

EMPLOYEE CODE OF CONDUCT & ETHICS

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CHIEF EXECUTIVE OFFICER ENDORSEMENT

Delivering service with integrity across all of Bi-State Development's (BSD's) business enterprises must be imperative for every one of our 2,100 employees. We all work hard every day to support and facilitate regional economic and community development for the citizens of our region. The actions we take as we deliver on that purpose must be transparent and honest. At BSD, delivering with integrity is not optional. Without exception, it is the way we operate as a major St. Louis regional asset and one of the nation's top transit agencies.

What does it mean to deliver with integrity? It means we contribute our time, technology, and know-how [expertise] to improve the communities where we work and live. It means we are committed to helping our customers and growing our business, in ways that benefit the environment and the region we serve. We demand both high performance and standards. It also means that in everything that BSD does, we operate in a legal and ethical manner, in accordance with applicable laws and regulations and with the letter and spirit of those laws and regulations. Our Code of Conduct and Ethics includes our general ethical principles and provides guidance on how to follow BSD policies and adhere to our legal requirements.

If at any time, you have questions about the law or BSD policies, or encounter circumstances that the Code does not specifically address, we have provided additional resources in the Policy and Procedure Manager (PPM) application on The Hub, our internal website, as well as in our employee handbook. If you are still uncertain, please ask your supervisor, the Corporate Compliance Manager, or Chief Legal Counsel.

All of us at BSD have an obligation to protect our enterprise's interests. If you see something that does not seem ethical or right, please speak up. It is your responsibility as a member of our award-winning team to conduct yourself with the highest level of integrity and alert others if you have questions or concerns.

Thank you for following our Code, living our values, and fulfilling our purpose.



Taulby Roach
President & CEO

PURPOSE:

As outlined in Board Policy Chapter 60 (Code of Conduct), this Employee Code of Conduct and Ethics strengthens Bi-State Development's (BSD) ethical and professional environment by clearly articulating BSD's ethical behavior and workplaces practices. These are:

- **Comply with Laws, Regulations and Policies**
- **Avoid Conflicts of Interest**
- **Do Not Accept Gifts or Gratuities**
- **Keep Customer and Employee Data Private**
- **Protect BSD Assets and Use Them Properly**
- **Practice Professionalism Every Day**

SCOPE:

BSD's Code of Conduct and Ethics applies to all employees regardless of employment status, except for those instances when the provisions of an applicable collective bargaining agreement supersede the Code.

The Code of Conduct and Ethics establishes the expectation that Bi-State employees will act in an ethical and legal manner and provides direction to help guide our daily decisions. Although the Code does not anticipate all circumstances and situations that employees may encounter, BSD employees are still expected to exercise good judgment at all times.

RESPONSIBILITY AND AUTHORITY:

In accordance with the BSD Board of Commissioners Policy, Chapter 60, BSD Senior Management annually reviews and updates the Code of Conduct and Ethics. Once revised, the Chief Executive Officer (CEO) approves it.

All members of management are responsible for understanding the Code of Conduct and Ethics and for training, implementing, enforcing, and ensuring compliance with the Employee Code of Conduct and Ethics with their employees, in consultation with the Talent Management Department or the Corporate Compliance Manager.

Each year, BSD employees must read, understand, and sign the Code's Agreement shown on the last pages, either electronically or in paper form. All employees are expected to behave in accordance with the Employee Code of Conduct and Ethics as an employee's behavior reflects on BSD. If an employee's conduct at work, when serving as a BSD Ambassador or otherwise

representing BSD in the community, or even in their private life, reflects negatively on BSD, then the employee may be subject to discipline up to and including termination.

The Employee Code of Conduct and Ethics is a great resource, but it doesn't cover every situation faced on the job. It is important to use good judgment in everything and to ask for help when unsure about the right course of action.

WHAT IS EXPECTED OF EVERYONE?

Comply with the Code and the Law

Understand the Code of Conduct and Ethics thoroughly. At all times comply with it and the law. Use good judgment and avoid even the appearance of improper behavior.

Failure to comply with the BSD Employee Code of Conduct may result in employee disciplinary action, up to and including termination.

Consider Your Actions, and Ask for Guidance

If ever in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me, BSD, and our company values?
- Would I want to read about it in the news or on social media?

If the answer is "No" to any of these questions, don't do it. If you are still uncertain, ask for guidance.

You can seek help from any of the following:

- Your management;
- The Corporate Compliance Manager; or
- Chief Legal Counsel.

WHAT IS EXPECTED OF SUPERVISORS?

Promote a Culture of Ethics and Compliance

At all times supervisors must model appropriate conduct. As a supervisor, you should:

- Ensure that the employees you supervise understand their responsibilities under the Code of Conduct and Ethics and other BSD policies.
- Intentionally create opportunities to discuss the Code and reinforce the importance of ethics and compliance with employees;
- Foster an environment where employees feel comfortable raising concerns without fear of retaliation;
- Consider conduct in relation to the Code and other BSD policies when evaluating employees;
- Never encourage or direct employees to achieve business results at the expense of ethical conduct, compliance with the Code, or the law; and
- Always act to stop violations of the Code or the law by those you supervise.

Moreover, you have a duty to report these violations.

Respond to Questions and Concerns

If one of your employees has a question or concern related to the Code:

- Listen carefully and give the employee your complete attention;
- Ask for clarification and additional information;
- Answer any questions if you can; an immediate response is not necessary and may require additional assistance to answer properly. Seek help if you need it.

If an employee raises a concern that requires investigation under the Code, contact:

- The Corporate Compliance Manager; or
- Chief Legal Counsel

REPORTING ILLEGAL AND UNETHICAL BEHAVIOR:

Your responsibility, as a BSD employee, is to report to supervisors, managers, the Corporate Compliance Manager, or other appropriate management personnel, any observed behavior that you believe may be illegal or a violation of the Code of Conduct and Ethics. All such discussions will be confidential and protected from retaliation.

BSD strictly prohibits any form of retaliation against an employee, who in good faith and with the best of intentions makes a complaint, raises a concern, provides information, or otherwise assists in an investigation or proceeding regarding any conduct that they reasonably believe to be in violation of BSD's Code of Conduct and Ethics, policies, or applicable laws including but not limited to the provisions set forth below on discrimination, harassment and retaliation.

Any case (or suspicion) of illegal or unethical behavior, fraud, or corruption, may be reported anonymously, using the EthicsPoint Compliance and Fraud Helpline at 1-85-LINK2HLP (1-855-465-2457) or online at [EthicsPoint.com](https://www.ethicspoint.com). Employees who make a good-faith report of suspected misconduct by others will not be retaliated against in any manner. When employees do report such incidents, they are expected to cooperate fully with any investigation of the reported misconduct.

COMPLIANCE WITH LAWS, RULES, AND REGULATIONS:

Obedying the law, both in letter and in spirit, is one of the key elements on which BSD's ethical and professional standards are built. All employees and officers must respect and obey the laws and regulations of the cities, counties, and states in which we operate, as well as with the requirements of federal law.

CONFLICT OF INTEREST:

Conflicts of interest are prohibited as a matter of BSD policy. A "conflict of interest" exists when a person's private interest(s) interferes, or even appears to interfere, in any way with the interests of BSD. All BSD employees are prohibited from engaging in a conflict of interest and must avoid even the appearance of wrongdoing.

A conflict of interest will be deemed to exist without limitation, in situations or transactions wherein a BSD employee:

- Has an outside interest that materially encroaches on time or attention, which should be devoted to BSD's affairs; or
- Has a direct or indirect interest in or relationship with an outside interest that is or that might be implied or construed to:
 - Be inherently unethical;
 - Render the BSD employee partial toward the outside interest for personal reasons and otherwise inhibit the impartiality of the BSD employee's business judgment; or
 - Place the BSD employee in an equivocal, embarrassing, or ethically questionable position, or reflects negatively on the integrity of BSD; or
- Takes personal advantage or benefits personally from an opportunity, which properly belongs to BSD; or
- Uses BSD property for personal, material, financial gain, or the appearance of such.

BSD employees may not serve on a board of directors, or serve in a management position for, or work for an outside business, or a professional, social, or charitable organization if it is likely to conflict with the employee's BSD job responsibilities or give the appearance that a conflict of interest may exist, either now or in the future.

To help protect BSD employees and BSD from potential conflicts of interest:

- If any BSD employee is a current member of, or is considering becoming a member of a board of directors of, or serve in a management position for:
 1. A business competitor of BSD; or
 2. A current or potential vendor or contractor of BSD; or
 3. A professional, social or charitable organization **only if** it is likely to conflict with the employee's BSD job responsibilities, conflict with BSD or give the appearance that a conflict of interest may exist, either presently or in the future;

then the employee must notify BSD's Corporate Compliance Manager, either by phone at (314) 923-3097 or by email at Compliance@BiStateDev.org) regarding the potential conflict of interest.

Additionally, BSD employees must not trade in securities or buy or sell assets based on nonpublic, confidential information acquired through their employment at BSD.

All conflict-of-interest requirements shall apply to former BSD employees for a period of one year from the date of employment termination.

In addition, a BSD employee's spouse or an immediate dependent family member living with the employee may also create a conflict of interest or an appearance of a conflict of interest for the BSD employee. However, BSD respects every employee, employee's spouse and employee's immediate dependent family member's right to engage in employment, business, and personal activities which in no way create a conflict of interest or reflect negatively upon BSD. However, when a BSD employee's spouse or immediate dependent family member living with the employee has a financial, business, or personal relationship with:

- A business competitor of BSD; or
- A current or potential vendor or contractor of BSD; or
- A professional, social, or charitable organization;

then a conflict of interest may occur if the BSD employee's judgment to make good business decisions may be influenced by potential financial gain, personal gain, or personal interests.

Employees who are uncertain about a potential conflict of interest regarding a spouse or an immediate dependent family member should consult their supervisor or contact the Corporate Compliance Manager for guidance.

In signing the Code of Conduct, the employee acknowledges they have also read the [BSD Employee Conflict of Interest Disclosure Form](#), and that they will complete the disclosure form if applicable, now or in the future.

ACCEPTANCE OF GIFTS OR GRATUITIES:

BSD employees must not solicit or accept gifts, gratuities, favors, or anything of monetary value from any person or entity seeking official action from or doing business with, or conducting activities regulated by BSD, or whose interests may be substantially affected by the performance or nonperformance of the employee's duties, including but not limited to, contractors, potential contractors, or parties to subcontracts, subject to very limited exceptions.

Employees may accept occasional unsolicited gifts of nominal value (\$20.00 or less), but may never accept gifts of cash or cash equivalents, such as gift cards, nor should any gifts be accepted from a potential bidder to a current or near imminent BSD procurement. All business meals and entertainment must be customary, unsolicited, infrequent, in good taste, reasonable and customary in value, and provided for legitimate business reasons. If the provider of the meal or entertainment is not in attendance, or is a potential bidder to a current or near imminent BSD procurement, the event is not for a legitimate business purpose. It should then be considered a gift and can only be of nominal value. Employees must politely decline entertainment or gifts that do not comply with this Code.

Employees who are uncertain about how to handle a particular situation regarding a gift that has been offered to them should consult a supervisor or contact the Corporate Compliance Manager for guidance.

CONFIDENTIALITY AND PRIVACY:

In the course of their work, BSD employees may be granted authorized access to certain confidential information (including, but not limited to: surveillance video footage, payroll records, HIPAA information, and trade secrets). However, if a BSD employee accidentally or inadvertently accesses confidential information that they are not authorized to view, they should report the incident to their supervisor and to the Corporate Compliance Manager,

as soon as possible. It is every employee's duty to protect the confidentiality of all such information.

Additionally, per the [BSD Information User Security Policy](#): Whenever an actual or potential data breach has or is suspected to have occurred, employees must immediately notify their supervisor and the BSD Help Desk (314-982-1400 extension 5555; helpdesk@bistatedev.org)

Immediately thereafter, the employee or their supervisor must notify the Chief Information Officer (VP-CIO), Chief Information Security Officer (CISO) or designee, and the Corporate Compliance Manager.

OUTSIDE EMPLOYMENT AND BUSINESS OPPORTUNITIES:

Employees must not engage in outside employment activities, including seeking or negotiating for employment, that conflict with official BSD duties and responsibilities. Employees can seek additional employment outside of BSD as long it does not conflict with the employee's performance of their BSD job duties and responsibilities. Employees must notify their supervisor in writing of the nature and conditions of any outside employment that they hold or expect to hold.

Employees and officers are prohibited from realizing personal, material, financial gain, or the appearance of such for themselves using BSD's property, information, or sources without the consent of the Board of Commissioners.

POLITICAL CONTRIBUTIONS, LOBBYING, AND POLITICAL ACTIVITIES:

BSD employees are prohibited from using BSD funds or assets, including facilities, equipment, or trademarks in connection with personal political and/or lobbying activities or interests. Employees must use care not to give the impression that BSD supports or endorses any candidate, campaign, or issue with which they are personally involved.

All BSD employees are barred from using their official authority or influence to interfere with an election, from engaging in political activity while on duty, in a BSD office, wearing an official BSD uniform, or using a BSD vehicle, and from soliciting or discouraging the political activity of anyone who does business with BSD.

Please see the [Prohibited Political Activity Policy](#) for additional information.

Before engaging in any activity on behalf of BSD that might be considered a political contribution, political activity or lobbying, all employees must obtain written approval from the President and CEO and the Corporate Compliance Manager.

Any violations of this section must be reported to the Corporate Compliance Manager or the EthicsPoint Compliance and Fraud Helpline.

DISCRIMINATION, HARASSMENT, AND ANTI-RETALIATION:

BSD is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any form of discrimination, harassment, or retaliation based on race, color, religion, sex, gender, national origin, age, disability, genetic information, military or veteran status, as well as any other protected class under federal, state, or local laws. Employees are expected to fully support and conduct themselves in a manner consistent with BSD's commitment to equal opportunity.

Any employee who believes they have been discriminated, harassed, subjected to a hostile work environment, or retaliated against or any other violation of EEO laws; federal, state and local laws, regulations or guidelines; any company policy or procedure; or any question regarding this provision, must immediately notify the EEO Department at EEOCivilRights@BiStateDev.org, your immediate supervisor or the EthicsPoint Compliance and Fraud Helpline.

PROFESSIONALISM:

Dealing with our customers, co-workers, management, vendors, consultants, and other external entities requires all employees to use the utmost care, patience, and integrity in order to ensure that the highest level of communications and professional interactions are maintained at all times.

BSD facilities are used by business partners, customers, patrons, and vendors who expect that their privacy is and will be fully respected. No unauthorized disclosure of their likeness, their status, or other confidential information relating to BSD customers and patrons may be disclosed to any third person without the written approval of the BSD facility manager, the Director of Communications, and the Corporate Compliance Manager.

Misuse or unauthorized disclosure of confidential and/or proprietary information, not otherwise available to persons or firms outside of the affected BSD facility is cause for disciplinary action, up to and including termination.

Accordingly, no one is permitted to film, record, or capture and then disclose or share confidential photos, audio, video, data, or any other confidential, private, or proprietary information regarding BSD business partners, customers, patrons, and vendors.

PROTECTION AND USE OF BSD ASSETS:

All employees and officers must protect BSD's physical assets (e.g., vehicles, equipment, tools, supplies, computer equipment, mobile devices, paper records, and facilities), electronic assets (network logins, passwords, access to applications and data), as well as ensure their efficient and protected use. All BSD assets must be used for authorized purposes only. Employees who become aware of any suspected incident of illegitimate use, illegal use, fraud, or theft should report it immediately to their supervisor or to the EthicsPoint Compliance and Fraud Helpline, for investigation.

IMPROPER INFLUENCE OF AUDITORS' CONDUCT:

Any direct or indirect action to coerce, manipulate, mislead, or fraudulently influence BSD's independent auditors to intentionally render BSD's financial and operational statements materially misleading is strictly prohibited.

BSD's policy is to comply with all financial and operational reporting and accounting regulations applicable to BSD. If any employee or officer has concerns or complaints regarding accounting or auditing matters, then the employee is encouraged to contact the Corporate Compliance Manager or the Chief Audit Executive.

CODE ENFORCEMENT:

All officers and employees are required to comply with this Code. Anyone who is found to have violated it may be subject to disciplinary action, up to, and including, termination of employment.

To help ensure compliance with the Code of Conduct and Ethics, BSD requires that all officers and employees review the Code of Conduct and Ethics and acknowledge their understanding and adherence on an annual basis.

Please note: Employees who are able to access the Code of Conduct and Ethics through BSD's electronic Policy and Procedure Manager (PPM) system should complete their annual agreement electronically. Otherwise, please see the Annual Agreement page(s).

CODE OF CONDUCT AND ETHICS ANNUAL AGREEMENT (Individual Employee)

Please note: Employees who are able to access the Code of Conduct and Ethics through BSD's electronic Policy and Procedure Manager (PPM) system should complete their annual agreement electronically.

Otherwise, please sign either:

- This page for an individual team member agreement OR
- The next page, if being routed through a department or multiple team members.

The supervisor (or Metro Trainer, if review is part of Refresher training) should keep a copy of the signed page and send another copy through interoffice mail to Mail Stop #168 or via email to Compliance@BiStateDev.org. If emailing, be sure to include "Annual Code of Conduct and Ethics agreement" in the subject line.

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AGREEMENT:

I have read and understand the Code of Conduct and Ethics. I understand that if I violate the rules explained herein, I may face legal or disciplinary action according to BSD policy and/or applicable law.

In signing the Code of Conduct, the employee acknowledges they have also read the [BSD Employee Conflict of Interest Disclosure Form](#), and that they will complete the disclosure form if applicable, now or in the future.

Employee Name (Please Print)

Badge #

Employee Signature

Date

CODE OF CONDUCT AND ETHICS ANNUAL AGREEMENT (Team Distribution List)

AGREEMENT:

I have read and understand the Code of Conduct and Ethics. I understand that if I violate the rules explained herein, I may face legal or disciplinary action according to BSD policy and/or applicable law.

In signing the Code of Conduct, the employee acknowledges they have also read the [BSD Employee Conflict of Interest Disclosure Form](#), and that they will complete the disclosure form if applicable, now or in the future.

<u>Name (Please Print)</u>	<u>Signature</u>	<u>Badge #</u>	<u>Date</u>