



POLICY TITLE

North American Operations Gifts and Entertainment Policy

POLICY NUMBER

STI 004.04

CONTACT

Brian Fields, CECO

+1 (212) 251-9279

brian.fields@structuretone.com

compliance@structuretone.com

EFFECTIVE DATE

August 9, 2018

Structure Tone Organization

NORTH AMERICAN OPERATIONS GIFTS AND ENTERTAINMENT POLICY

Fundamental Principles/Implementation and Enforcement

At Structure Tone, we are committed to doing the right thing—every day, for every client, on every job site. We must act with honesty and integrity in all of our interactions with clients, business partners, and each other. We must also act with honesty and integrity in our efforts to obtain work. We must never provide gifts or entertainment to clients or potential clients, or receive gifts or entertainment from business partners or potential business partners, when doing so would (or even appear to) improperly influence a business decision.

The North American Operations Gifts and Entertainment Policy (the “G&E Policy” or the “Policy”) has been approved by Structure Tone’s Executive Management Team. The G&E Policy sets forth the minimum standards of conduct expected of the North American corporate entities of the Structure Tone Organization (collectively, “Structure Tone” or “the Company”).¹ The G&E Policy applies to all Structure Tone employees, and to members of the board of directors, agents, consultants, contracted labor, and others when they are acting for, or on behalf of, Structure Tone (collectively,

¹ The North American corporate entities of the Structure Tone Organization refers to a group of separate legal entities including Structure Tone, LLC; Structure Tone Southwest, LLC; ST Tech Services, LLC; STO Holdings, Inc.; Pavarini North East Construction Co., LLC; Pavarini McGovern, LLC; L.F. Driscoll Company, LLC; and Govan Brown & Associates Limited, as well as their subsidiaries, joint ventures, divisions, and affiliates. Each member company is an independent legal entity operating and providing services solely under its own name.

"employees") and operates in conjunction with other Company policies and procedures. Where the requirements of local laws and regulations differ from this Policy, employees must apply the higher legal or ethical standard.

Except in accordance with this Policy, employees may not directly or indirectly offer or accept anything of value, including, but not limited to, gifts, meals, entertainment, services, rebates, or discounts to, or from, any person or entity that may conduct business or compete with the Company. Management personnel who have approval authority under this Policy may be held responsible for inappropriate gifts or entertainment involving their subordinates. Employees found to be in violation of the G&E Policy, and management personnel who knew or should have known about such violations, may be subject to discipline.

Employees have a duty to speak up and promptly report any suspected violation of this Policy. Disregard of this duty may have serious consequences. Remaining silent in the face of a potential violation of this Policy simply is not an option. Potential violations must be reported immediately to the Company's Chief Ethics and Compliance Officer ("CECO"). The Company will treat all reports confidentially to the extent the Company is able to do so under applicable law, Company policies and procedures, and the requirements for conducting a thorough investigation. Employees who wish to remain anonymous may report suspected violations through Navex Global, the Company's third-party reporting vendor, by calling (866) 593-6479 or visiting the Company's reporting portal at structuretone.ethicspoint.com. The anonymous reporting line is available 24 hours a day, seven days a week.

The Company will investigate all reports thoroughly and consistently with applicable law. When necessary, investigations or the results of investigations may be reported to law enforcement or to a client. The Company will take appropriate disciplinary action, up to and including termination, if a report is substantiated and a violation of the G&E Policy is established.

Structure Tone is unwaveringly committed to a non-retaliation policy. Any form of direct or indirect retaliation that arises from the good faith reporting of a suspected violation of the G&E Policy will not be tolerated and may result in immediate discipline, including termination.

General Requirements For All Corporate Hospitality

Structure Tone wants all of its clients and stakeholders to judge us and award us business solely on the quality of the services we provide. With that being said, from time to time, certain employees may receive or provide gifts, meals, or entertainment ("Corporate Hospitality")² in the ordinary course of their employment. Only specifically designated employees may engage in Corporate Hospitality. Employees must first consult with the managers of their departments to ensure that they are allowed to engage in any type of Corporate Hospitality.

² Corporate Hospitality extends beyond gifts, meals, and entertainment to include anything of value provided between a Structure Tone employee and an employee of another entity. This includes, but is not limited to: tangible items; services, discounts, prizes, reimbursements, favors, meals, entertainment, or other business courtesies; tickets to events; lodging; use of any facility, property, or service; and transportation.



AT STRUCTURE TONE, WE WANT ALL OF OUR CLIENTS AND STAKEHOLDERS TO JUDGE US AND AWARD US BUSINESS SOLELY ON THE QUALITY OF THE SERVICES WE PROVIDE.



ALL CORPORATE HOSPITALITY MUST BE REASONABLE AND PROPORTIONATE GIVEN THE BUSINESS RELATIONSHIP.

Reasonable Corporate Hospitality is an accepted aspect of building business relationships and is permitted under this Policy, provided that the following general guidelines are respected in all instances:

1. Corporate Hospitality must comport with regional and national law. Employees may neither give nor receive anything illegal.
2. The specific Corporate Hospitality in question must comport with the policies and procedures of any involved or affected third parties.
3. Corporate Hospitality must relate to the promotion or explanation of goods or services with an existing or prospective business partner or client. A Structure Tone employee must be present during the meal or entertainment. Otherwise, it is considered a gift and subject to additional restrictions as set forth below.
4. Irrespective of dollar value, the nature, cost, and frequency of the Corporate Hospitality must comport with generally accepted business practices. It must be reasonable and proportionate given the business relationship. It may not be lavish, excessive, or unreasonably persistent. Likewise, the frequency of Corporate Hospitality with a Single Source³ must be reasonable and comport with generally accepted business practices.
5. Corporate Hospitality may never be given or received when doing so may improperly influence, or appear to improperly influence, the business decisions of an involved party.
6. Employees may not engage in Corporate Hospitality that creates the appearance of impropriety or presents a material risk of creating an actual or perceived conflict of interest.
7. Employees may never provide or receive Corporate Hospitality as part of a *quid pro quo* (offered for something in return) or to obtain an improper advantage. Corporate Hospitality may never be given or received when doing so creates an obligation or expectation that something may be returned. Corporate Hospitality must be given or received as a normal business courtesy, without any intent to influence a client's or business partner's decision making or to provide Structure Tone with an improper advantage.
8. Cash or cash equivalents, include gift cards or gift certificates, are never permitted and will not be considered acceptable Corporate Hospitality.
9. As a general matter, employees should not affirmatively solicit Corporate Hospitality on their own behalf or on behalf of a third party. Any proposed, limited deviation from this principle must be approved by the Company's General Counsel or CECO.
10. Corporate Hospitality must never be in poor taste, indecent, sexually oriented, inconsistent with Structure Tone's Code of Conduct and Business Ethics or other policies and procedures, or otherwise reflect poorly on Structure Tone.

³ "Single Source" means the same individual or corporate entity. Different employees working for the same corporate entity constitute a "Single Source."

Regardless of dollar value, employees must consider whether specific or aggregate Corporate Hospitality given to or received from a Single Source creates the appearance of impropriety or a perceived conflict of interest. Employees must also consider whether Corporate Hospitality is disproportionate in value with respect to either the recipient and/or the circumstances in which it is given.

When deciding whether Corporate Hospitality is appropriate, employees should consider its **nature, purpose, and effect**.



1. If the **nature** of the Corporate Hospitality is reasonable given the business relationship and generally-accepted business practices, it is probably permitted. If, however, the Corporate Hospitality is excessive or lavish, it is likely prohibited by Company policy. When evaluating the nature of Corporate Hospitality, employees should consider the following:
 - ♦ **Value:** Corporate Hospitality with a value that exceeds reasonable business conduct raises concerns about improper influence. Corporate Hospitality that is disproportionate in value also raises concerns about its perception to outside parties.
 - ♦ **Transparency:** Legitimate Corporate Hospitality is conducted transparently and properly recorded in the Company's records. Corporate Hospitality that is conducted secretly or otherwise disguised raises serious questions about its propriety and is contrary to the Company's core values.
 - ♦ **Timing:** Corporate Hospitality that is given at or around the time decisions are made on Structure Tone business could improperly influence the recipient or create the perception of impropriety.
 - ♦ **Frequency:** Corporate Hospitality that may be acceptable in isolation may raise concerns when provided to the same recipient frequently.
2. If the **purpose** of the Corporate Hospitality is to strengthen working relationships or provide a forum to discuss Company services, it is likely permitted. If, on the other hand, the purpose is to improperly influence the recipient's decision making or to gain an unfair business advantage, it will always be prohibited. Employees are absolutely prohibited from providing Corporate Hospitality in exchange for business or a business advantage. We want clients to select Structure Tone because of the quality of our services—not because we provide their employees with gifts or entertainment.
3. If the likely **effect** of the Corporate Hospitality is the legitimate promotion of Company services and enhancement of business relationships, it is probably permitted. On the other hand, if the effect is to create an obligation or expectation that something may be returned, the Corporate Hospitality is improper. Likewise, the Corporate Hospitality may not create the appearance of impropriety. We must be thoughtful about how others may perceive the Corporate Hospitality.



BUSINESS UNIT LEADER, DEPARTMENT HEAD, OR EXECUTIVE MANAGEMENT APPROVAL IS NEEDED TO PROVIDE OR ACCEPT A GIFT WORTH MORE THAN \$100.

Structure Tone's reputation for conducting business with the utmost integrity must not be put in jeopardy under any circumstances. Employees should exercise caution and must consult with the managers of their departments when unsure about whether Corporate Hospitality is appropriate. Irrespective of value, all employees are reminded that they must first consult with the managers of their departments to ensure that they are allowed to engage in Corporate Hospitality. Employees should also consider any Expense Reimbursement Policy applicable to their local office before engaging in Corporate Hospitality.

Additional Restrictions On Gifts

Occasionally, certain employees may provide or receive gifts in the ordinary course of their employment. The providing and receiving of gifts is subject to the General Requirements listed above. Because gifts present unique anti-corruption concerns, as well as an increased risk of generating an actual or perceived conflict of interest, they must be regulated more strictly than other forms of Corporate Hospitality.

Accordingly, absent written approval from a Department Head, Business Unit leader, or member of Executive Management, employees may not provide or receive gifts with a value that exceeds USD \$100 (or the equivalent value in local currency outside of the United States). This monetary threshold reflects the total value of a gift to or from a Single Source, including taxes, gratuities, and shipping where applicable. Employees seeking to provide gifts exceeding USD \$100 must first receive approval from their Department Head, Business Unit leader, or a member of the Executive Management team. Employees offered a gift that, in their reasonable judgment, exceeds the USD \$100 threshold should politely refuse to accept the gift as prohibited by the Policy. If circumstances dictate that refusing the gift is impossible, employees must immediately consult with their Department Head, Business Unit leader, or member of Executive Management to determine whether retaining the gift is acceptable. If retained, written approval must be obtained and kept by the employee.

Additional Requirements for Government Officials

There are particular rules that govern Corporate Hospitality involving government officials and employees ("Government Officials"). For the purposes of this policy, Government Officials include the following individuals and their immediate family members (parents, children, spouses, and siblings):

1. Any employee, official, officer, or a person acting for or on behalf of a government, governmental department, governmental agency, governmental organization, or government-owned business;
 - ♦ foreign, domestic, regional, or local government, or any department, agency, organization, or instrumentality thereof;⁴
 - ♦ commercial or nonprofit entity in which a government body has any ownership interest or the ability to control;

⁴ The United States considers private K-12 educational institutions and all libraries as government entities.

- ◆ public (quasi-governmental) international organization, such as the United Nations, World Bank, or World Health Organization; or
 - ◆ political party.
2. Any judge or ambassador;
 3. Any First Nations (Indigenous Canadian) official;
 4. Any holder of, or candidate for, political or public office.

Corporate Hospitality that is permitted with private industry third parties may be severely restricted or outright banned by law or regulation when involving Government Officials. The providing and receiving of gifts and entertainment to Government Officials is also restricted by the Company's Code of Conduct and Business Ethics and the Global Anti-Corruption Manual. Employees are required to review, understand, and abide by these policies.

Thus, while it is perfectly acceptable to promote the Company's business to government-employed decision makers, Company employees must take great care to avoid giving or receiving anything of value when dealing with Government Officials. Company employees may not engage in any type of Corporate Hospitality with Government Officials, or with anyone working with or on behalf of Government Officials, without first consulting with the Company's General Counsel or CECO. Violation of this provision will result in discipline, including the possibility of immediate termination.

Recordkeeping

Unrecorded Corporate Hospitality creates an appearance of misconduct. It is each employee's responsibility to track their Corporate Hospitality expenditures. Employees must keep accurate records of all Corporate Hospitality provided to a third party and a reasonably detailed description of the hospitality provided.

In addition, whenever this Policy requires management approval for Corporate Hospitality, such approval should be obtained in advance (when possible, otherwise immediately after) in writing. Fully and accurately accounting for Corporate Hospitality transactions is one of the most important ways to ensure compliance with the G&E Policy and other Structure Tone policies. It is the responsibility of the employee relying on the approval to obtain appropriate records and written approvals, which must be retained for audit purposes.



MAINTAINING ACCURATE RECORDS AND FULLY ACCOUNTING FOR CORPORATE HOSPITALITY TRANSACTIONS IS ONE OF THE MOST IMPORTANT WAYS TO COMPLY WITH THE G&E POLICY.



ACKNOWLEDGMENT

I have received and read the Company’s Gifts and Entertainment Policy (“G&E Policy”). I understand the standards and policies contained in the G&E Policy and understand that there may be additional policies, laws, and regulations specific to my job.

I further agree to comply with the letter and spirit of the G&E Policy and hold myself to the standards articulated in the G&E Policy.

I understand that if I have questions concerning the meaning or application of the G&E Policy, any Company policies, or the legal and regulatory requirements applicable to my job, I can consult my manager, the Human Resources Department, the Company’s General Counsel, or the Company’s Chief Ethics and Compliance Officer.

Signature: _____

Name (printed): _____

Title: _____

Date: _____