





# MESSAGE FROM THE CHAIR EO

At Burns & McDonnell we've built our reputation — and our business — on being known for integrity and the highest adherence to ethical principles. That was true more than a century ago, and it's just as true today. No matter how successful we become, we can never lose sight of that principle.

Each one of us is a representation of Burns & McDonnell to our clients, competitors and communities. It is up to us to maintain our reputation for high integrity by the actions we take every day. By doing the right thing, we will fulfill our mission of making our clients successful.

Making the right choices in today's complex business environment can be a challenge. That's why we've developed this Business Conduct Guide: to help all of us understand the rules. It serves as a resource for all, applies equally to everyone and is designed so that we can constantly and consistently act in ways that align with the values of Burns & McDonnell. Though it will not cover every situation you might encounter, nor answer every question you might have, it will steer you toward the proper course of action.

As an employee, it's your responsibility to read, understand and comply with our Business Conduct Guide. If you spot problems or reasons for concern in the workplace, it is your duty to report them. Burns & McDonnell maintains a strict policy of nonretaliation — your reports help keep us honest with ourselves and faithful to our clients' expectations. Our reputation depends on your vigilance.

Our continued success counts on us all doing the right thing at all times. It's what made us successful and always will.

Sincerely,



  
Chair \* CEO, Burns & McDonnell



## MESSAGE FROM THE AZCO PRESIDENT

As a part of the Burns & McDonnell family, our actions represent the entire firm. We share the same core values, such as integrity, adherence to ethical principles and a commitment to making our clients successful. When clients think of Burns & McDonnell, they automatically think of AZCO, too. Our reputation has a long history based on trust in each other. This Business Conduct Guide will guide you in making the right decisions for our clients, your co-workers and yourself. Accountability is at the core of our culture. It is your responsibility to become familiar with the contents of this guide and review it regularly.

If you have any concerns, please reach out to me.



Earle Cianchette  
President, AZCO



# INTRODUCTION

Sound business practices and ethical behavior have been the core of our success since the firm was founded. Our culture of entrepreneurship shapes the actions we take and the decisions we make every day.



*We should strive to act with the utmost integrity, not just in our most important corporate decisions but in the thousands of actions we take every day throughout the world.*

The ethical performance of AZCO is the sum of the daily behavior of all the women and men working on our team. Every AZCO employee or authorized representative is expected to adhere to high standards of personal and professional integrity. At AZCO, we believe that adherence to the policies stated in this Business Conduct Guide (Guide) will promote our continued success by earning and maintaining the confidence of our clients and the communities in which we work and live.

AZCO is committed to conducting business lawfully and ethically. That means every employee and authorized representative is obligated to act at all times with honesty and integrity. We are expected to bring good judgment and a sense of integrity to every business decision. While it is not possible to list all policies and laws to be observed, or all conflicts of interest or prohibited business practices to be avoided, this Guide details the Company's expectations regarding the conduct of AZCO employees and any authorized representatives. This Guide serves as a road map to help everyone associated with AZCO make good, ethical decisions.

## **YOUR RESPONSIBILITIES ACCORDING TO THE GUIDE**

- This Guide serves as a corporate policy of Burns & McDonnell, Inc. and applies to our family of companies, including affiliates and subsidiaries. All are obligated to follow the policy. Changes have to be appealed through the shareholder representative to the Burns & McDonnell, Inc. Board of Directors.
- Every employee in a supervisory role is expected to periodically remind each member of his or her staff to review this Guide.
- Any employee or authorized representative who has questions about the application of this Guide should consult with his or her supervisor, the Corporate Compliance Officer, or the Integrity Helpline.
- This Guide applies in every jurisdiction around the world where AZCO does business, and any change, variation or waiver of the policies set forth in this Guide requires the review and approval of the Board of Directors of Burns & McDonnell.
- Failure to follow this Guide may result in disciplinary action, which could result in suspension, termination of employment, termination of any professional relationship with AZCO, and/or referrals to law enforcement.

*We know that acting ethically makes us a better company, a better partner with our clients and a better corporate citizen.*

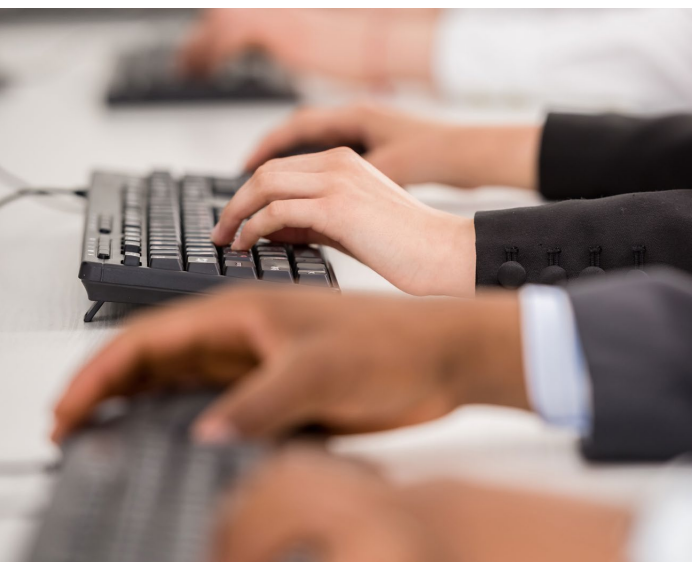
As employees, our actions and decisions reflect the AZCO culture. We are expected to be honest in our interactions with one another and in our dealings with clients, potential clients, suppliers, business partners and the public at large. We should strive to act with the utmost integrity, not just in our most important corporate decisions but in the thousands of actions we take every day throughout the world. Ethical conduct is a high ideal, but often it just means exercising common sense and sound judgment. We know that acting ethically makes us a better company, a better partner with our clients and a better corporate citizen.

**If you are ever unsure about whether or not certain actions are ethical, ask yourself these questions:**

- Is the action lawful?
- Does the action align with AZCO values?
- What would others, including my family members and peers, say about the action?
- Is the action consistent with the reputation that AZCO has built?

## **OBLIGATION TO REPORT VIOLATIONS, AND COOPERATION**

Our commitment to ethics is more than just a statement. It defines the way we operate at AZCO, so when we see wrongdoing, we take action. An ethical culture is built by each one of us doing the right thing. If you see something that is not right, by reporting it you help contribute to the ethical culture at AZCO. If you see something, say something.



Employees are expected to report any and all suspected violations of this Guide or any other laws, rules or regulations by any employee and/or authorized representative. Each manager is responsible for enforcing our commitment to conducting business ethically and legally. No supervisor may require or in any way imply that an employee should act contrary to any corporate policy, including this Guide.

All employees must fully cooperate in any investigation of a suspected violation of this Guide and cooperate with any request by the Corporate Compliance Officer or the Legal Department.

## STATEMENT OF NONRETALIATION

Retaliation, in any form, in response to reports made in good faith or to participation in an investigation is prohibited and will not be tolerated. If you ever feel retaliated against by anyone, including your supervisor, contact the Corporate Compliance Officer or Integrity Helpline immediately.

### Q&A

#### **There's an issue I want to report, but I'm afraid my supervisor will be mad at me for doing so. What should I do?**

As an employee, you have an obligation to report wrongdoing. If you don't feel comfortable talking with your supervisor, there are other avenues available, including the AZCO President, members of the Senior Management Team, the Corporate Compliance Officer, or the Integrity Helpline. And know that retaliation is not tolerated at AZCO, so there will be no repercussions for you making a report in good faith.

#### **As a manager, what should I do if someone brings an issue to my attention?**

If the issue is something you feel comfortable dealing with directly, take action. However, if there is a legal component to the issue at hand, you should reach out to Human Resources and/or the Legal Department. If you are in doubt regarding what action to take, the AZCO President, members of the Senior Management Team, the Corporate Compliance Officer or the Integrity Helpline are also resources you can call upon.

## SEEKING ADVICE OR REPORTING VIOLATIONS OF LAW OR COMPANY POLICY

To help protect AZCO and individual employees, it is essential that you seek advice from your supervisor or the Corporate Compliance Officer when in doubt about the proper course of conduct, and that you promptly and fully report any situation that may violate the law or Company policy — whether you are involved or not. You can use any of the following resources.

### INTEGRITY HELPLINE

We have an Integrity Helpline available to all employees and authorized representatives, allowing reports of wrongdoing to be submitted via phone, email or the internet.

Persons making a report may do so anonymously by using the Integrity Helpline. However, we encourage disclosing your identity so we can conduct a more effective investigation into the situation. Even in such circumstances, the identity of the person making a report will be protected as much as possible based on the need to prevent potential harm to others, comply with the law and conduct a complete investigation.

## Integrity Hotline Contacts

**TELEPHONE:** 855-446-0505  
(Toll-free inside the U.S., Canada, Guam and Puerto Rico)

**WEBSITE:** [burnsmcd.ethicspoint.com](http://burnsmcd.ethicspoint.com)

**EMAIL:** [integrity@burnsmcd.com](mailto:integrity@burnsmcd.com)

**MAIL:**  
Burns & McDonnell Engineering Company Inc.  
9400 Ward Parkway  
Kansas City, MO 64114  
Attention: Corporate Compliance Officer

### In addition, the following contacts are available to you:

- Corporate Compliance Officer
- Equal Employment Officer
- SVP, Finance & Administration
- General Counsel
- Chief Executive Officer
- AZCO President

Contact information for each of the individuals listed above can be found in Appendix C of this Guide.

Burns & McDonnell/AZCO will investigate all credible allegations concerning violations of company policies and applicable law. The Corporate Compliance Officer is responsible for conducting or overseeing all investigations and will involve others as necessary to investigate the concerns.

Identified persons making reports will receive confirmation that the report was received.

## CONSEQUENCES FOR VIOLATIONS

Violations of this Guide may be cause for disciplinary action and may result in any of the following consequences:

- Reprimand
- Loss of compensation, seniority or promotional opportunities
- Reduction in pay
- Demotion
- Suspension with or without pay
- Termination of employment
- Termination of any professional relationship with Burns & McDonnell/AZCO
- Referral to law enforcement



# WORKING TOGETHER

To fulfill our mission of making our clients successful, we have to work together. Working together involves collaboration, cooperation, honesty and support. This section of the Guide covers expectations we have of one another when working together.

## EQUAL EMPLOYMENT

AZCO seeks an energetic, enthusiastic and entrepreneurial spirit in each of our employees. We offer equal opportunity in all areas of employment to all qualified individuals regardless of race, creed, color, religion, sex (including pregnancy, childbirth or related medical conditions), age, national origin, ancestry, military status, disability, family care status, veteran status, sexual orientation, gender identity, marital status, citizenship status, genetic information or any other characteristic protected by state or federal laws.

## ANTI-HARASSMENT AND NONDISCRIMINATION

We strive to maintain a workplace where all employees are treated with dignity, honesty, fairness and respect. Harassment or discrimination based upon race, creed, color, religion, sex (including pregnancy, childbirth or related medical conditions), age, national origin, ancestry, military status, disability, family care status, veteran status, sexual orientation, gender identity, marital status, citizenship status, genetic information or any other characteristic protected by state or federal laws is strictly prohibited. If you experience or witness harassment or discrimination, report it right away and know that retaliation is not allowed.

See “Respect in the Workplace” in the Employee Handbook for more specific details.

## Q&A

**A co-worker has shared jokes about men that I find offensive. I know she’s just trying to be funny, but I don’t like that type of humor. What should I do?**

**First, try talking to your co-worker and tell her how you feel. If you don’t notice a change, talk with your supervisor. No one at AZCO should ever feel disrespected or offended in the workplace.**

### Examples of prohibited harassment:

- Verbal conduct such as derogatory jokes, slurs or comments
- Nonverbal conduct such as noises, whistling or obscene gestures
- Physical conduct such as unwanted kissing, blocking normal movement, or assault
- Threats and demands

# Q&A

## **A friend sent me an email with some obscene pictures attached. I didn't realize what I was opening, and I'm afraid a co-worker saw and heard what I opened. What should I do now?**

Your first course of action is deleting the email. Then you should talk with the co-worker about what happened and offer your apologies. You should also talk to your friend about the types of emails you wish to receive and those you don't. Proactively talking with your supervisor about the situation is also a good idea. Remember that the use of company computers for occasional personal reasons is acceptable, but it is your responsibility to avoid prohibited activities.



## **GIFTS AND ENTERTAINMENT**

Building strong relationships with our clients is essential to our business. Informal and formal socializing with clients, potential clients, contractors and suppliers is an integral part of building key business relationships.

Employees are expected to exercise common sense and good judgment in providing or accepting business meals and entertainment or nominal gifts. While individual circumstances require individual consideration, our overriding principle concerning gratuities, whether giving or receiving, is that no one should give or accept anything of value that creates, or could be perceived as creating, an obligation on the part of the

recipient to act other than in the best interests of his or her employer or otherwise taint the objectivity of the individuals involved. Employees should make sure they understand our clients' policies with regard to gifts and entertainment and respect those policies. It is the responsibility of each employee to make sure that providing or accepting a nominal gratuity is appropriate under the circumstances.

Receiving or accepting business meals, gifts or entertainment may be inappropriate, or even illegal, depending on the circumstances. For example, giving gifts to or receiving gifts from federal and certain state and local government personnel is prohibited by law. Also, when dealing with foreign officials, there are strict rules about gifts and entertainment under the Foreign Corrupt Practices Act (FCPA) and the laws of the foreign nation. For these reasons, all employees should be sensitive when it comes to giving or receiving gifts and entertainment in the United States and abroad.

Even gifts of nominal value can be misconstrued as bribes or be considered illegal, so always be aware of the ramifications of acceptance and discuss with your supervisor or the Legal Department if you are unsure.

The "Business Entertainment" section of the Travel & Business Entertainment Policy has more detailed information.

# Q&A

**A client’s project manager was instrumental in the success of a recent project. I would like to take her to lunch as a way to show my gratitude. Is that OK?**

Possibly. This expression of gratitude might be considered acceptable since the lunch expense would be nominal and appropriate under the circumstances. However, it is always a good idea to discuss such situations with your supervisor to make sure there aren’t unique circumstances or client restrictions that would prohibit these types of activities.

## **HIRING FROM THE PUBLIC SECTOR**

Strict rules may govern hiring, attempting to hire, or discussing items involving the hiring of certain employees of governmental agencies. AZCO employees may not take part in any discussions involving the hiring of any public-sector employees without appropriate approval from a member of the Senior Management Team.

## **OUTSIDE EMPLOYMENT**

Any outside employment that interferes with your job responsibilities or conscientious performance of your duties is deemed to be a conflict of interest and is not permitted. “Moonlighting” for yourself or for a competitor, using AZCO resources in your outside employment, and earning personal compensation for work performed for AZCO are examples of outside employment that is not permitted. For more information about outside employment, see “Outside Employment” in the Employee Handbook.

# Q&A

**I would like to get a part-time job at a local retailer during the holidays to earn extra money. Is this OK?**

This is probably acceptable, though checking with your supervisor would be the best course of action. Generally, jobs that don’t interfere with your time and work commitments to AZCO and don’t create a conflict of interest are acceptable.



## SAFETY AND HEALTH

At AZCO, safety is not just behavior — it is a way of thinking. Every activity, whether mundane or extraordinary, poses some risk, and taking unnecessary risks can result in having to accept unnecessary losses. We should approach each situation with safety in mind. Only through safe business practices can we accomplish our mission to make our clients successful.

AZCO considers employee safety and health its highest value.

Many of the job activities, products and materials handled by our employees require strict adherence to safety procedures, rules and regulations. We should be aware of our safety program and follow all applicable procedures.

***AZCO considers employee safety and health its highest value.***

In addition, the Employee Handbook and Safety Handbook give additional information relative to safety and health issues at AZCO. Supervisors are responsible for seeing that reasonable safeguards and precautions are taken in the workplace and reinforcing compliance with AZCO procedures and guidelines, especially promoting safe work practices and using proper personal protective equipment.

## SUBCONTRACTING

When working with subcontractors, suppliers and vendors, we expect the same high ethical standards of them as we do of ourselves. As a federal government contractor, Burns & McDonnell may be responsible for confirming that certain subcontractors and suppliers hired by the firm conduct themselves in compliance with federal contracting laws and regulations.

### **Affected subcontractors may need to have:**

- A published contractor code of business ethics and conduct,
- A business ethics awareness and compliance program, and
- An internal control system to facilitate the timely discovery of improper conduct and to ensure corrective measures are promptly instituted and carried out.

**These requirements apply on all federal government contracts where the value of the subcontract exceeds the mandated thresholds of dollar value and period of performance unless:**

- The subcontract is only for the acquisition of a commercial item as defined by FAR 2.101 or
- The subcontractor qualifies as a small business concern under Small Business Administration regulations, in which case the subcontractor is required only to have a published contractor code of business ethics and conduct.

Training and knowledge regarding this subject will be required of project managers and procurement staff on federal government contracts.



## SOCIAL MEDIA

Social media can be a beneficial way to communicate with others. However, these communication vehicles can blur the line between personal and professional lives. As such, it is necessary to always protect the privacy and reputation of AZCO and yourself.

### Examples of social media:

- Social networking sites such as Facebook, Twitter and LinkedIn
- Blogs and chat rooms
- Video sharing sites such as YouTube



### Highlights of AZCO Social Networking Guidelines:

- Know and follow the AZCO Business Conduct Guide, Electronic Communication Policy and other employment policies.
- Respect copyright, fair use and financial disclosure laws.
- Be aware of your association with AZCO in online social networks.
- Make it clear that you are speaking for yourself and not on behalf of AZCO, unless you have been given authorization.



# COMPETING IN THE MARKETPLACE

Similar to any sports competition, competing in the business marketplace requires proper preparation, hard work and skill. But it also includes following the rules of the game and treating your competitors fairly. This section of the Guide outlines what is expected of each of us while competing in business.

# Q&A

## **A friend who works at another construction company recently told me details of his company’s proposal for a project that AZCO is also pursuing. What should I have done? What should I do now?**

Assuming that the proposals are still pending and the information is not yet public, you should have interrupted your friend and told him that you cannot participate in such a conversation. Telling your supervisor about what happened and documenting the conversation with your friend in a confidential email to the AZCO General Counsel would be appropriate steps to take.



## **ANTITRUST**

AZCO competes vigorously and fairly, and is fully committed to compliance with antitrust and related laws, which are designed to promote free and open competition in the marketplace. Not only do our clients benefit by getting the best product at the lowest price, but the Company also benefits by being able to compete on a fair and level playing field with our competitors. Antitrust laws are complex. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters may present problems of great sensitivity. It is therefore essential that every employee be generally aware of antitrust laws and that all employees who are actively involved in bidding work, awarding contracts, subcontracts or purchase orders, or negotiating deals comply with such laws.

See “Restrictive Trade Practices” in the Employee Handbook for additional information.



***Bribes and kickbacks hurt business by interfering with healthy competition in the marketplace.***

## **BRIBES AND KICKBACKS**

Bribes and kickbacks hurt business by interfering with healthy competition in the marketplace. A bribe is anything (including, but not limited to, money, gifts, credit or property) given for the purpose of persuading or inducing the individual recipient to make a favorable decision or give a favorable referral that results in the award of a business transaction or contract. A kickback is a type of bribe that requires the company that wins the contract to give up some portion of the compensation earned for the performance of the contract as consideration for its selection.

Employees and representatives of AZCO are prohibited from offering or accepting bribes, kickbacks or other similar remuneration or consideration that is intended to secure or influence any contract or exercise of professional judgment. Such conduct is barred by state and federal criminal statutes, as well as licensing regulations and professional codes of ethics. See the Global Anti-Bribery Anti-Corruption Policy for more details.

Such conduct is prohibited regardless of the custom, practices or culture that may exist in any jurisdiction where AZCO might be working. The Foreign Corrupt Practices Act (FCPA) is a federal law that prohibits giving, offering or promising anything of value, directly or indirectly through the use of an intermediary, to foreign political parties, officials or candidates for the purpose of influencing them to misuse their official capacity to obtain, keep or direct business or to gain any improper advantage. As a result, violations of policy may result in criminal penalties, as well as disciplinary action by a licensing board.

**If you are approached to make or receive a bribe or kickback, or witness someone else in this situation, you must report it.**

**Remember that retaliation is not tolerated, so there will be no repercussions for reporting in good faith.**

## CORPORATE CONFLICTS

Our success, in part, is based on our diverse range of services and clients; however, all employees need to be aware that conflicts of interest can arise when we are providing professional services to clients that have competing interests. In many cases, AZCO agrees by contract to avoid such conflicts, but sometimes they cannot be totally averted. When such conflicts arise, employees should notify company management to get approval to inform the clients who are affected and disclose the nature and extent of the conflict. If a compromise or waiver cannot be reached that would allow AZCO to continue on the projects, we have to be prepared to withdraw from the work.

### Q&A

**We are currently under contract to provide construction services for a client. A competitor of the client has approached us about doing a similar project for them. Can we do the work for the competitor?**

This situation could be a corporate conflict. The contract with the client could prevent us from doing work with the competitor. Even if the contract would allow us to work with the competitor, we have an ethical obligation to not share any confidential or proprietary information regarding the services between the client and their competitor. Reaching out to the Legal Department for clarification would be the appropriate step to take.

## PROFESSIONAL LICENSING

All applicable employees will maintain appropriate professional licenses and only perform professional services in jurisdictions where licensed to do so, unless otherwise exempted by applicable law.



# PROTECTING OUR COMPANY

When you have something you value, you want to protect it from harm. The AZCO brand, reputation and assets are valuable to each one of us, and we should treat them as such. This section of the Guide outlines our responsibilities in protecting our Company.



*All communications, correspondence and records should be accurate, complete and timely.*

## ACCURATE COMMUNICATIONS AND RECORDS

AZCO does not condone or tolerate dishonesty or deceitful actions in any form.

### Examples of prohibited actions regarding communications and records include:

- Making misrepresentations to clients or potential clients
- Improperly altering or changing client documents
- Making false or misleading entries on the Company's books or ledgers
- Inflating expense reports
- Falsely recording hours worked on time cards
- Omitting or misrepresenting the facts regarding your personnel record, including your employment application

All communications, correspondence and records should be accurate, complete and timely. The contents of any written communication should be legible and unambiguous. If, after making any communication, correspondence or record, you discover that you have made a mistake then you should make a reasonable attempt to correct the mistake.

The Employee Handbook and Travel & Business Entertainment Policy outline more details on maintaining accurate communications and records. See Appendix A for a listing of the specific sections.

## CHARGING TIME

Each employee has a responsibility to complete his or her time card daily and to report accurately the actual hours worked on any particular work order or project. Time worked on a project must be charged to that project and no other. Government regulations and many of our contracts require complete and accurate daily records. Each supervisor has a responsibility to see that the time card he or she is approving is accurate and reflects actual hours worked by the individual employee.

See "Time Entry" in the Employee Handbook for more information on this topic.

# Q&A

**My manager has said that we need to watch costs on this project, but to meet the deadlines I need to authorize overtime for the team. Can I ask my team to volunteer to work extra hours without paying them overtime?**

No. As a supervisor, you cannot ask your team to work more than their standard workweek without proper compensation, including overtime if appropriate. And, even if members of the team volunteer to work without pay, as a supervisor you cannot legally or ethically allow it. The best course of action is to work with your manager to find other ways to deal with the project budget or timeline constraints.

## CONFIDENTIAL INFORMATION

Every employee is expected to protect AZCO proprietary information, which includes business, financial, technical, intellectual property and personnel information.



**Confidential information also includes third-party confidential information, examples of which are listed below:**

- Any proprietary information shared with us by our clients and business partners
- Certain information about our suppliers
- Certain information that has been acquired by an employee during the course of working for a former employer

We are expected to take reasonable steps to protect against the unauthorized disclosure or misuse of such third-party confidential information.

More details about third-party confidential information while using electronic media can be found in the “Electronic Communication Policy” within the Employee Handbook.



## CONFLICTS OF INTEREST

Employees are generally free to engage in personal financial and business transactions; however, such freedom is not without constraints. We should avoid situations in which our personal interests could conflict with, or even appear to conflict with, interests of the Company. A conflict of interest arises when an individual takes advantage of or assists others with taking advantage of a business-related opportunity for gain and/or profit that is inconsistent with the interests of AZCO. Conflicts of interest may arise in any number of situations, but it is impossible to describe every possible instance. As a general guideline, if you think that any situation may be a potential conflict of interest you should consult with your supervisor or the Corporate Compliance Officer.

### Examples of potential conflicts of interest include without limitation:

- Accepting concurrent employment with, or acting as a consultant or contractor to, any Burns & McDonnell/AZCO competitor, client or supplier
- Serving on the board of directors or technical advisory board of any entity whose interests may be inconsistent with Burns & McDonnell/AZCO interests
- Holding a significant financial interest in any Burns & McDonnell/AZCO competitor, client or supplier\*
- Diverting business opportunities that are within the scope of Burns & McDonnell/AZCO to yourself, a family member or other third parties
- Accepting or receiving gifts or favors, compensation, loans, or excessive entertainment from any individual or organization that is a competitor or who does business or wants to do business with Burns & McDonnell/AZCO
- Acting as our client's representative on a project on which the construction contractor is also a joint venture partner of Burns & McDonnell/AZCO on another unrelated project, without disclosing this partnership to our client
- Disclosing or using any confidential information learned or obtained while employed at Burns & McDonnell/AZCO for any personal or private advantage or in any manner which is inconsistent with the interests of Burns & McDonnell/AZCO

\*Note: Ownership in a publicly traded company normally is not a conflict of interest.

# Q&A

**My department is interested in purchasing new equipment. My husband works at the equipment company but is not on the sales team working with us. Can we still purchase his company's product?**

To avoid the appearance of a conflict of interest, you should remove yourself from the decision-making process on whether to choose your husband's company's product. You should inform your supervisor of the relationship, as well. In almost every conflict situation, full disclosure is the first and best step.

## FALSE CLAIMS

All requests or demands for payment made on behalf of AZCO pursuant to any contract or business agreement shall truthfully and accurately reflect the value of the goods or services provided. Under no circumstances may you or a co-worker intentionally or recklessly make a false claim on behalf of AZCO. A few examples of false claims include billing 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 our client. Accordingly, any employee who knowingly or recklessly makes false claims shall be disciplined, which may include termination. Additionally, any employee who knows that another employee has submitted, or intends to submit, a false claim and fails to report it will be subject to discipline, which may include termination.

## RECORDS RETENTION

Protecting our company's records and assets doesn't end when a project is complete or when we no longer need regular access to information at AZCO. We follow a standard records retention practice that outlines the process and length of time for storing various records.

Everyone has a responsibility to fully comply with this policy. Remember: If you believe, or if someone informs you, that the records could be relevant to a current or potential lawsuit, the relevant records must be kept. This situation is sometimes called a "Litigation Hold."



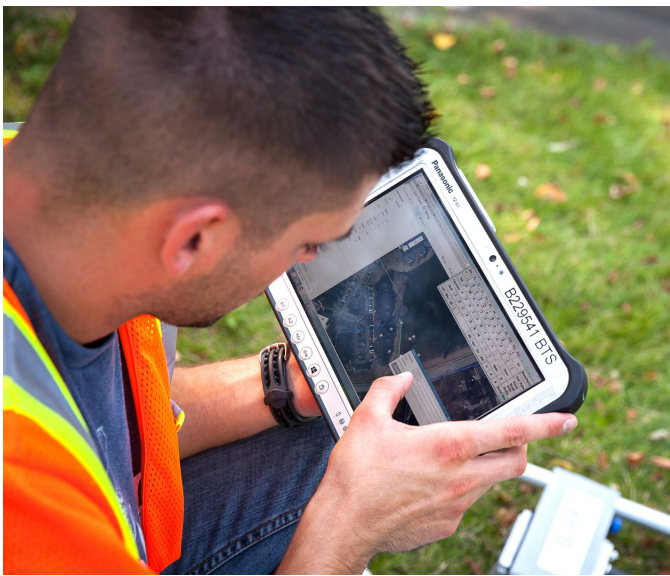
# Q&A

**According to our records management practice, some files that I have from a former project can now be destroyed. However, I believe that it is best to keep old files in case I or the Company would ever need to reference them. Is it OK for me to keep them?**

No. It is impossible for us to keep copies of all documents. It would add to storage costs and make the management of our records unnecessarily burdensome. The records retention practice shows that we are meeting our obligations to keep records for reference, while balancing the costs of doing business.

## STATEMENTS AND CERTIFICATIONS

All statements, representations and certifications made on behalf of AZCO, whether written or oral, shall be accurate and truthful. Additionally, employees are routinely required to certify that they and the Company are in compliance with various contractual provisions and regulatory requirements. Examples of common certifications include those pertaining to environmental, safety, personnel and health matters, product quality and material certifications, and quality control and quality assurance testing certifications. We should be aware of the requirements applicable to our jobs and confirm that all certifications are accurate and that there is neither a material omission of fact nor materially misleading statements.



## USING COMPANY AND CLIENT ASSETS

We have an obligation to use and maintain Company property, and clients' property with which AZCO has been entrusted, with care to guard against waste and abuse. Appropriate use of Company and client property, facilities and equipment is everyone's responsibility. Using, removing or borrowing Company or client property without proper approval is prohibited.

The use of company assets extends to the use of the Company Electronic Communications System. See the "Electronic Communication Policy" in the Employee Handbook for additional information.



# SERVING OUR COMMUNITIES

Our vision is to improve the quality of life. To fulfill this vision, we must be role models and good stewards of the environment and our communities. This section of the Guide describes our commitment to being good corporate citizens and how we must act when serving our communities.



## BUSINESS DIVERSITY

Business Diversity contributes to effective, ethical, and equitable business practices. It is a sound procurement strategy that considers all qualified suppliers. This leads to a wider pool of sources, innovation, and cost savings. It also supports our commitment and our Clients' commitment to provide opportunities to local project communities and stakeholders.

AZCO's endorsement of this initiative does not reduce the expectations that we establish for all suppliers. It does not increase the expectations that we establish for all suppliers. It does, however, encourage our employees to be mindful and inclusive in our sourcing and outreach activities as we build relationships with entities that can likely provide the goods and services that we need to continue to make our clients successful.

AZCO is committed to maintaining a diverse mix of suppliers who can provide innovative ideas and a service-oriented attitude. We need the talent that a diverse supplier base offers to be certain that AZCO is prepared to provide our clients and our internal corporate requirements with the finest design, construction, and consulting solutions that any job demands.

The solutions we are seeking are apportioned to a broad base. Our responsibility is to source a broad and diverse base — to find the best solution for our projects and company operations.

## ENVIRONMENTAL COMPLIANCE

AZCO strives to preserve and protect the environment. This is an important component of our obligation to our communities and our good reputation. It is essential that each employee involved with regulated air emissions, water discharges, hazardous materials, other regulated pollutants, or other environmental constraints comply with applicable federal, state and local environmental laws, standards and guidelines. Concealing an improper use, discharge, disposal or storage of hazardous materials or other pollutants is prohibited.

## Q&A

### **I saw another vendor on a job site improperly dispose of hazardous materials. Since it wasn't a AZCO employee, I don't need to report what I saw, right?**

Not quite. Our participation with the project leads to an expectation that we will help protect the environment. In this situation you should notify your supervisor of what you saw so that he or she can determine who else should be notified, including the client, the vendor's compliance executive or any governmental agencies.

## **ORGANIZATIONS AND ACTIVITIES**

We encourage employees to join and actively participate in advisory boards, public office positions, professional societies, trade associations and industry associations. However, if an employee's participation interferes with the employee's job responsibilities or conscientious performance of his or her job, such involvement may be deemed an impermissible conflict of interest. You may not use the AZCO name to lend weight or prestige to an outside activity without prior approval from your manager. The Employee Handbook outlines additional details. See Appendix A for specific sections.

## Q&A

### **I'm a member of a not-for-profit board, and we are looking to hire a construction firm to help us with an upcoming expansion project. How should I handle this situation?**

There is nothing wrong with alerting the Company to this opportunity. However, if AZCO will be proposing on this project, you should not participate in the firm selection process for the not-for-profit organization. We encourage participation in outside activities, but it is still imperative that conflicts of interest — or appearances of conflicts of interest — are avoided.

### **As a member of a not-for-profit organization, I help out with fundraising activities. Can I take up a collection for this organization at work?**

As outlined in the "Solicitations" section of the Employee Handbook, solicitations during working time is not permitted.

## POLITICAL ACTIVITIES

AZCO believes a strong political system helps build healthy communities. Employees are encouraged to participate in and contribute to political organizations or campaigns through personal actions but not on behalf of the Company. If you choose to get involved in political activities, you must do so on personal time with personal funds and in your own name. Such activities are prohibited on company premises without proper permission.



An employee may take time off from work to vote in elections if she or he is unable to vote during nonworking hours.

The Company has the right to express political views through contributions to campaigns where permitted or through political activities that do not involve the election of candidates. Company contributions to federal election campaigns are prohibited. Certain states permit corporate contributions to candidates for election to state and local offices. However, Company participation in state or local political activities occurs only at the direction of the Burns & McDonnell Chief Executive Officer, as authorized by the Board of Directors.

No representative of the Company may make any contribution on behalf of AZCO or agree to contribute Company money, property or services to any political candidate, party, organization, committee or individual or for any other political purpose.

# APPENDIX A

## CROSS-REFERENCE TO OTHER CORPORATE POLICIES

This Guide	Corporate Policy Manuals
<b>Working Together</b>	
Equal Employment and Anti-Harassment and Nondiscrimination	AZCO Employee Handbook Equal Opportunity and Affirmative Action Program Employment Policy Respect in the Workplace Electronic Communication Policy
Gifts and Entertainment	Travel and Business Entertainment Policy Business Entertainment
Outside Employment	AZCO Employee Handbook Outside Employment
Safety and Health	AZCO Employee Handbook Safety & Security Weapons Policy Substance Abuse Procedure Emergency Action Plan Safety Handbook
<b>Competing in the Marketplace</b>	
Antitrust Policy	AZCO Employee Handbook Restrictive Trade Practices
Bribes and Kickbacks	Global Anti-Bribery Anti-Corruption Policy (found on MacCentral)
<b>Protecting Our Company</b>	
Charging Time	AZCO Employee Handbook Time Entry
Accurate Communications and Records	AZCO Employee Handbook Time Entry Expense Reimbursement Electronic Communication Policy Resignation, Release, Discharge and Discipline Travel and Business Entertainment Policy Expense Reporting
Confidential Information	AZCO Employee Handbook Electronic Communication Policy
Records Retention	AZCO Employee Handbook Electronic Communication Policy
Using Company and Client Assets	AZCO Employee Handbook Electronic Communication Policy
<b>Serving Our Communities</b>	
Organizations and Activities	AZCO Employee Handbook Solicitations Electronic Communication Policy Charitable Giving Guidelines

# APPENDIX B

## DEFINITIONS

**Authorized Representatives:** Any persons authorized by contract or agreement to serve as an AZCO agent or proxy in business or professional transactions with current, past or potential clients, subcontractors or suppliers.

**Business Conduct Guide (Guide):** This written statement of the AZCO standards of ethical conduct and business practices.

**Corporate Compliance Officer:** The company official appointed by the Chief Executive Officer and approved by the Board of Directors to be responsible for implementing and administering the Business Conduct and Ethics Compliance Program.

**Business Conduct and Ethics Compliance Program:** The system used by AZCO consisting of procedures and policies for communicating expectations, assessing risks, auditing compliance, training personnel, reporting suspected violations, investigating concerns and overseeing implementation of AZCO business and ethics policies as set forth in this Guide.

**Contingent Worker:** Person employed by AZCO as an independent contractor for a limited duration or for a specific purpose.

**Employee:** Any person employed by AZCO, whether full-, reduced full- or part-time, including without limitation all employee-owners, officers, directors, regular or contract staff, or interns.

**Full-Time Staff:** Persons who are employed on a regular, full-time basis.

**Interns:** Persons who are students or recent graduates who work as trainees undergoing supervised practical learning.

**Part-Time Staff:** Persons who are employed on a temporary or irregular basis.

**Reduced Full-Time Staff:** Persons who work less than 40 hours per week but at least 32 hours per week on a regular basis.

**Regular Staff:** Persons hired by AZCO to work as full-time or reduced full-time staff on a permanent basis.

**Senior Management Team:** Officer-level direct reports of the AZCO President.

**Supervisor:** An employee of AZCO charged with the responsibility of directing or overseeing others for the purpose of enforcing AZCO corporate policies and practices. Generally, the Supervisor is a Department Manager, Global Practice Manager or Regional Office Manager.

# APPENDIX C

## ADDITIONAL CONTACT INFORMATION

When seeing advice or reporting violations of law or company policy, your supervisor and/or the following contacts are available to you:

### **Corporate Compliance Officer**

Renita Mollman  
816-652-2537  
rmollman@burnsmcd.com

### **General Counsel – AZCO**

Jenny Morrow  
920-450-2800  
jrmorrow@burnsmcd.com

### **Equal Employment Officer – AZCO**

Julie Bradley  
920-264-9310  
jbradley@azco-inc.com

### **President – AZCO**

Earle Cianchette  
920-734-5791  
earle.cianchette@azco-inc.com

### **SVP, Finance & Administration – AZCO**

Amy Lewis  
920-734-5791  
alewis@azco-inc.com

### **Chief Executive Officer**

Ray Kowalik  
816-822-3338  
rkowali@burnsmcd.com