



CHRONUS  
CONSTRUCTION

CODE OF CONDUCT

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## *INTEGRITY IN ACTION*

Working at Chronus Construction is about being part of something bigger than you. It is about contributing to the growth and success of a national organization deeply committed to serving customers and driving change in the industry. It is about building great things with integrity, enjoyment, uniqueness and ever forward.

Chronus has developed The Chronus Code to help guide employees through the many rules and regulations of today's complex business environment. We have worked hard to build great things, including our reputation. As we move ever forward in our mission to become a pre-eminent mid-Florida construction enterprise, we must continue to raise the level of dialogue of ethics and integrity within Chronus to protect the reputation and credibility and further demonstrate our commitment to doing what is right for our employees, customers and the industry.

### ***The Chronus Code of Conduct:***

- Conduct all business with the highest standards of honesty and fairness
- Follow the letter and spirit of the law and uphold all contractual agreements
- Maintain a culture where doing the right thing is not only professed, but prized and practiced by all employees
- Avoid conflicts of interest and circumstances that may lead to even the appearance of a conflict
- Create a safe workplace and uphold a commitment to environmental responsibility
- Exercise common sense and good judgment

Although much of what is contained in this Code goes without saying, we want to be clear about what Chronus stands for and how that translates into what we do or don't do as a company.

## **CHRONUS COMPLIANCE PROGRAM**

The Chronus Code is an integral part of Chronus's Compliance Program, which has been adopted to assist employees in better understanding Chronus's business behavior and complying with the legal, regulatory and ethical obligations of the company and its personnel. The program conveys Chronus's commitment to the highest standards of integrity.

The program involves:

- Setting ethics and integrity compliance standards,
- Communicating those standards through written policies,
- Providing a mechanism for employees to report issues of a compliance or legal concern, including the formation of an ethics and integrity responsibility of the Chronus Board of Directors
- Monitoring and auditing employee practices, and
- Maintaining an organizational structure that supports the furtherance of the program.

Chronus will make periodic changes to The Code as laws change and issues evolve as our business grows and expands.

## **INDIVIDUAL RESPONSIBILITY**

The Chronus Code applies to all Chronus officers, employees, agents, interns, representatives, consultants and anyone else working for or on behalf of Chronus or any of its subsidiaries.

We ask that every employee read, understand and comply with The Chronus Code. Those who fail to follow this Code, the Compliance Program, and all laws and regulations put themselves, their colleagues and Chronus at risk, and may face disciplinary action up to and including termination.

Employee responsibilities under this Code include:

- Seeking assistance or clarification of The Code prior to taking any questionable action to avoid unethical or illegal business conduct
- Reporting any potentially improper, unethical or illegal behavior
- Language proficiency shall not be a barrier for employees. To this effect, Chronus will translate this Code into the languages its employees speak and understand. Chronus will provide employees with additional translations as it expands into new areas.

Chronus managers and leaders are responsible for assuring that The Chronus Code is understood and followed by all employees under their supervision. Chronus managers and leaders must:

- Create an environment where employees feel comfortable asking questions and raising concerns
- Establish procedures and provide opportunities for employees to attend training.

Enforcing the Code is impossible without the participation and support of all employees at all levels.

Chronus may be unaware of a serious breach of The Code until an employee brings that matter to the attention of Chronus leadership or the Compliance Committee.

Chronus has a strict non-retaliation policy and any retaliation for a raised concern is grounds for immediate dismissal.

### ***FOLLOW THE LETTER AND SPIRIT OF THE LAW***

Chronus takes very seriously our responsibility to follow both the letter and the spirit of all local, state and federal laws and regulations, and we expect our employees to do the same. Although we realize it's impossible for every employee to know every detail of every law and regulation that applies to Chronus's business, we ask that employees understand the laws and regulations that apply specifically to your work, job duties and locations.

Chronus is further committed to honoring contractual obligations. All business shall be conducted in a manner consistent with Chronus's strong commitment to the highest standards of ethics and integrity. Also, be aware that just because an action or decision is legal does not necessarily mean it's the right one take. We must also look beyond the letter and spirit of all laws and regulations—acting ethically and with the utmost integrity.

When there is a question or an uncertainty regarding the interpretation of any laws or regulations, employees are responsible for seeking guidance from a manager or an EICT member. It is also contrary to Chronus policy for any person to request, pressure, or direct a Chronus employee to act in violation of law, regulation, contract requirement, company policy or any other obligation. Any such request or direction should be brought to the immediate attention of the EICT leader.

## **DO WHAT IS RIGHT**

Chronus exists to build great things and trusts that every employee is dedicated to performing his/her job functions at the highest levels of quality. As a best practice, managers should provide opportunities for employees to attend training to increase their understanding of (black, white and gray) ethical behaviors and the Chronus Code. Furthermore, Chronus employees have a duty to ensure that services and products supplied by consultants, subcontractors, suppliers and other entities doing business with Chronus meet our high level of behavioral expectations.

### ***Raise Industry Standards***

As a construction company, Chronus must adhere to certain standards that may not be applicable to other businesses, or even some of our competitors who do not always practice ethical behaviors. As a member of the Construction Industry Ethics and Compliance Initiative (CIECI), a nonprofit association dedicated to the promotion of integrity and ethical conduct in the construction industry, Chronus has joined other leading contractors to identify, comply and share best ethical and compliance practices within our industry, demonstrating our leadership when it comes to integrity.

### ***Practice Good Faith and Fair Dealing***

In all of our business ventures, Chronus shall always act in good faith and deal fairly. That means staying true to our word and meeting obligations. Chronus is committed to honoring its contractual obligations. In addition, all employees and parties with whom Chronus contracts work must be faithful to contract requirements and the interests of the project.

### ***Treat Subcontractors and Suppliers Fairly***

Chronus employees must treat all subcontractors, vendors and suppliers fairly. Employees should not discriminate against any subcontractor, vendor or supplier because of race, sex, age, national origin, citizenship, ancestry, religion, disability, veteran status and any other protected status by anti-discrimination laws.

### ***Abide Antitrust Regulations***

Antitrust laws are in place to preserve competition that is essential to fair trade practices and the U.S. economy. Do not engage in any actions or arrangements with competitors, customers or suppliers that would inhibit or could be interpreted as inhibiting competition.

- Never agree with competitors to fix prices or other commercial terms or restrict the availability of supplies or services in the market.

- Be aware of appearances. Chronus employees should only accept gifts or gratuities from current or potential subcontractors or suppliers that are appropriate and do not create the appearance of impropriety or inhibit competition, and we should only offer gifts and entertainment to subcontractors and suppliers on the same basis.

### ***Be Socially Responsible***

As a company working with world-class customers and operating in the global economy, Chronus has a duty to be a solution to—rather than contributing to or turning our back on—the problems and challenges in our industry and the world. For example, Chronus is committed to minimizing our impact on the environment and waste, conserving natural resources, supporting the use of more sustainable practices and products, respecting rights of individuals, improving workplace conditions and eliminating corruption.

### ***Encourage Environmental Responsibility***

Chronus complies with all applicable environmental laws and regulations, including cooperating with all law enforcement and regulatory agencies that are conducting inspections or investigations into possible violations of such laws and regulations. All employees must take steps to ensure that such laws and regulations are followed. In addition, Chronus goes beyond simply complying with environmental laws. Chronus is committed to sustainability, including green construction practices, identifying ways for reducing emissions and waste, and using resources efficiently.

### ***Stand Up to Corruption***

Chronus is dedicated to playing a part in ending corruption in our industry and strictly prohibits engaging in or tolerating bribery, collusion or any other form of corruption. While it is hard to believe that corruption still exists, this is something that may be encountered in the industry. Chronus strives to compete for projects and do business based on the merits of our work, performance standards, and the value we offer as one of the nation's top technical builders.

## **CONFLICTS OF INTEREST**

Chronus's reputation relies on the integrity and action of our employees, who should always act in the best interests of our customers and company. Avoid any activities or relationships that might compromise or even appear to compromise your ability to make fair and impartial decisions.

### ***Disclose Personal Activities and Interests***

A conflict of interest may occur if an employee's outside activities, personal financial interests, or other personal interests influence or appear to influence his or her ability to make objective decisions in the course of doing his or her job. Chronus employees are obligated to remain free of actual or perceived outside influences in the performance of work- place duties and responsibilities.

If you have any question about whether an outside activity or personal interest might constitute a conflict of interest, ask your manager, or supervisor before pursuing the activity, or cultivating or retaining the interest.

### ***Use Judgment when Giving/Receiving Gifts, Entertainment and Other Courtesies***

Appropriate business courtesies, such as gifts (including hats, coffee mugs, pens, "Chronus stuff" or gift baskets), entertainment (including, for example, meals, wine bar events, sporting events, theater tickets, golf, fishing or hunting outings), customer and subcontractor appreciation events, services, or favors can generate goodwill and improve working relationships.

A strong relationship with customers, architects and engineers, third-party managers, subcontractors, vendors, and others within our business network is highly desirable. When extended appropriately, these business courtesies are an acceptable normal part of business and are encouraged.

However, such business courtesies—collectively referred to as "gifts"—should not be used in any improper way. Gifts offered to commercial customers or other business associates should be appropriate, nominal, legal, and offered in a way that does not create the appearance of impropriety or inhibit appropriate competition.

In determining whether a gift is appropriate, remember:

- Never give or accept a gift to persuade an individual to take a particular action in favor of Chronus. We want to be treated fairly. We want any decisions made in favor of Chronus to be made on the basis of merit and the strength of our position or proposal.

- Never accept a gift if it could appear that your judgment might not be objective as a result of that gift. Chronus strives to treat all subcontractors and vendors fairly, and wants decisions made in favor of a particular subcontractor, vendor, or consultant to be made on the basis of merit and the strength of their position or proposal. Our customers and projects are best served by engaging the best value subcontractor—bringing the highest qualification for a project, at the best price.
- Be especially cautious when extending courtesies to any current or potential government customers or representatives.

There are additional restrictions on Chronus's ability to offer or accept gifts and courtesies in connection with potential local, state and federal government customers or U.S. and foreign representatives.

Some of our commercial customers also have rules limiting what their employees may accept, and we should be aware of and not violate them.

Employees should obtain advice from their manager, local leadership, or an EICT member when unsure about the appropriateness of giving or receiving a gift and/or if the gift is more than what is generally considered "nominal."

## **PROTECT CHRONUS'S REPUTATION AND ASSETS**

Chronus has earned a reputation for unyielding integrity. It's vital to the stability of Chronus to maintain that hard-earned reputation. Chronus assets—including time, data, materials, facilities, equipment, proprietary information and services—should be used for authorized business purposes unless a specific exception has been approved. Under no circumstances should Chronus resources be used in a manner that harasses or intimidates anyone, or for any other illicit or illegal purposes.

### ***Accurate Time-Keeping and Records***

The accuracy of Chronus's billing systems depends on the accuracy of time-keeping and other records. Improperly shifting costs from one contract or project to another, or improperly charging labor or materials and falsifying time-keeping or other records is strictly prohibited and may be illegal.

### ***Respect the Use of CHRONUS Property***

Chronus facilities and company-owned equipment, including vehicles, telephones, fax machines, copiers and computers, should be used for business purposes. While limited personal use of Chronus equipment and communications systems is permitted, Chronus employees should assume such communications are not private. For instance, Chronus may be required by a subpoena or warrant to access, disclose or monitor the contents of computer files, e-mail and voicemail.

The unauthorized removal of Chronus property may be considered theft.

Employees may not use Chronus communication channels or access the Internet at work to post, store, transmit, download or distribute any threatening materials, knowingly, recklessly, or maliciously transmit false materials, obscene materials, or anything constituting or encouraging the violation of any laws.

### ***Be Truthful in Marketing and Advertising***

In preparing, using or discussing Chronus marketing and advertising materials, we must ensure that

- No false, misleading or unsubstantiated statements are used;
- All Chronus proprietary data is properly marked; and
- When the trademarks of another company are used, they are used correctly and their owners are given proper attribution.

### ***Be Selective of Consultants and Subcontractors***

Chronus can be held accountable for the acts of its agents, and therefore could have exposure to penalties and sanctions for any illegal acts committed by consultants, subcontractors, suppliers and other entities doing business with Chronus.

Chronus employees should inform consultants, subcontractors, suppliers and other entities doing business with Chronus of all applicable laws, regulations and Chronus policies to which their conduct should adhere. This is usually accomplished by flowing down our Prime Contract to subcontractors, consultants and suppliers. Chronus employees must also ensure that the services and products supplied by these entities meet the high ethical and quality standards on which Chronus has built its reputation.

Chronus's reputation also depends on doing business only with subcontractors and suppliers that deal with their workers and treat the environment responsibly.

## **SAFEGUARD INFORMATION**

While Chronus believes sharing information, knowledge and experiences improves our ability to find the best solutions or make the right choices, some of Chronus's business information—as well as that of the companies and individuals with which Chronus does business or has a relationship—must be protected. If such sensitive information were to leak out to competitors or the media, Chronus's competitive advantage may be impaired or eliminated, and our contracts and relationships may be jeopardized.

### ***Be Mindful of Chronus's Proprietary Information***

The information, knowledge and know-how that gives Chronus a competitive advantage is considered intellectual property and is an asset as valuable as money, property, time or skill. As a result, Chronus's intellectual property can only be used for authorized business purposes.

We should treat internal Chronus business information as proprietary, and it should only be disclosed or discussed externally if the receiving party has a legitimate business need to know the information.

Employees must protect Chronus's proprietary or private information, which may include, for example, technical designs, strategy, software, employee records, or information learned in a partnership or teaming arrangement. Be especially cautious when providing such information to an outside entity and take proper steps to ensure that the receiving party will protect Chronus's proprietary information. Quotations and bids received from prospective subcontractors, vendors and suppliers are considered confidential and proprietary and only for internal use, except when disclosure is mandated by law.

Chronus's intellectual property, including data and information systems, customer lists, and other trade secrets, will remain with Chronus when an employee leaves the company. Use of Chronus's intellectual property by a former employee may be a violation of law.

### ***Respect Confidentiality Agreements with Others***

Many customers require Chronus to sign confidentiality or nondisclosure (NDA) agreements regarding their intellectual property, either within our contracts or separately. All Chronus employees must comply with the requirements of these Confidentiality or NDAs by not revealing protected information without authorization.

There could be severe consequences to Chronus if unauthorized disclosures occur. It is important to communicate these requirements to the entire project team, including subcontractors and vendors, to ensure the agreements are upheld.

If you are not on a project team and are faced with a request for disclosure of information, it is your responsibility to first check to see if there are restrictions on what Chronus may disclose externally.

### ***Maintain Accurate Documents and Records***

Chronus maintains and retains documents and records according to all legal, contractual and company policy requirements. It is the responsibility of employees to ensure that this policy is understood and implemented consistently throughout the company.

Information provided to outside parties also must be authorized, accurate and truthful. When Chronus is asked to provide information to a government or other regulatory authority, inaccuracies or falsehoods could result in severe legal and financial consequences for Chronus; therefore, extra care must be given to any statements, certifications, representations and submissions made to a government, government employee, government representative or regulatory authority. Employees are responsible for knowing Chronus's records retention and maintenance policies, which are covered on the Chronus Toolbox.

Sometimes, issues develop that may lead to litigation, where a legal duty to preserve evidence arises. When litigation is anticipated, Chronus employees are not to improperly destroy, alter, make false entries on, or carelessly fail to make correct entries on any Chronus documents or records.



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