times the amount false claim for payment, criminal liability punishable by up to 5 years imprisonment, a fine, and restitution, and administrative liability through suspension or debarment. Accordingly, any employee who knowingly makes false claims shall be terminated. Additionally, any employee who knows, or reasonably should know, that another employee has submitted, or intends to submit, a false claim and fails to report it to the CCO, will be subject to discipline, which may include termination.

J. Statements & Certifications

All statements, representations, and certifications made on behalf of Abrams, whether written or oral, shall be accurate, truthful, and timely. Under no circumstances may an employee make a false or misleading statement, representation, or certification. Any statements that are false, fictitious, fraudulent, or contain materially false, fictitious, or fraudulent statements or entries, may subject the Company, and/or the individual making the statement, to criminal liability punishable by up to 5 years imprisonment, a fine, restitution, and administrative liability through suspension and debarment. In addition, if a false statement is used to get a claim paid, then the Company and/or the individual, may be subject to civil liability up to 3 times the amount claimed for payment.

Additionally, employees are routinely required to certify that they and the Company are following various contractual provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, personnel, and health matters, Prompt Pay, DBE performance, product quality and material certifications, and quality control and quality assurance testing certifications. Employees must be aware of the requirements applicable to their jobs and ensure that all certifications are accurate and that there is neither a material omission of fact or materially misleading statements. No employee is authorized to certify something on behalf of the Company unless qualified by training, licensure, Professional Certification, knowledge, or approval of the Company to act in this regard.

K. Commitment to Disadvantaged Business Enterprises

Abrams is committed to full compliance with government sponsored opportunity programs, such as the disadvantaged business enterprise (DBE) program and maximizing the opportunities of DBEs. Abrams will not discriminate on the basis of race, color, national origin, or sex in the hiring of suppliers or subcontractors and will foster an environment in which everyone is treated with respect, trust, honesty, fairness, and dignity. For each government-funded contract, Abrams will make good faith efforts to maximize the participation of DBEs in subcontracts and ensure that each DBE is performing a commercially useful function. A DBE is deemed to be performing a commercially useful function if the DBE is responsible for executing the work and

carrying out their responsibilities by actually performing, managing, and supervising the work. Abrams will engage with our Owners to verify CUF, to ensure our compliance.

L. Media Relations

Media relations are the responsibility of the Area Managers and spokespersons, and all statements to the media or responses to inquiries from the media shall be either handled as directed in our Crisis Manual. (Located in the Q Folder in the Crisis Manual Folder.) In the event the media inquiry is related to a pending or threatened legal matter, media communications should also be coordinated with the Area Manager or CCO. Any employee when asked for a statement by any member of the media should respond by explaining this policy and directing the inquirer to the Area Manager or the Corporate Office.

M. Employer Obligations

1. Perform regular and routine evaluations of the effectiveness of this policy and ensure the results are reviewed with Abrams's Management Team.
2. Conduct training of all employees for them to be knowledgeable about the content and operation of this Ethics Policy, and that they will exercise reasonable oversight with respect to the implementation and effectiveness of this compliance and ethics program.
3. Take reasonable steps to communicate periodically and in a practical manner its standards and procedures for compliance with this policy
4. Ensure this policy is promoted and enforced consistently throughout the organization

5. Adapt this policy as needed to comply with laws, ruling, findings and language required for contract compliance.
6. Ensure that this policy will include mechanisms that allow for anonymity and confidentiality for employees and agents who may report or seek guidance regarding potential or actual criminal conduct without fear of retaliation.

N. Fraud Prevention

Management is responsible for the detection and prevention of fraud, misappropriations, and other irregularities. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity. Any irregularity that is detected or suspected must be reported immediately to the CCO.

Obligation to Report Violations and Cooperation

Each employee must promptly report any known or suspected violation of this Code of Ethical Conduct and all other unlawful or unethical conduct to the Corporate Compliance Officer. Employees are obligated to report such known or suspected conduct without regard to the identity or position of the suspected offender. Any report made under this section will be protected to the maximum extent possible and any employee who makes a report will not be subject to any acts of retribution or retaliation or disciplinary action. Additionally, all employees must fully cooperate in any investigation of a suspected violation of this Code and fully cooperate with any request by the Corporate Compliance Officer.

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

False Statements

Anytime you communicate on behalf of the company, you must be truthful and accurate. This is especially true when communicating with any government official. This applies to oral as well as written communications. Any materially false, fraudulent or fictitious statement will subject the offending employee to potential criminal liability. One area that requires vigilance is signed certifications that Abrams must submit to the government. Federal contractors are required to submit various certifications to the government concerning their compliance with progress payment requirements, certified payrolls, socio-economic programs such as the Davis Bacon Act and affirmative action programs, the Buy America Act, and other federal laws. False statements in these certifications or other documents submitted to the government will subject the offending employee to criminal penalties and will have adverse consequences for Abrams. Before signing a certification that will be submitted to the government or an owner on a federally funded project, you must ensure that each and every representation is truthful and accurate. Each such certification must be reviewed and approved before submission by the supervisor of the person signing the certification.

Reporting Violations

Integrity is a personal responsibility. Employees who have information raising a reasonable suspicion that a violation of applicable laws, regulations or rules may have occurred, or who seek guidance as to an ethics or compliance issue or concern, should contact the CCO.

Questions and reports of suspected violations may be made anonymously and will be treated seriously and investigated thoroughly. Under no circumstances will Abrams tolerate retaliation against an employee who reports a suspected ethics violation. Anyone who attempts to retaliate against an employee will be subject to severe disciplinary action, including possible dismissal.

Contact Information:

Corporate Compliance Officer: Kelly Gallagher, CFO
5811 Trade Center Dr. Bldg. 1
Austin, Texas 78744
Phone: 512-322-4000
email: KGallagher@jdabrams.com

Consequences for Violations

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

- Reprimand
- Loss of seniority or promotional opportunities
- Reduction in pay
- Demotion
- Suspension with or without pay
- Termination

J.D. ABRAMS, LP

**Acknowledgement of Code Of Ethical Conduct And
Corporate Compliance Program**

I, the undersigned do certify that on this date I acknowledge that I have received my personal copy and have carefully reviewed and understand Abrams's Code of Ethics and Corporate Compliance Program. I understand both my responsibility to strictly comply with this Code and that I will be subject to disciplinary action up to and including termination if I violate the Code.

I understand that my performance will be evaluated according to my compliance with the standards of conduct and other provisions of this policy. I also understand that honesty and fair dealing are one of ABRAMS's most valuable assets, and as such, shall not be compromised by violations of policies. If I have any questions or concerns regarding ethical conduct, I will immediately follow one of the procedures set forth in the policy.

This form becomes part of the active employee's personnel file. Please indicate that you have received, read, been trained on, and will abide by this program, by signing your name, dating the attached acknowledgement, and returning this form promptly to your Area Office, or the Corporate office.

**Building Quality of Life,
Relationships and
Meaningful Employee Ownership**

Acknowledgement of Code Of Ethical Conduct And Corporate Compliance Program

Signature Page

Employee Number

Employee Name

Employee Signature

Company Representative Name

Company Representative Signature

Social Security Number (last four)

Date

J.D. ABRAMS, LP

Corporate Compliance Program

The Abrams Corporate Compliance Program is based on the following:

1. Understanding Client Expectations for Ethics Compliance
2. Abrams Internal Audit Process
3. Consistency with Investigations
4. Duty to train
5. 3rd party Audit Programs

1. Understanding Client Expectations for Ethics Compliance

The Company is responsible for knowing, understanding and following any Ethics Guidance documents our clients have in place that govern our contracts, agreements, and personal interactions.

From the time Abrams identifies an opportunity, continuing thru all points of project delivery, we need to be aware of their program and ensure we are compliant with its goals and requirements.

Client policies should be checked for updates at least annually. Any material changes need to be evaluated. If needed, our Employee Owners will be trained on the changes. The annual check will be done by the CCO or their delegate.

At each project kick off meeting, there will be an agenda item to discuss ethics, and the Clients policy. This training session will be documented in the project files.

For reference, these policies are available:

TXDOT:

<https://ftp.dot.state.tx.us/pub/txdot-info/ethics/ethics-policy-032813.pdf>

[https://texreg.sos.state.tx.us/public/readtac\\$ext.TacPage?sl=T&app=9&p_dir=P&p_rloc=192155&p_tloc=&p_ploc=1&g=3&p_tac=&ti=43&pt=1&ch=10&rl=6](https://texreg.sos.state.tx.us/public/readtac$ext.TacPage?sl=T&app=9&p_dir=P&p_rloc=192155&p_tloc=&p_ploc=1&g=3&p_tac=&ti=43&pt=1&ch=10&rl=6)

CRRMA:

https://crrma-production.s3.amazonaws.com/documents/files/000/000/095/original/CRRMA_-_Ethics_Compliance_Policy_%2812.16.09%29.pdf?1481141461

https://crrma-production.s3.amazonaws.com/documents/files/000/000/092/original/CRRMA_-_Conflict_Policy_-_Consultants_%28dated_03.19.09%29.pdf?1481141461

CTRMA:

https://www.mobilityauthority.com/upload/files/resources/26_Policy_Code_October_31,_2018.pdf

City of San Antonio

<https://www.sanantonio.gov/Portals/0/Files/Ethics/2018EthicsCode.pdf>

HCTRA:

<https://purchasing.harriscountytexas.gov/Pages/default.aspx>

2. Abrams Internal Audit Process

At least annually, the CCO or their designee will conduct an Internal Audit. The purpose of this is to evaluate the design, implementation, and effectiveness of our ethics Policy.

The Audit will confirm the plan has:

- a) Standards and procedures to prevent and detect criminal conduct;
- b) Managerial responsibility and President/CEO oversight;
- c) No authority given to people with a history of problems;
- d) Ongoing communication and training;
- e) Monitoring and auditing process components;
- f) Appropriate discipline;
- g) Consistent response to violations; and
- h) Periodic review to assess and modify the program accordingly
- i) Anonymous reporting capabilities

3. Consistency with our Investigations:

To provide continuity and fairness of any ethics complaint that is received, all complaints will follow a standard format, unless otherwise authorized by the President, and seconded by the Chief Compliance Officer. This shall include spot investigations, anonymous calls, whistleblowing calls or emails received internally or externally.

Any ethics call, email, whistleblowing or spot investigation shall be forwarded to the COO for logging and subsequent action. If the nature of the call is unknown or can't initially be determined, the correspondence shall still be sent to the COO for logging and action.

The following decision logic should be followed where a complaint/issue is raised, and the Company becomes aware:

Type of Concern	Investigated by	Reported to
HR, substance abuse, EEO, benefits, wrongful terminations	HRO	P, VPO, CCO
Safety	VPO	P, CCO
Insurance/Finance/Accounting/ESOP	CFO	P, CCO
Operations	VPO	P, CCO
Environmental	VPO	P, CCO
Owner related	P	CCO, VPO
All others	P	CCO, VPO

P: President; CFO: Chief Financial Officer; VPO: Vice President of Operations; CCO: Chief Compliance Officer; HR; Director of Human Resources

Complaint Investigation process:

Once a concern is made known to the Company, the CCO is responsible for logging the complaint and starting the investigative process following the notification guidelines shown above. This is necessary regardless of the method of initial contact, how we became aware of a concern, or any initial perception of severity or risk associated with the concern. Each investigation needs to include:

1. A plan of who is doing what before the investigation begins including:
 - A list of persons to be contacted
 - What the investigation will entail, subject to change as more information becomes known
2. A time line of completion of the various steps
3. A determination of the validity of the initial concern
4. Once the Action plan is approved by the CCO or the President, the investigator will follow thru with the completion of the action items and will document the process accordingly.
5. Upon completion of the investigation the findings will be submitted to the President for approval which should include:
 - Potential response to the initial person or entity who raised the concern, if known
 - Any corrective actions that may be needed to our policy, audit process or training
 - Any personnel actions that may be needed
 - Any steps the Company needs to make to protect its best interests
 - A lessons learned debrief

6. All data, correspondence, backups, notes, statements, pictures and other pertinent materials will be assembled into an electronic folder and maintained by the CCO
7. The ethics log will be updated when the item is closed

4. Abrams Duty to train

All Abrams employees will be trained on this policy at the time of their initial hire or rehire, and two times per year thereafter in conjunction with our EEO refreshers. Our policy will be made part of subcontracts and purchase orders.

5. 3rd Party Audit Programs

Abrams regularly solicits 3rd party audits, including but not limited to:

- Independent Financial Audit on a regular and recurring basis
- Audit of our ESOP plan
- Audit of our Subcontracting plans
- 3rd party inspection and certification of cranes

Findings and disclosures that are part of these and similar third-party audit and inspection programs, need to follow the same format if any issues or concerns arise. The person made aware of any issue, will at a minimum alert the CCO for a determination.