



CODE OF ETHICS AND BUSINESS CONDUCT

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Phillips & Jordan, Inc.

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Message from Our Executive Team

Phillips & Jordan exists today because we have always been committed to following the highest standards of ethical behavior. Our Values set the foundation for how we interact with our fellow employees, our customers, the government, and our business partners.

At a time when our public institutions and government contractors have come under intense scrutiny for the way in which they do their business, we are all reminded that our reputation is one of our most precious assets. We are proud of the culture that Phillips & Jordan has built and the commitment that we all have made to abiding by the highest ethical standards in what we do. By doing so, we always deliver what we promise, and we stand by the work we perform.

This Code of Ethics and Business Conduct sets out our principles of business conduct and ethical behavior which everyone at Phillips & Jordan is expected to follow, regardless of role or location. We cannot describe every situation you might face as an employee and every action you should take. If you do come across anything you are not sure about, or if it seems wrong and you need advice, we urge you to speak up by contacting your supervisor, our Corporate Compliance & Ethics Officer, our outside reporting Helpline, or either of us.

We are personally committed to creating an environment in which people feel comfortable to ask questions or raise issues without the fear of any form of retaliation. Every one of us is required to uphold this commitment.

Our business conduct really matters to the entire leadership team. It is also critical to our continued success as a company. We are proud of your continuing commitment to the highest ethical standards and thankful for your contributions to the success of Phillips & Jordan.

Sincerely,

W.T. "Teddy" Phillips, CEO and Patrick McMullen, President





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Phillips & Jordan's Core Values and Priorities

Integrity, Safety, Quality, and Production guide our business practices and set the foundation for how we interact with our fellow employees, our customers, the government, and our business partners. We expect that, in the course of doing business, all employees, officers, directors, agents, teammates, vendors, consultants, and suppliers of Phillips & Jordan will maintain a high standard of ethical behavior, encourage ethical behavior in others, support ethical decisions, and actively seek appropriate resolution to potential ethical conflicts.



Integrity: We understand customers choose contractors they trust. Our longevity alone is a testament to our integrity; we've been in business since 1952. We engender trust the old-fashioned way: by earning it daily, year after year, on **each and every** job. Every Phillips & Jordan employee is empowered to conduct business ethically, always.

Safety: Safety is a shared commitment at Phillips & Jordan. Our goal is zero incidents – no harm to person, property, the environment, or our reputation. Safety is embraced throughout the company and ranks above all other aspects of our business, including schedule and production. A safe workplace is the only acceptable way to conduct operations.

Quality: Phillips & Jordan was founded on determination, a strong work ethic, and pride in jobs well done; we still operate that way today. We've built a reputation for taking on challenging projects, and equally important, we're known for our quality work. We believe quality is never an accident, but the result of smart planning, attention to detail, and a commitment to excellence.

Production: If a tool is needed for a job - we purchase it. If it's not available - we **make** it. We engineer tools, innovate processes, and streamline procedures to achieve maximum efficiency, quality, and value for our customer. And we never rest - we're constantly striving to improve. Our customers receive the benefit of our pioneering spirit and "roll up our sleeves," "can do" attitude.

Getting Acquainted with Our Code

What Is Our Code?

It is Phillips & Jordan's (sometimes referred to as the “Company”) policy to maintain the highest ethical standards and comply with all applicable laws, rules, and regulations. As a provider of services to federal, state, and local governments, Phillips & Jordan operates under unique legal and regulatory requirements imposed upon government contractors. We are committed to complying with the letter and spirit of these laws and regulations.

Why Do We Have a Code?

We believe that adherence to this Code will ensure our continued success as well as earn and maintain the confidence of our customers and the communities in which we live. We have established this Code of Conduct to recognize the importance of integrity, ethics, and compliance in all that we do.



Who Must Follow Our Code?

All employees, including officers, directors, and persons authorized to act on behalf of the Company must comply with this Code of Conduct at all times.

What We Ask of You

- Read, understand, and follow the Code and the underlying policies and procedures. 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, consultants, subcontractors, suppliers, and prime contractors, to the Corporate Compliance & Ethics Officer.
- Observe Phillips & Jordan’s Core Values, which are the foundation for all of our transactions and interactions.
- Do not engage in any activity that might create a conflict of interest for the Company or for yourself, including activity that creates even the appearance of a conflict of interest.
- Maintain and submit only accurate business and financial records, including financial books, records, cost accounts, financial statements, time and expense reports, resumes, and any and all other submissions to the company, customers, and regulatory authorities.
- Protect all company, customer, and subcontractor assets, and use them only for appropriate company approved activities.
- Without exception, comply with all applicable laws, rules, and regulations. If you are uncertain about whether something is legal or meets a regulatory requirement, ask.



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What You Can Expect from Phillips & Jordan

As a company, Phillips & Jordan will apply the Company's ethical principles to everything we do. Phillips & Jordan commits that its leaders will:

- Lead by example by acting ethically, applying the same high standards of conduct expected throughout the Company;
- Promote ethical conduct, both within the Company and in the markets in which we operate;
- Provide training and other resources so that employees are equipped to manage ethics issues;
- Listen to concerns employees have about business conduct and support them in expressing those concerns;
- Never take or allow a retaliatory action against someone for reporting concerns in good faith or for participating in an investigation; and
- When necessary, investigate concerns of misconduct and take appropriate corrective action.

What Is Expected of Our Business Partners?

We have the expectation that our subcontractors at any level, consultants, agents, suppliers, and any other third party providers (our "Business Partners") will act in a professional and ethical manner while conducting business with or on behalf of Phillips & Jordan.

Revisions and Updates to the Code

We expect to update our Code on occasion or to make amendments as required to reflect any changes in our Company policies and procedures or laws. The most recent version will always reside on our website at www.pandj.com.



What to Do When You Have Questions or Concerns about the Code

Each employee must promptly report any known or suspected violation of this Code of Conduct and all other unlawful or unethical conduct. 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 held in confidence, to the extent possible, and under no circumstances will any employee who makes a report be subject to any acts of retribution, retaliation, or disciplinary action. Questions or concerns may be reported by any of the following means:



- You may report the question or concern to Vice President John Lawrence, the Corporate Compliance & Ethics Officer for Phillips & Jordan. John and his staff are responsible for developing and implementing training and communication programs to familiarize Phillips & Jordan personnel with their requirements under the Code of Conduct. They are also responsible for investigating ethical issues or violations that are brought to the attention of the Company. John is available to all Phillips & Jordan employees to discuss any ethical issues or concerns. He can be easily reached by phone at **865.392.3061** or by e-mail at jlawrence@pandj.com.
- Alternatively, you may contact your supervisor, Human Resources, or any of the Regional Business Ethics Advisors who assist the Corporate Compliance & Ethics Officer.
- As another option, you may also call Phillips & Jordan's Ethics Helpline, which is available for anyone wishing to anonymously raise a concern, report alleged misconduct or a violation of the Code, government law, or regulation, or simply seek advice. The Ethics Helpline is available 24 hours a day, seven days a week, and is administered by a third party. The Ethics Helpline phone number is **844.286.6021**. Questions, concerns, or reports can also be communicated to the Helpline via the internet at www.pandj.ethicspoint.com.

All employees must fully cooperate with any investigation of a suspected violation of this Code and with any request by the Corporate Compliance & Ethics Officer. Any employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be subject to disciplinary action, up to and including termination. 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.



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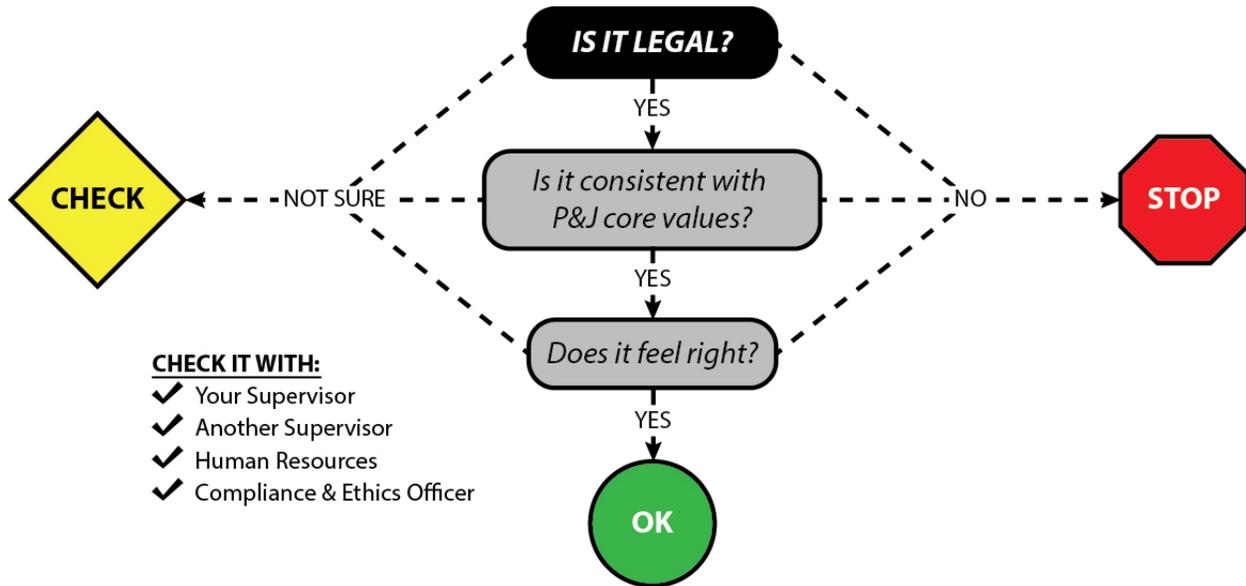
What Happens When Concerns of Misconduct Are Brought to the Company's Attention?

- Your concerns and reports will be treated seriously, and you will be treated respectfully.
- You need not identify yourself.
- Your communication will be kept confidential to the extent possible.
- Phillips & Jordan takes the Code very seriously and will take appropriate action in response to violations of the Code. If an investigation reveals that there has been a violation of the Code, the violator(s) will be subject to disciplinary action, up to and including termination of employment. They may also be subject to civil and criminal penalties.
- Retaliation for raising a good faith concern about an ethical issue/violation or cooperating in an investigation is a violation of Phillips & Jordan's Code. It will not be tolerated and will result in disciplinary action, up to and including termination.
- Phillips & Jordan is committed to providing timely notification to the government of any violation of federal law involving fraud, conflict of interest, bribery, or gratuity violations, as well as any violation of the civil False Claims Act, and will cooperate fully with any resultant investigation conducted by the government.

Discipline

Violation of this Code can result in serious consequences for the Company, its image, its credibility, and the confidence of its customers, and it can include substantial fines and restrictions on future operations, as well as the possibility of fines and prison sentences for individual employees. The amount of any money involved in a violation might be immaterial in assessing the seriousness of a violation since, in some cases, heavy penalties might be assessed against the company for a violation involving a relatively small amount of money, or no money at all. Violations of the Code will result in disciplinary action, up to and including termination of employment. Disciplinary action will also be imposed upon supervisors or executives who condone, permit, or have knowledge of illegal or unethical conduct by those reporting to them and do not take corrective action, as well as employees who make false statements in connection with investigations of violations of this Code.





Our Ethical Standards in Brief

We strive for quality in all that we do.

Phillips & Jordan attracts and retains the best people by providing challenging work in an environment that stimulates, respects, and rewards creativity and productivity in the satisfaction of customer needs. In return, our people provide quality service and products to our customers. Our reputation of quality work and quality people must not be compromised by unethical decision making.

We treat people with respect and dignity.

We are committed to fair employment practices and will not tolerate any form of discrimination, harassment, or other inappropriate behavior in the workplace. Every action should be judged by considering whether it is legal, fair to all concerned, reasonable under the circumstances, honest, in keeping with the best interests of our employees and customers, and able to withstand the scrutiny of outsiders.





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We respect and obey all applicable laws and regulations.

The laws that apply to government contractors are complex. However, confusion or a lack of understanding of the rules cannot be used as an excuse for a lack of compliance. It is important to always seek advice from the Corporate Compliance & Ethics Officer or Senior Leadership to ensure compliance with both the spirit and letter of the law.

We fairly report and charge our time.

Accurate timekeeping by each employee and timely submission of hours worked are critical elements of each employee's job and of the Company's success. It is the only way that we are able to provide accurate, timely reports and invoices to our customers. Phillips & Jordan's timekeeping practices are governed by CASB, and Federal Acquisition Regulations (FAR), or client contracts. Careless or improper preparation of time reporting may lead to disciplinary actions against the company and may also result in prosecution under applicable federal statutes.



We encourage others to do the right thing.

Phillips & Jordan will ensure that its teammates (subcontractors, vendors, and suppliers) are aware of their requirements to abide by Government Ethics Regulations, and those Business Partners who are required to have a formal Ethics policy either possess one or agree to abide by the Phillips & Jordan Code.

We maintain high standards of procurement integrity.

When we are bidding for or negotiating contracts we will be truthful and accurate, observe all rules and regulations, and will not accept information on a competitor's bid or proposal that we know to be proprietary or confidential.

Working with the Government

Phillips & Jordan works in a field which is highly competitive. By competing fairly and performing excellent work, our clients know that we are a reliable and trusted business partner. However, a large portion of our work comes from government contracts, which have specific and particular bidding and competing obligations and restrictions. This includes, but is not limited to, dealing with government officials in an environment of openness and under circumstances that contradict any perception of concealment, the appearance of impropriety, or any actual or potential conflict of interest.

In certain instances, our employees must have a working knowledge of and strictly follow laws and regulations such as the Procurement Integrity Act, the Federal Acquisition Regulations (FAR), antitrust laws, the Foreign Corrupt Practices Act, the U.K. Bribery Act, and other legal restrictions. These laws and regulations generally have three purposes: (1) to allow government agencies to purchase the best possible products and services at the best value; (2) to promote full and open competition based on specifications and evaluations criteria that allow interested suppliers to respond appropriately; and (3) to eliminate waste, fraud, and abuse.



If any employee has a question about the applicability of a law or regulation, feels uncertain about their own depth of knowledge of the law, or has any concerns about ensuring that the Company is meeting its legal and ethical obligations, he or she is encouraged bring these issues to the attention of the Corporate Compliance & Ethics Officer or use any available means to have the issue addressed before acting.

Competing for Work

Phillips & Jordan succeeds in our markets by adhering to our core values and exceeding our customers' expectations. We offer innovative solutions to challenging projects, are fiercely competitive, and bring over 63 years of consistent integrity, honesty, and fairness to the table of competition. We thrive in a competitive environment yet refuse to discredit or disparage our competition. Our reputation of quality, service, and fair pricing distinguishes us as the contractor of choice. Since a substantial part of the Company's business involves competitive bidding of contracts with the federal government and routine business decisions involving pricing, terms



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and conditions of sale, and interaction with competitors, it is essential that every employee be generally aware of the antitrust laws, which are designed to promote free and open competition in the marketplace. To comply with the antitrust laws and our policy of fair competition, employees must:

- Never discuss with competitors any matter directly involved in competition between us and the competitor (e.g., sales price, marketing strategies, market shares, and sales policies);
- Never agree with a competitor to restrict competition by fixing prices, allocating markets, or other means;
- Not require others to buy from us before or because we buy from them;
- Be accurate and truthful in all dealings with customers and be careful to represent the quality, features, and availability of Company products and services accurately;
- Not offer a customer prices or terms more favorable than those offered to others, unless justified by cost savings, the need to meet competition, a change in market conditions, or other legitimate business reasons;
- Not agree with competitors to control levels of performance;
- Not require customers to take from us a product or service they do not want just so they can get one they do want; and
- Immediately notify their manager or the Corporate Compliance & Ethics Officer whenever they believe that they might have received information that may be confidential or proprietary to another organization.



Practical Examples

Q. I am working on a bid submission, and in order to gain the contract, I am considering under-estimating the costs, as I know I can charge the customer for overruns on the contract when we have won it. Is this appropriate?

A. No. It is never acceptable to deliberately misrepresent costs that we intend to incur and bill to the customer.

Q. Another company has asked to discuss what contract terms and pricing we have negotiated with a supplier, as they would like the same kind of deal that we have. Is this ok?

A. No. We have an ethical and contractual obligation to respect the confidentiality of the supplier's pricing. Our actions might also be construed as an attempt to fix prices in the supply market, which could damage the Company's reputation, or result in legal action.

Accuracy of Claims

All requests or demands for payment made on behalf of Phillips & Jordan 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, and the presenting of a false claim for payment to the government is unlawful under the False Claims Act. Examples of false claims include billing extra time not spent working on a project, charging for materials not used in a project, artificially inflating a claim in order to negotiate additional compensation from the customer, retaining an overpayment, making a false request for progress payments, making misleading statements regarding delays, or making false representations regarding small business status or participation in socioeconomic programs. 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 of the false claim for payment, criminal liability punishable by up to 5 years imprisonment, a fine, 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 Corporate Compliance & Ethics Officer, will be subject to discipline, which may include termination.

Your Responsibilities

- **Never make any false claim or representation** to government personnel, whether in connection with a claim for payment or otherwise.
- **Always check** Phillips & Jordan's records to ensure that invoices to be submitted for payment are consistent with labor and billing records.
- **Report** any discrepancies or irregularities in billing.

Employment Discussions with Government Personnel

Numerous laws restrict the timing and nature of employment discussions between government personnel and contractors. Government personnel cannot hold employment discussions with a company over whom the government personnel have oversight or other responsibility until they notify the government's designated ethics official and obtain permission from their supervisor to proceed with employment discussions. The government broadly defines employment discussions





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to include activities as limited as exchanging a resume. It is not necessary that salary or other employment terms be discussed to trigger the onset of employment discussions. This prohibition on employment discussions cannot be circumvented by the use of hints, subtlety or ambiguity, the use of hypotheticals, or by communicating an offer “after hours” or in a social setting.

A Phillips & Jordan employee must never under any circumstances discuss the possibility of employment by Phillips & Jordan or any other business proposal unrelated to an existing or proposed government contract with a government employee without first obtaining approval from the Corporate Compliance & Ethics Officer and the President.

Government Personnel and Gifts

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. When Phillips & Jordan is a prime contractor, or engages subcontractors for any purpose related to a government contract, the prohibition on gratuities extends to Phillips & Jordan employees in their relationship with those subcontractors. Likewise, when Phillips & Jordan is a subcontractor to a prime contractor or higher-tier subcontractor, gratuities to the prime or higher-tier subcontractor from Phillips & Jordan employees are prohibited.



Prohibited gifts and gratuities can include minor items such as meals, tickets to sporting events, transportation, special discounts or any other item of value. Generally, there is an exemption for unsolicited items, other than money, having a market value of \$20 or less per gift, with an annual aggregate maximum for the Company of \$50. Examples may include modest refreshments such as soft drinks, coffee and donuts or a business-related lunch that does not exceed \$20. However, if a gift could be construed as an attempt to secure favorable treatment, it is prohibited regardless of its value. You may not, under any circumstances, give to government personnel something of value if the fair market value exceeds \$20 or if the aggregate value of all items given to that government employee would exceed \$50.

Restrictions on Former Government Personnel

There are numerous post-employment or “revolving door” restrictions on the types of activities that former government personnel can perform in the private sector. The laws and regulations impose one-year, two-year, or life-long bans prohibiting current and former government employees from performing certain activities on behalf of a contractor. The restrictions may include, for example, barring the individual from working for some companies for one year, from working on certain contracts, and from representing certain companies to the government with respect to particular matters. The restrictions are imposed based upon the individual’s responsibilities and, in some cases, grade level, while employed with the government. The determination of which restrictions apply to each current and former government employee is complex and usually requires a legal analysis.



To ensure that a current or former government employee can be hired by Phillips & Jordan and will be allowed to perform the tasks necessary to their position, approval for employment discussions with current or former government employees must be obtained from the Corporate Compliance & Ethics Officer and the President.

Kickbacks

The federal Anti-Kickback Act makes it illegal to offer, solicit, or accept any kickback, as well as to include any amount of a kickback in a contract with the United States. A kickback is defined as any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract with the United States. "Favorable treatment" may include the following:

- Receiving confidential information on competitor bids, such as prices, delivery schedules, or other non-public information;
- Obtaining placement on a bidder’s list without meeting the requisite qualifications;
- Obtaining the removal of a competitor who meets requisite qualifications from a list of eligible bidders;
- Obtaining unwarranted waivers of delivery deadlines;
- Obtaining unwarranted price increases;
- Recovering improper expenses;



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- Improperly obtaining the award of a subcontract or order under a subcontract; and
- Obtaining acceptance of substandard goods and services.

The federal Anti-Kickback Act imposes obligations on each employee to report reasonable suspicions of kickbacks and to implement internal procedures to detect kickbacks. Similarly, Company policy requires employees who know of any violations of this policy or suspect that a violation has taken place or could take place, to report the violation or suspected violation immediately.



Any employee caught participating in such activity will be promptly disciplined and may be terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance & Ethics Officer will be disciplined.

Practical Example

Q. Stan heard a subordinate of Harold's say that Harold, a construction manager, had paid \$1,000 to a government official who approved the building plans for the project, for a "quicker" approval process. Should Stan report what he heard?

A. Yes. While Stan is not sure that Harold engaged in a kickback scheme, he should report what he heard so the Company can investigate the allegation.

Commitment to Small and Disadvantaged Business Programs

Phillips & Jordan is committed to full compliance with government sponsored opportunity programs and maximizing the opportunities of small businesses (SB), certified small disadvantaged business (SDB) concerns (including historically black colleges and universities (HBCU) and minority institutions (MI)), women-owned small business (WOSB) concerns, HUBZone small business (HUBZone SB), veteran-owned small businesses (VOSB) concerns, and service-disabled veteran-owned small business (SDVOSB) concerns. As such, Phillips & Jordan will not discriminate on the basis of race, color, national origin, sex, disability, or veteran status in the hiring of suppliers or subcontractors and will foster an environment in which everyone is treated with respect, trust, honesty, fairness, and dignity. Consistent with applicable regulations and contractual obligations, for each government-funded contract, Phillips & Jordan will make good faith efforts to maximize the participation of small or disadvantaged businesses in subcontracts and ensure that each is performing a commercially useful function. Small and disadvantaged businesses shall be deemed to be performing a commercially useful function if they are responsible for executing the work and carrying out their responsibilities by actually performing, managing, and supervising the work.

Payments to Foreign Officials

As an international services provider, Phillips & Jordan must adhere to a number of laws of foreign countries and the United States while conducting business relationships in such countries. While we cannot address the legal requirements of each potential country where we may do business, Phillips & Jordan is committed to leadership in conducting business honestly, ethically and with integrity. We hold ourselves to the highest standards and expect more of ourselves than the law may require. The Company has established an Anti-Corruption Policy for complying with the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act of 2010, and other applicable anti-corruption laws, regulations, and prohibitions against corruption (the "Anti-Corruption Laws"). As these markets grow, those employees who have any involvement in that business must be familiar with and follow the obligations of this policy. Some key points of this policy are:

- No employee will engage in activity that might involve the employee or the Company in a violation of the FCPA. The FCPA requires that the Company's books and records accurately and fairly reflect all transactions; that we maintain a system of internal controls; that transactions conform to management's authorizations; and that the accounting records are accurate.
- No employee will falsely report transactions or fail to report the existence of false transactions in the accounting records. Employees certifying the correctness of records, including vouchers or bills, should have reasonable knowledge that the information is correct and proper.
- Under the FCPA, it is also a federal crime, subject to criminal and civil penalties, for any U.S. business enterprise officers, directors, managers or employees to offer a gift, payment, promise of payment, authorization of payment, or bribe of money or anything else of value, whether directly or indirectly through an agent or other intermediary, to any foreign, domestic, or local government official, candidate, customer, or third party for the purpose of influencing an official act or decision or seeking influence with a foreign government in order to obtain, retain, or direct business to the company or to any person. Even if the payment is legal in the host country, it is forbidden by the FCPA and violates U.S. law. This behavior is also prohibited by this policy.
- No employee will make facilitation payments, and the Company will seek to eliminate the practice in countries in which we do business. A facilitation payment is a payment or gift (usually given to a government official) to speed up or perform a procedure. It





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does not include fees required to be made by law (such as the payment of a filing fee for a legal document). The Company's position on such payments is clear: *We will not make facilitation payments nor allow others to make them on our behalf.*

Practical Example

Q. I was informed that we could hire a local company or consultant to help get all the necessary permits from a foreign government. An advance payment has been requested to “help move the process along.” Since we don't really know where the money is going, do we have to worry about it?

A. Yes. We are responsible for the actions of any third party working on our behalf. The request for an advance payment is itself a red flag, the comment, even more so. Consult with the Corporate Compliance & Ethics Officer before proceeding.



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. In general, if you think that any situation may be present a conflict of interest, you should consult with the Corporate Compliance & Ethics Officer. The following situations have a great potential for conflicts of interest:

Outside Employment

In accordance with 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 is deemed to be a conflict of interest and is not permitted. Likewise, an employee's participation in civic, charitable, or professional organizations or activities that interferes 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, nor may

they use the Company's name to lend weight or prestige to an outside activity without prior approval from authorized management.

Employees must not be employed outside the Company:

- In any business that competes with or provides services to the Company or its subsidiaries;
- In a manner which would affect their objectivity in carrying out their Company responsibilities;
- Where the outside employment would conflict with scheduled hours, including overtime, or the performance of Company assignments; or
- Where the employee uses Company time, materials, information, or other assets in connection with outside employment.

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, salaried employees must consult with the Corporate Compliance & Ethics Officer and obtain express written approval.

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, 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 of the Company, the employee must first consult with the Corporate Compliance & Ethics Officer and obtain express written approval.





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Relationships with Suppliers and Customers

Business transactions must be entered into solely for the best interests of the Company. No employee can, directly or indirectly, benefit from his position as an employee or from any sale, purchase, or other activity of the Company.

Employees should avoid situations involving a conflict or the appearance of conflict between duty to the Company and self-interest.

When interacting with individuals or organizations doing or seeking to do business with the company or individuals or organizations who make recommendations with respect to such interactions, employees should not:

- Serve as an officer, director, employee, or consultant of such organizations or with respect to such individuals; or
- Own a substantial interest in any organization doing or seeking to do business with the Company or any competitor of the Company.

Employment of Relatives

The Company permits the employment of qualified family members, significant others, partners, and members of the same household as long as such employment does not create a conflict of interest. Relationships by family, marriage, partnership, household, and similar personal relationships should not result in an advantage or disadvantage to hiring, promotion, salary, or other terms and conditions of employment. If one of the parties severs the relationship, both parties are expected to be respectful of the decision and to ensure no harassment or other conduct that violates the Company's policies occurs.

The Company will exercise sound business judgment in the placement of family members, significant others, partners, and members of the same household in the Company. Supervisory relationships between such individuals is discouraged, but may be permitted where such relationships are disclosed and approved in advance. Employees in Safety, Financial Administration, and Human Resources may not be in a reporting relationship with such an individual without first disclosing the relationship and obtaining written permission from the Company's CEO. Employees in other



areas of the business must disclose the relationship and obtain approval from their Division Manager. Although both employees involved in such relationships are individually responsible for disclosure, a supervisor's failure to report such a relationship will be regarded as a serious lapse of judgment and grounds for appropriate disciplinary action, up to and including termination. The Company retains the discretion to reassign one or both of the employees in the event the relationship becomes detrimental to Company Operations or employee morale.

Practical Examples

Q. My wife works for a supplier who is bidding for a contract that I am working on. Should I let my manager know?

A. Yes. You must advise your manager and discuss how to proceed. We would not disqualify a company because of family connections. But we need to know to ensure that the evaluation process is not in any way influenced by this relationship.

Q. An employee's relative has a minor ownership interest in a supplier. This supplier has the lowest price for the material needed on a project. The employee's group is not involved in the project. Should they report this relationship?

A. Yes. They should report the relationship to their supervisor. In the event that the company still utilizes this vendor, the employee should not be involved in the transaction in any way.

Q. I'm the project manager for a construction project. My boyfriend is an experienced bulldozer operator and would be perfect to work for me. We have dated for 6 months, and I believe we can conduct ourselves professionally. May I hire him?

A. Maybe. You must disclose the relationship to your Division Manager and allow him or her to make the call. If the Division Manager believes that the relationship will not detrimentally impact the Company, he or she may authorize the hiring.



Q. Frank works as a human resources representative and is booking a team retreat. Frank's sister owns a hotel that could host the retreat. Can Frank sign the contract with his sister's hotel?

A. No. Frank should not do anything to influence the Company to use his sister's hotel for the retreat. He can, however, introduce his sister to the individuals who will be deciding on the proper place for the retreat.



Code of Ethics and Business Conduct

Gifts and Non-Government Personnel

Business courtesies related to private (non-governmental) transactions may, at times, be permissible, but receiving or accepting gifts or entertainment in the business context remains a sensitive area and can be inappropriate, or even illegal, depending on the circumstances. For this reason, it is important that all employees be cautious about giving or receiving gifts and entertainment from non-governmental personnel. Therefore, regardless of the circumstances, the following rules apply:

- No employee may participate in major entertainment functions involving travel (hunting trips, golf excursions, etc.) without prior approval from the Corporate Compliance & Ethics Officer.
- Entertainment functions and gatherings that do not involve travel are permitted so long as they are infrequent in nature and are not lavish or extravagant. While it is difficult to define “lavish or extravagant” by means of a specific dollar amount, a common sense determination should be made consistent with marketplace practices.
- Tangible gifts may be permitted where the giving or acceptance of the gift is not illegal, is of nominal value, and is clearly appropriate under the circumstances. The giving or receiving of tangible gifts must be infrequent in nature and may not be lavish or extravagant. While it is difficult to define “lavish or extravagant” by means of a specific dollar amount, a common sense determination should be made consistent with marketplace practices.
- Money, in any form, is never given, offered, solicited, or accepted.
- The ethical rules and policies of the contractors, subcontractors and suppliers transacting business with Phillips & Jordan must be respected and obeyed by Phillips & Jordan employees.



As stated earlier, the giving or receiving of gifts involving government personnel, or subcontractors involved in a government contract, is prohibited. See "Government Personnel and Gifts" under "Working for the Government" (p. 14) for more information.

Your Responsibilities:

- **Maintain** a level of unquestionable integrity in all relationships with clients, owners, subcontractors and suppliers.

- **Seek authorization** from the Corporate Compliance & Ethics Officer for entertainment functions that involve travel.
- **Document** all ordinary and customary business expenses.
- **Report** all violations or suspected violations of this policy to the Corporate Compliance & Ethics Officer or your Human Resources representative.

Private Kickbacks

While federal laws prohibit the offering, soliciting, or accepting of any kickback, as well as the inclusion of any amount of a kickback in a contract with the United States, Company policy also prohibits kickbacks with respect to contracts with non-governmental entities, such as subcontractors and vendors. See "Kickbacks" under "Working for the Government" (p. 15) for more information.



Practical Example

Q. Amy, a Company crew member, spends a weekend landscaping the yard of the CEO of a construction firm that selected the Company for a lucrative subcontract. There was no charge for the service. Is this a kickback?

A. While this may not violate federal law, it violates Company policy and must be reported.

Confidential Information and Privacy of Communications

Confidential Information

Confidential information is the information you are exposed to as part of your job that, if disclosed outside the Company, could harm the Company. It can be verbal, written, or electronic information. Confidential information includes, but is not limited to, trade secrets and other intellectual property, such as research and development plans, technical information, proposals and drafts, marketing plans, information about our customers, information about our vendors and other third parties, pricing information (production rates, equipment rates, bidding rates, etc.), budget information, and in some cases personnel information.

Company policy and various laws protect the integrity of the company's confidential information that must not be divulged except in strict accordance with established company policies and procedures. The obligation not to divulge confidential company information is in effect, even



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though material might not be specifically identified as confidential. The obligation exists during and continues after employment with the company, and it applies to any recipient of confidential information, including employees, vendors, consultants, and other third parties. Upon separation from employment with the Company, employees are required to return any confidential information in their possession to the Company, to delete any information in digital or electronic form remaining on their electronic devices, and not to use or disclose confidential information. The Company will actively protect its confidential information, and breaches of this obligation will not be tolerated.

A few examples of prohibited conduct are:

- Selling or otherwise using, divulging, or transmitting confidential Company information;
- Using confidential Company information to knowingly convert a Company business opportunity for personal use;
- Using confidential Company information to acquire real estate that the employee knows is of interest to the Company;
- Using, divulging, or transmitting confidential Company information in the course of outside employment or other relationship, or any succeeding employment or other relationship at any time; and
- Trading in the stocks of any company, based on information that has not been disclosed to the public, or divulging such information to others so that they might trade in such stock. Insider trading is prohibited by Company policy and federal and state law.



Employees shall not seek out, accept, or use any confidential Company information of or from a competitor of the Company. In particular, should we hire an employee who previously worked for a competitor, we must neither accept nor solicit confidential information concerning that competitor from our employee.

Practical Examples

Q. I am aware that we are going to place a large contract with a new supplier. How freely can I talk about this with my coworkers?

A. Unless those coworkers have a legitimate business need to know this information, you should not discuss the award with them until after it has been announced. Award of a large contract

to a small company can heavily influence its value in the market. If your coworkers purchase shares in the supplier before the contract is announced, it could be assumed they did so based on knowledge not available to the general public (in other words: insider trading).



- Q. Gus gave notice that he will be leaving the Company to move to a competitor in California. Before leaving, Gus e-mailed his g-mail account several Company documents that he created while working for the Company providing guidance on how the company drafts its bid proposals. Since Gus created these documents in the first place, is this okay?**
- A. No. Documents created by Gus in the course of performing his duties for the Company are Company property, and documents related to how the Company drafts bid proposals would be considered confidential, even if not marked as such.

Safeguarding Company Assets

Company Assets and Transactions

Compliance with prescribed accounting procedures is required at all times. Employees having control over Company assets and transactions are expected to handle them with the strictest integrity and ensure that all transactions are executed in accordance with management's authorization. All transactions shall be accurately and fairly recorded in reasonable detail in the Company's accounting records.

Employees are personally accountable for Company funds over which they have control. Employees who spend Company funds should ensure that the Company receives good value in return and must maintain accurate records of such expenditures. Employees who approve or certify the correctness of a bill or voucher should know that the purchase and amount are proper and correct. Obtaining or creating "false" invoices or other misleading documentation, or the invention or use of fictitious sales, purchases, services, loans, entities, or other financial arrangements, is prohibited.



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Expense Reimbursement

Expenses actually incurred by an employee in performing Company business must be documented on expense reports in accordance with Company procedures. Expense reports should be reviewed for accuracy. Falsification of expense reimbursement requests will be cause for discipline.



Company Credit Card

Company credit cards are provided to employees for convenience in conducting company business. No personal expenses can be charged on company credit cards except as specifically authorized by company procedures. Any charged personal expenses must be paid promptly by the employee. Company credit cards should not be used to avoid preparing documentation for direct payment to vendors. Where allowed by local law, charges on Company credit cards for which a properly approved expense report has not been received at the time of an employee's termination of employment might be deducted from the employee's last paycheck. The Company will pursue repayment, via payroll deduction, from the employee of any amounts it has to pay on the employee's behalf.

Cash and Bank Accounts

All cash and bank account transactions must be handled so as to avoid any question or suspicion of impropriety. All cash transactions must be recorded in the Company's books of account. All accounts of Company funds, except authorized imprest funds, shall be established and maintained in the name of the Company or one of its subsidiaries and might be opened or closed only on the authority of the Company's officers or directors. Imprest funds must be maintained in the name of the custodian, and the custodian is wholly responsible for these funds. All cash received shall be promptly recorded and deposited in a Company or subsidiary bank account. No funds shall be maintained in the form of cash, except authorized petty cash, and no company shall maintain an anonymous (numbered) account at any bank.

No payments can be made in cash (currency) other than regular, approved cash payrolls and normal disbursements from petty cash supported by signed receipts or other appropriate documentation. Further, Corporate checks shall not be written to "cash," "bearer," or similar designations.

Software and Computers

Computerized information and computer software appear intangible, but they are valuable assets of the Company and must be protected from misuse, theft, fraud, loss, and unauthorized use or disposal, just as any other Company property.

Information Technology (IT) resources, including computers, software, email, instant messaging, text messaging and telephones, including voice mail, conferencing services, company cell phones, and handheld devices are intended to be used only for business operations; however, the company recognizes that you may need to use the company equipment from time to time for personal use. See the upcoming section “Incidental Personal Use” for more details. Using the company’s IT resources inappropriately can make the security of these systems vulnerable.

Accordingly, Phillips & Jordan may monitor all communications, including internet usage, to ensure that these assets are used for their intended business purpose and in accordance with applicable laws and Company policies.

Use of computers must be customer service or job related. Employees cannot access Company records of any kind for their personal use.

Personal computers can be used for Company-sanctioned education programs as well as personal use, incidental to Company business use, with the permission of your supervisor. However, personal use cannot be allowed for personal financial gain.

It is also understood that personal computers will occasionally be used at home with the permission of your supervisor.

Third Party Software

Employees should take special care when acquiring or downloading software or other computer applications from others. Software is protected by copyright and may also be protected by patent or trade secret laws. Before employees accept software, access software or data on a network, or accept a license agreement, employees must ensure that all terms and conditions of any license agreement - such as provisions not to copy or distribute programs - are strictly followed. If you are unsure, ask!





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Incidental Personal Use

The Company recognizes that you may need to use Company equipment or communications from time to time for personal use. In general, this is allowed, provided such use:

- Is limited in duration or extent;
- Does not adversely affect your attention to, or completion of, your job responsibilities;
- Does not result in any significant incremental cost to the Company;
- Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to age, race, disability, ethnicity, marital or family status, national origin, color, religion, sex, sexual orientation, veteran status, or any other characteristic protected by law;
- Does not otherwise violate this Code or other Company policy, particularly the sections related to conflicts of interest and/or disclosure of confidential information; and
- Does not include forwarding chain letters, mass e-mails for non-business purposes, or selling items or services for personal gain.



Practical Examples

Q. Can I use a Company computer at lunch time to access my bank account?

A. If the access is only occasional and does not take excessive time away from your Company duties, such use may be permitted.

Q. My wife loaded some data management software from her office on our home computer, and I would love to use this at work. Is it ok to download this onto my Company computer solely for work reasons?

A. No. Employees may not download personal software onto Company computers. Doing so risks the introduction of viruses or malware into our network. In addition, Phillips & Jordan only installs software that is properly licensed in order to comply with all laws and regulations.

Social Media

Social Media has become a widely used communication tool by many. Sometimes, its use can be effective in promoting services and products. However, with even greater frequency, it has caused great embarrassment for individuals and companies. Phillips & Jordan has a Social

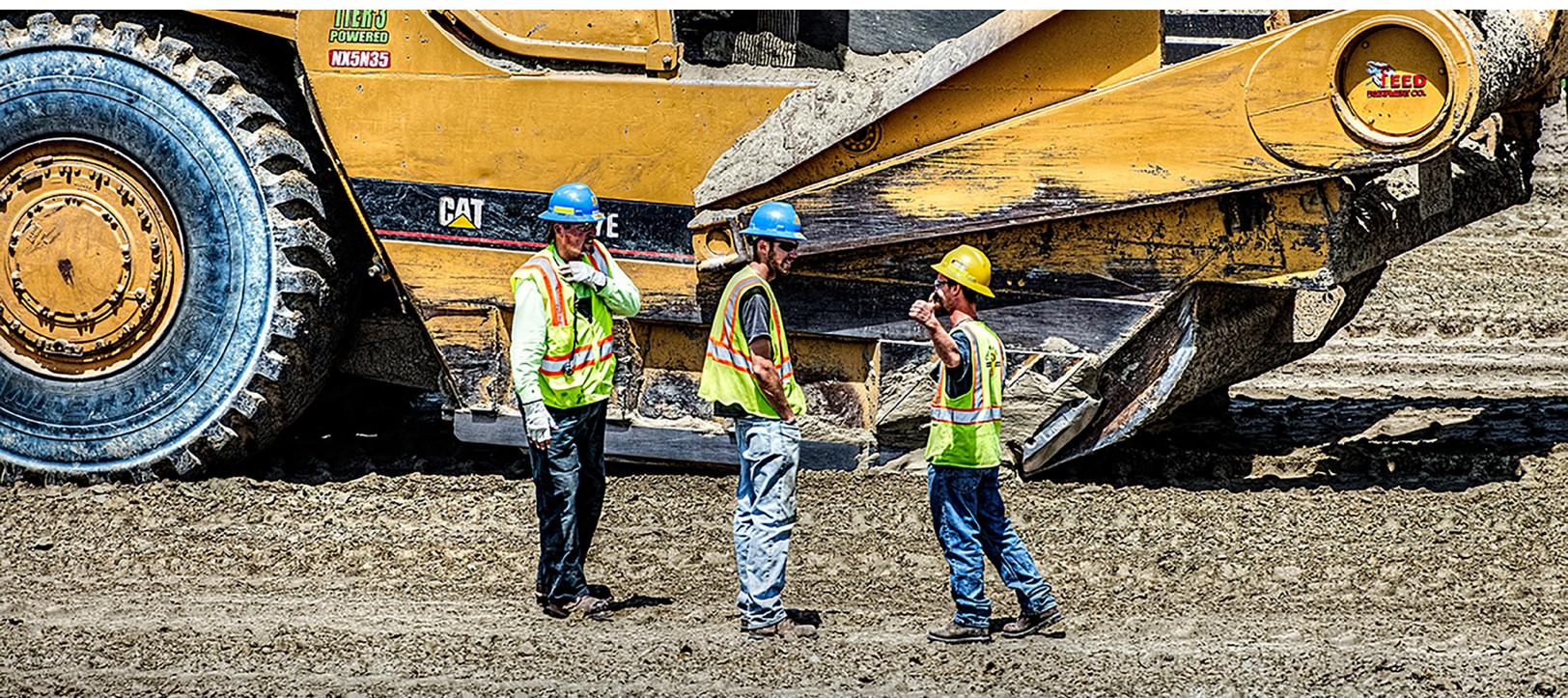
Media Policy that governs use of these communication channels. The Social Media Policy also sets forth the requirements and expectations regarding the posting of any information or content related to Phillips & Jordan, whether in a personal or business capacity. Any questions or concerns regarding the use of social media should be directed to the Phillips & Jordan Communications Department.

Political Contributions

While the Company believes strongly in the democratic political process, employees are encouraged to participate in that process personally and on their own time outside of work, without using the Company's resources or facilities. For this reason, no political contribution of corporate funds or use of corporate property, services, or other assets may be made without the written approval of our Corporate Compliance & Ethics Officer or President. Even indirect expenditures on behalf of a candidate or elected official, such as the use of telephones and other corporate equipment, may be considered to be political involvement. Any questions should be referred to our Corporate Compliance & Ethics Officer. In no event may an employee be reimbursed in any manner for political activities.

Media Inquiries

Employees may be contacted for comments about our company, our projects, our customers, or events that affect them. To provide complete and accurate information, only designated individuals may speak on behalf of Phillips & Jordan. If you are asked for information by an outside party (such as a journalist, financial analyst, or attorney), do not respond to these





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inquiries; direct them to our Corporate Compliance & Ethics Officer and/or a Vice President. Avoid “off-the record” comments. You should not respond to electronic inquiries (email, blogs), or post comments in public forums, including social media forums, which could be attributed to Phillips & Jordan.

When speaking about our business, be aware that what you say will be attributed to Phillips & Jordan and may be quoted by media without your knowledge or consent. As a Phillips & Jordan representative, you speak on behalf of our Company and must be very careful not to negatively impact our business, our reputation, or our customers. Direct all inquiries from lawyers, government investigators, or law enforcement officers to our executive team.



Safety and Health

Phillips & Jordan considers employee safety and health 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 of the applicable health and safety regulations 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 Phillips & Jordan's Safety and Loss Control procedures and guidelines, promoting safe work practices, and the use of personal protective equipment. If any employee has any safety-related concerns, he or she should report these concerns to the Vice President of Safety and Risk Management.

Practical Example

- Q. At my job site they regularly cut corners on health and safety to get the job done. As a result of this my co-worker was using inappropriate tools to do the job and had an accident. I have been told not to report this. What should I do?**
- A. You must report it – a failure to do so could put others at risk. Talk to your manager and propose that the local Safety Officer is brought in to advise on how to operate safely. If you meet resistance, talk to a more senior manager or report the issue to the Corporate Compliance & Ethics Officer.

Personal Employee Conduct

Equal Employment and Nondiscrimination

The continued success of our company is dependent upon employing the most qualified people and establishing a work environment that is free of discrimination, harassment, intimidation, or coercion related to race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America, sexual orientation, gender identity, or any other status or characteristic that is protected by federal, state, or local law. This policy extends to all phases of employment, including hiring, placement, promotion, transfer, compensation, benefits, training, and the use of facilities. Phillips & Jordan is committed to complying with all applicable laws related to equal employment opportunity and to ensure that there is no unlawful discrimination by any officer, director, or employee. Phillips & Jordan is committed to a work environment in which everyone is treated with respect, trust, honesty, fairness, and dignity. Additionally, Phillips & Jordan employees are required to adhere to the same standards in dealing with our Business Partners.

Your Responsibilities

- **Do not treat** anyone differently because of his or her race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America or any other status or characteristic that is protected by federal, state, or local law.
- **Create** an atmosphere free of any suggestion of discrimination.
- **Do not make or tolerate** jokes, comments or remarks based on a person's race, color, religion, national origin, sex (including pregnancy, childbirth or related medical conditions), age, disability, genetic information, past, present, or future status in the Uniformed Services of the United States of America or any other status or characteristic that is protected by federal, state, or local law.
- **Promptly notify** the Corporate Compliance & Ethics Officer or your human resources representative of any violation of this policy, regardless of whether the offending person is a manager, supervisor or fellow employee.





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- If you are the victim of conduct prohibited by this policy, **report it immediately**.
- **Never participate in or tolerate** harassment, whether verbal, visual, or physical.

Environmental Compliance

Phillips & Jordan 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 and comply with all applicable environmental laws and guidelines. No one at Phillips &



Jordan 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 Phillips & Jordan's environmental policies, processes, and programs shall report immediately to the Company's Corporate Compliance & Ethics Officer. Moreover, in addition to compliance with all environmental laws and guidelines, Phillips & Jordan is also committed to utilizing energy and materials in a manner that will minimize the impact on the environment and will also consider using recycled materials whenever feasible.

Your Responsibilities

- **Avoid** any discharges of wastes, chemicals, or other materials that do not clearly comport with any permits or specific instructions associated with a work site.
- **Report** any environmental problems or irregularities to the Corporate Compliance & Ethics Officer.

Immigration Law Policy

Phillips & Jordan is committed to meeting its obligations under U.S. immigration law, and in compliance with the Immigration Reform and Control Act of 1986, each new employee, as a condition of employment, must complete Section 1 of the Employment Eligibility Verification Form I-9 no later than the close of business on his/her first day of work and present documentation establishing identity and employment eligibility no later than the close of business on his/her third day of work. An employee's failure to produce required documentation



is grounds for immediate separation from employment. Employment can be resumed only when the required documentation is furnished. Phillips & Jordan uses E-Verify to electronically verify the employment eligibility of rehires and newly hired employees.

Phillips & Jordan does not discriminate on the basis of citizenship status or national origin in recruitment, hiring or discharge, but Phillips & Jordan neither hires nor continues to employ an individual who is not legally authorized to work in the United States.

Your Responsibilities:

- **Complete, and assist** Phillips & Jordan in completing, all documents necessary to ensure employment eligibility.
- **Do not hire or facilitate the hire** of a person who you know is not legally authorized to work in the United States.
- **Report** any violations of this policy to the Corporate Compliance & Ethics Officer.

Conduct on Company Business

Dishonest or illegal activities on Company premises or while on Company business will not be condoned and can result in disciplinary action, including dismissal and criminal prosecution. The following illustrates activities that are against Company policy, which will not be tolerated on Company premises, in Company vehicles, or while engaged in Company business:

- Consumption and storage of alcoholic beverages, except where legally licensed or authorized by an officer of the Company;
- Illegal betting or gambling;
- The use of controlled substances, such as drugs or alcohol; the unlawful manufacture, distribution, dispensation, possession, transfer, sale, purchase, or use of a controlled substance;
- Driving vehicles or operating Company equipment while under the influence of alcohol or controlled substances; and
- Carrying weapons of any sort on Company premises, in Company vehicles, or while on Company business. Even employees with permits or licenses cannot carry weapons on Company property or while on Company business

The Company reserves the right to inspect any property that might be used by employees for the storage of their personal effects. This includes desks, lockers, and vehicles owned by the Company. It is a violation of Company policy to store any contraband, illegal drugs, toxic materials, or weapons on Company property.