



CODE OF BUSINESS ETHICS AND STANDARDS OF CONDUCT

Revised Date: November 30, 2022

This version dated November 2022 supersedes all prior versions of the Corporate Code of Business Ethics.

MESSAGE FROM THE PRESIDENT



The pursuit of technical excellence with the highest degree of integrity and honesty should be integral to every business transaction by all corporate officials, managers, supervisors, and employees of Shearer & Associates, Inc. (Corporation). Compliance with the law and maintaining our reputation for ethical conduct are my top priorities for everyone in carrying out their duties. We have updated our Code of Business Ethics and Standards of Conduct (Code of Ethics) to delineate our Corporate Values and establish procedures for preventing, deterring, detecting, and dealing with violations or potential violations of the law or noncompliance with this and other corporate policies.

Our Corporate Values embrace the following five principles: Integrity, Honesty, Commitment, Courage, and Compassion. Everyone has the responsibility to strive toward embracing our Values in everything that we do in achieving our Mission Statement: To provide facility and security engineering services and staff augmentation to all of our customers in a manner consistent with our Code of Ethics. My goal is for all of us to continue striving toward a higher level of ethical behavior by applying our Values to every business activity, within and outside of the Corporation. We must constantly be alert to the damage to our reputation that could result from illegal and/or improper conduct, even from the appearance of such conduct, intentional or unintentional. And we must preserve our reputation by vigilantly reporting suspected infractions and holding those accountable for confirmed violations.

As a step toward achieving my goal, everyone will be provided a copy of our Code of Ethics for their review, and everyone will be required to attend periodic Ethics Training Sessions. I have appointed John Cady, our General Counsel, as our Ethics and Compliance Advisor. Mr. Cady will be responsible for implementing and administering the Ethics and Compliance Program; he will be available to answer questions regarding the application of this Code of Ethics to particular circumstances; he will be the point of contact for reporting suspected violations, and he will initiate an inquiry of all allegations with evidence of a violation. If requested, the names of those reporting suspected violations will remain anonymous to the maximum extent practicable. In addition, I have appointed Carol House, our Vice President for Finance, as our Chief Ethics and Compliance Officer. Ms. House will be responsible for establishing and overseeing the Ethics and Compliance Program to ensure that it is administered in such a way that it will be effective in preventing, deterring, detecting, and dealing with violations.

I strongly urge everyone to become thoroughly familiar with our Code of Ethics. Working together, I am confident that we will maintain our reputation for ethical conduct in everything that we do in support of our customers. If there are any questions or concerns regarding the details of our Code of Ethics, please contact Mr. Cady, our Ethics and Compliance Advisor, at jcady@shearerassociates.us or (256) 830-1031 ext. 113.

Robert F. Shearer, P.E., President

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I. PURPOSE

The purpose of this Code of Ethics is to promote an organizational culture that encourages ethical conduct in all of our internal and external activities. This is to ensure strict compliance with the spirit and intent of the Sarbanes-Oxley Act of 2002 and other Anti-Corruption Laws including but not limited to those contained in regulations promulgated in the Federal Acquisition Regulations (FAR) Part 3, FAR 52.203.13, and FAR 52.203.14. These provisions prescribe the requirement and the framework for DoD Contractors to establish codes of business ethics. This Code of Ethics complies with those requirements. It applies to all principals, officers, managers, supervisors, and employees of the Corporation. It should not be applied in isolation to other corporate policies. For example, the Code of Ethics should be applied in conjunction with our Employee Handbook and policies incorporated therein. Everyone is expected to adhere to the highest ethical standards and promote the highest ethical behavior in everything we do. Our Corporate Values are listed and defined below under Section IV to help guide our actions. Examples of acceptable Standards of Conduct for specific business situations are addressed under Section V, below. Everyone should apply both our Corporate Values and Standards of Conduct as a cohesive whole to maintain and enhance an ethical work environment. A violation of any of these values and/or standards may be cause for appropriate corrective and/or disciplinary action. Such action may be in addition to any action or penalty prescribed by law.

II. APPLICABILITY

- A. This Code of Ethics applies to all employees, which means any officer, manager, supervisor, or employee of Shearer & Associates, Inc., collectively referred to as "everyone," "anyone," or "no employee".
- B. It applies to any violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity found in Title 18 of the United States Code; or to a violation of the civil False Claims Act (31 U.S.C. 3729-3733).
- C. It does not address all activities prohibited in the workplace, such as Harassment (Sexual or Otherwise), Nepotism, Equal Employment and Affirmative Action infractions, Workplace Violence, violations of Privacy and Safeguarding Personal Information requirements, or Prohibited Political Activities. Please refer to our Corporate Employee Handbook, which addresses each of those and other prohibited activities.

III. GLOSSARY

- A. **Chief Ethics and Compliance Officer (CECO)** is the Vice President for Finance of Shearer & Associates, Inc. and is responsible for overseeing the Ethics and Compliance Program to ensure that it is administered in such a way that will be effective in preventing, deterring, and dealing with violations.
- B. **Ethics and Compliance Advisor (ECA)**, commonly referred to as the "Ethics Advisor", is the General Counsel for Shearer & Associates, Inc., and is responsible for the day-to-day implementation and administration of the Ethics and Compliance Program, assisting

employees in determining the right course of action that should be taken in difficult situations, and serving as the point of contact for reporting fraud, waste, and abuse.

- C. Ethics and Compliance Program** is the set of procedures and guidelines established for overseeing and administering the implementation of this Code of Ethics.
- D. Ethics Box** is located on the Corporation's website, which provides a link to a copy of this Code of Ethics and a link for reporting fraud, waste, or abuse to our Corporate Ethics & Compliance Advisor or the Inspector General of the Department of Defense.
- E. Family Member or Near Family Member** means an employee's spouse or domestic partner, parents, brothers, sisters, children, nieces and nephews, and the spouses' or domestic partners' brothers, sisters, and children.
- F. Fraud** In general, fraud is knowingly misrepresenting the truth or concealing a material fact to induce another to act to his or her detriment. When the conduct is willful, it may be a crime. The primary focus of this Code of Ethics is upon instilling a corrupt-free working environment and encouraging everyone to report evidence of any violation of Federal criminal laws involving fraud, conflicts of interest, bribery, or illegal gratuities within the meaning of Title 18 of the United States Code and the civil False Claims Act (31 U.S.C. 3729-3733).
- G. Kickbacks, Bribes, and Gratuities** are headliners for federal corruption charges because they are easily understood by the general public. In theory, all three involve bribery.
 - 1. Kickbacks (The Anti-Kickback Act of 1986, 41 U.S.C. Chapter 87 and FAR 52.203-7).** In general, a kickback is a return of a portion of the proceeds received. In government contracting, a kickback means any money, fee, commission, credit, gift, gratuity, a thing of value, or compensation of any kind which is provided to any prime contractor, prime contractor employee, subcontractor, or subcontractor employee, to improperly obtain or reward favorable treatment in connection with a prime or subcontract.
 - 2. Bribes—18 U.S.C. 201(b)**--In general, a bribe is the payment, receipt, or solicitation of a private favor for an official action. In government contracting, a bribe is a demand for, the offer of, or the receipt after the fact of anything of value by a federal employee in return for being influenced in the performance of their official acts. It requires intent to influence and a quid pro quo—a specific intent to give or receive something of value in exchange for an official act. A 15-year felony.
 - 3. Illegal Gratuities (18 U.S.C. 201(c) and FAR 52.203-3):** Things of value given for or because of any official act performed or to be performed by a public official. It requires knowing and willingly but does not require a quid pro quo or an agreement that the official will be influenced. Includes a payment as a thank you for a past act. A 2-year felony.
 - 4. Legal Gratuities** are gifts, favors, discounts, entertainment, and other business courtesies of di minimis value including but not limited to cash, tickets to sporting or cultural events, lodging, meals, door prizes, provided to customers or potential customers (representatives of Industry or Government) to seek non-specific favorable treatment. The De Minimis Rule: \$20.00 per occasion and/or a total of \$50.00 per year from that source. Must be unsolicited; it cannot be cash; it cannot be in return for an official act.

- H. Prevention of Conflicts of Interest (FAR 52.203-16):** means preventing conflicts of interest that may arise from services provided by our employees that involve the performance of acquisition functions closely associated with inherently governmental functions for, or on behalf of, a Federal agency or department.
- I. Whistleblower Protections (10 U.S.C. 2409 and FAR 52.203-17):** Contractors and subcontractors are prohibited from discharging, demoting, or otherwise discriminating against employees as a reprisal for disclosing information that the employee reasonably believes is evidence of gross mismanagement of a Federal contract, a gross waste of Federal funds, or an abuse of authority relating to a Federal Contract. It also protects employees reporting a substantial and specific danger to public health or safety, or a violation of law, rule, or regulation related to a Federal Contract (including the competition for or negotiation of a contract). Those types of reports are commonly referred to as reports of “Fraud, Waste, or Abuse,” which encompasses all federal, state, and local laws, rules, and regulations including but not limited to those pertaining to:
1. Bribery and Corruption
 2. Theft, Embezzlement, and Other Financial Misconduct
 3. False Statements
 4. False Claims
 5. Procurement Integrity
 6. Conflicts of Interest
 7. Truth in Negotiations
 8. Disclosure of Misconduct
 9. Use of Suspended/Debarred Contractors
 10. Political Lobbying
 11. Anti-Trust and Collusion, Conspiracy, & Unfair Competition

IV. CORPORATE VALUES

Our Corporate Values (**DOING THE RIGHT THING IN THE RIGHT WAY**) embrace the following five (5) principles:

- A. Integrity:** Uncompromising adherence to strong moral & professional standards irrespective of the circumstances. It means avoiding “situational ethics” or “adjustments” to our moral compass.
- B. Honesty:** Reliable and dependable on being trustworthy, truthful, candid, straightforward, and free from deception when interacting with managers, subordinates, and one another, as well as with our customers.
- C. Commitment:** Applying our Corporate Values to achieving our Corporate Mission Statement with the highest degree of professionalism and excellence in everything that we do.

D. Courage: Reporting fraud, waste, or abuse (If you see something, say something), even at the risk of being shunned by others.

E. Compassion: Treating everyone with decency & respect.

V. STANDARDS OF CONDUCT

The following are specific instructions for everyone to apply this Code of Ethics to day-to-day corporate business activities:

A. Avoid Corporate Conflicts of Interests.

1. Everyone shall maintain the highest degree of integrity when conducting business activities on behalf of the Corporation, avoiding any activity or personal interest that creates, or appears to create, a conflict between personal interests and the interests of the Corporation. In general, a conflict of interest occurs when an employee's activities interfere with or give the appearance of interfering with the interests of Shearer & Associates, Inc., which may result in or be reasonably perceived by others as having an adverse impact on the Corporation's reputation or finances.
2. More specifically, unless expressly authorized in advance by the President/CEO, employees may not:
 - a) Offer their services to competitors or potential competitors, or engage in any outside business activities that compete with or will have the potential to compete with services provided by Shearer & Associates, Inc.;
 - b) Own financial interest in, or be employed by, a business entity that does, or seeks to do, business with Shearer & Associates, Inc. without disclosing to; and obtaining written approval from, the President.
 - c) Use their position to hire family or near-family members or friends, including consultants;
 - d) Use corporate time or resources for personal business enterprises;
 - e) Influence Corporate decisions, directly or indirectly, for businesses that they own, or are owned by their family members or near-family members; or,
 - f) Engage in any activity that would appear to a bystander as seeking or receiving preferential treatment from any business, financial, or other relationships with suppliers, customers, or competitors by an employee, the employee's family, or near-family, or close associates outside of Shearer & Associates, Inc.
 - g) No manager or supervisor shall request or extend credit to or cosign, guarantee or provide collateral concerning a loan for an employee who reports to him or her.

B. Avoid Conflicts of Interest in Supporting Our Government Customers

1. No employee may solicit, receive, or utilize information marked as Government Source Selection Information (Source Selection Plans, Technical Evaluation Plans,

Technical Evaluations of Competing Proposals, Cost or Price Evaluations of Competing Proposals, Competitive Range Determinations, Rankings of Competitors, Reports and Evaluations of Selection boards, and Government Agency Planning, Programming, and Budgeting System Information, etc.) from an unauthorized source. Nor may any employee solicit, receive, or utilize any competitor's proprietary information, such as but not limited to Technical/Price Proposals, Labor Rates, Technical Data, etc. from an unauthorized source.

2. In particular, no employee assigned to support our government customers may share with unauthorized persons any Source Selection Information or other third-party proprietary information acquired during the performance of their duties.

C. Gifts, Entertainment, and Other Forms of Gratuities

1. Neither Employees, any family member, nor any near-family member may solicit non-monetary gifts, gratuities, or any other personal benefit or favor of any kind from our Corporate customers, suppliers, subcontractors, or potential customers, suppliers, or subcontractors. Employees may accept unsolicited gifts to the extent permitted below:
 - a) General guidelines for Accepting or Offering Gifts. Everyone is reminded that the area of gifts in the commercial world is one without bright lines, and requires applying good judgment and common sense to each situation. In general, gifts may be accepted or offered so long as:
 - (1) It does not involve cash in any amount.
 - (2) The practice does not violate any law or regulation or the standard of conduct of the recipient's or donor's organization. It is the employee's responsibility to inquire about prohibitions or restrictions of the other organization before offering any business courtesy;
 - (3) The value of the business courtesy must be reasonable and consistent with marketplace practices, infrequent in nature, and may not be lavish or extravagant. While it is difficult to define "lavish or extravagant" utilizing a specific dollar amount, a common-sense determination should be made consistent with reasonable marketplace practices; and,
 - (4) It is the personal responsibility of each employee to ensure that his or her acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt by the offering party to secure favorable treatment.
 - b) Gifts to or from Commercial Customers.
 - (1) It is permissible to accept or offer to pay for meals, refreshments, and other ordinary or customary expenses in the commercial world when related to corporate business; however, employees must apply the general guidelines listed under Section D.1.(a) above. In other words, employees may accept modest meals, transportation, refreshments, entertainment, or gifts but must not accept anything that might be considered excessive or intended to influence the decision-making authority of the employee.

- (2) As a matter of policy, however, Contracting Personnel with direct procurement-related responsibilities may not accept or provide any meals, transportation, refreshments, entertainment, gifts, or anything else of value (other than standard marketing items available to all businesses) from representatives of subcontractors/suppliers and/or potential subcontractors/suppliers.
- c) Gifts to Government Customers. The rules for providing gifts to government personnel are stricter than the rules for commercial customers. Those rules are well-defined in laws, rules, and regulations. Although federal & state rules authorize their employees to accept some gratuities with a “*de minimus*” dollar threshold (The \$20/\$50 Rules), our employees are prohibited from providing any meals, entertainment, gifts, or anything of value to a government employee, except in the case of long-term friendships and/or family members or near-family members. Even in those special circumstances, employees are cautioned to avoid any conduct that could be reasonably construed by a third party as an attempt to influence the recipient in their dealings with Shearer & Associates, Inc.

D. Kickbacks

To preserve the integrity of procurement practices with our commercial & government customers, all employees are prohibited from accepting or offering any kickbacks in any form from prime or subcontractors or potential prime or subcontractors. For more details on kickbacks, see Section III.G. above.

E. Overpayments

Whenever anyone becomes aware that a government or commercial Customer has overpaid on a contract financing or invoice payment, he or she shall bring it to the attention of the Corporate Vice President for Finance.

F. Reimbursement of Expenses and Time Reporting

1. Everyone is prohibited from making false entries on timecards or any other books or records of the Corporation, accepting overpayments from customers, or making payment on behalf of the Corporation with the understanding that it will be used or might be used for something other than the stated purpose, or taking any action directly or indirectly to influence, coerce, manipulate or mislead any independent public or certified accountant engaged in the performance of an audit or review of the financial statements of the Corporation.
2. Requests for travel reimbursement and all other types of invoices requesting the payment must be current, accurate, and complete. Padding with fraudulent or unauthorized expenses is strictly prohibited.
3. Actual hours worked must be reported by employees on their time cards at the end of each workday and charged to the correct task/labor category, without overstating the number of hours worked.

G. Retention of Records

1. Disposal or destruction of Corporate records and files is not at the discretion of any employee, including the originator of such records. Legal and regulatory practice requires the retention of certain records for various periods of time, particularly in the tax, personnel, health, safety, environment, contract, legal, and corporate structure areas.
2. Everyone shall comply fully with the Corporate Retention and Preservation of Records Policy, which includes but is not limited to electronic databases. Under no circumstances may any records be destroyed until and unless such destruction is fully compliant with our Corporate policy. Corporate documents must be maintained on Corporate premises or designated storage facilities.
3. Employees are responsible for preparing all company business documents as completely, honestly, and accurately as possible. These records include time cards, expense reports, accounting records, test and progress reports, cost estimates, contract proposals, and presentations to clients, the public, and management officials of Shearer & Associates, Inc. Any representation, either written or oral, made by any employee or representative in the conduct of Corporate business shall be factual, fully substantiated, and verifiable. Under no circumstances may any records be falsified, wrongfully destroyed, or misused.
4. No employee may alter, destroy, mutilate, conceal, cover-up, or falsify any record, document, or tangible object with the intent to impede, obstruct, or influence an investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States.
5. Everyone is expected to fully cooperate with, and abstain from impeding or interfering with, any internal and external audits.
6. If the existence of a subpoena or impending government investigation becomes known to an employee, he or she must immediately contact the Chief Ethics and Compliance Officer. Everyone must retain all records and documents that may be responsive to a subpoena or pertain to an investigation. Any questions regarding whether a record or document pertains to an investigation or may be responsive to a subpoena should be directed to the Chief Ethics and Compliance Officer before destroying the document/record. Everyone must strictly adhere to the directions of the Chief Ethics and Compliance Officer in handling such records or documents. This applies to documents and other relevant materials in every form, including e-mails and versions of documents maintained electronically. Any subpoenas or government investigation supersede normal document retention and destruction policies. The Chief Ethics and Compliance Officer shall have primary responsibility for the identification, preservation, and possible segregation of responsive materials, but all employees have an independent obligation to assure that this requirement is observed.

H. Safeguarding Confidential and Proprietary Information

1. Shearer & Associates, Inc. owns, creates, or has access to sensitive information, commonly referred to as "Proprietary Information" or "Corporate Confidential Information," that is normally withheld from disclosure to the public or

unauthorized third parties. Everyone must protect such information from unauthorized disclosure whether owned by Shearer & Associates, Inc. or owned by others obtained under the protection of Non-Disclosure Agreements. None of this information may be disclosed, not even to family members or near-family members, nor may any of this information be used for any other purpose other than for the purposes intended. This obligation lasts during your entire employment with Shearer & Associates, Inc. and at all times thereafter.

2. No employee assigned to support our government customers may share with unauthorized persons any Source Selection Information or other third-party proprietary information acquired during the performance of their duties.

I. Embellishing Marketing, Sales, Advertising, and Promotional Materials

Employees who are marketing, advertising, and educating the public and potential customers to increase awareness of our services, must do so with an honest and accurate reflection of the services that we provide. Advertising, marketing, and promotional materials and/or presentations must not contain unfair, inaccurate, or deceptive statements or grossly exaggerated or unwarranted representations of our capabilities and/or services. No employee may use any advertising, marketing, or promotional materials and/or presentations that unfairly describe the services of or make unfair disparaging comments or innuendo about any of our competitors.

VI. ROLES AND RESPONSIBILITIES

A. All Employees

1. It is the responsibility of all employees to become familiar with and comply with this Code of Ethics. Our Corporate Values must be reflected in every internal and external business activity. When in doubt, ask our Ethics Advisor. When you reasonably suspect wrongdoing by others, report it. Reports may be made by direct communication with the Ethics Advisor or through our Ethics Box, located on our Corporate Website, or to the Inspector General of the Department of Defense.
2. When there are any internal or external inquiries, investigations, and/or audits, provide your full cooperation.

B. Management

Corporate Officers, managers, and supervisors are expected to strictly adhere to the underlying principles of our Code of Ethics, particularly the high standards embodied in our Corporate Values. It is their responsibility to:

1. Set an example of exemplary ethical conduct;
2. Deal quickly and effectively with business ethics concerns that arise within their supervisory control;
3. Bring questionable activities to the attention of the Ethics Advisor;
4. Ensure that all employees understand and promote an atmosphere fostering adherence to this Code of Ethics; and,

5. Avoid words and actions tending to:
 - a) Undermine our Corporate Values; or,
 - b) Have a chilling effect on reporting fraud, waste, and abuse.

C. Ethics and Compliance Advisor

It is the responsibility of the Ethics Advisor to interpret and administer the compliance program promulgated under this Code of Ethics. In particular, he shall:

1. Promptly consider all reports of any suspected violations of this Code of Ethics.
2. Initiate an inquiry upon receiving an allegation indicating a potential violation of this Code of Ethics. The inquiry may be short and simple, such as interviewing one individual, or it may be a more formal investigation, involving several witnesses. The objective of the inquiry/investigation must be to determine if a non-compliance occurred; are there other related, but not yet reported, occurrences of noncompliance; who was involved; what damage, if any, resulted from the event; what response is appropriate; and what steps should be taken to prevent future occurrences of non-compliance. To the maximum extent practicable, those responsible for conducting the inquiry will maintain the confidentiality of the individual(s) reporting the incident(s) as well as the identity of those who are interviewed during the inquiry. The extent to which this confidentiality is maintained during and after the inquiry is completed will be determined on a case-by-case base, weighing and balancing the need to maintain the integrity of the inquiry process against the rights of those who are accused of wrongdoing. The decision to release this information will be made at the sole discretion of the Chief Ethics and Compliance Officer.
3. Submit to the Chief Ethics and Compliance Officer all Reports of Inquiries, reflecting the investigator's Findings of Facts, Conclusions, and Recommendations.
4. Periodically report to the Chief Ethics and Compliance Officer regarding all aspects of administering the Ethics and Compliance Program.
5. Submit periodic written reports to the Chief Ethics and Compliance Officer, addressing the number of allegations of fraud, waste, or abuse, the number of allegations investigated, the number of allegations substantiated, the number of disciplinary actions taken, the number of retaliations reported, the number of retaliations substantiated, together with highlighting systemic problems and recommended solutions for updating and/or improving the Ethics and Compliance Program.
6. Immediately inform the Chief Ethics and Compliance Officer and President/CEO of any allegation involving evidence of:
 - a) Deliberate, willful attempts to circumvent normal procedures or controls;
 - b) Clear violation of a law or regulation;
 - c) Involvement of any corporate officer, manager, or supervisor;
 - d) Matters with the likely potential for reputational harm to the Corporation; or,

- e) Matters with the likely potential for significant legal action against the Corporation.
- 7. Consult with other business components such as Human Resources, Finance, Contracts, Security, and Legal, as appropriate.

D. Chief Ethics and Compliance Officer

It is the responsibility of the Chief Ethics Compliance Officer to:

1. Promptly review all Reports of Inquiries to ensure that the Conclusions and Recommendations are supported by the Findings of Facts.
2. Recommend corrective and/or disciplinary action(s) that should be applied to the employee(s) involved in the infraction(s). Normally, the supervisor is responsible for initiating corrective and/or disciplinary actions that should be applied to employees. However, in special circumstances, corrective action may be ordered and/or disciplinary action taken by the Chief Ethics and Compliance Officer. Such action may be in addition to any action or penalty prescribed by law.
3. Make appropriate adjustments in the Ethics and Compliance Program designed to prevent the reoccurrence of the infraction.
4. Conduct periodic evaluations of the effectiveness of the Ethics and Compliance Program, especially if criminal conduct has been detected;
5. Monitor and continually improve the Ethics and Compliance Program to ensure that it is administered and enforced in such a way that will be effective in preventing, detecting, and reporting violations of this Code of Ethics.
6. Ensure that an Ethics Box, offering employees the opportunity to raise their concerns, is prominently displayed on the Corporate Website.
7. Ensure that the most current version of the DoD Inspector General Fraud Hotline Poster and the Homeland Security Poster is prominently displayed in a common area of the corporate facility as well as on the Corporate Website.
8. Notify the Inspector General of the appropriate agency with a copy to the appropriate Contracting Officer whenever there is credible evidence of fraud, waste, or abuse.
9. Ensure periodic Ethics Training is conducted for all employees, emphasizing the high standards of ethics that are expected of everyone in performing their duties and highlighting the requirements of this Code of Ethics.
10. Ensure that periodic risk assessments are conducted to surface or detect possible problem areas.
11. Forward the reports, prepared by the Ethics and Compliance Advisor, to the President/CEO, with the number of training sessions, and the results of risk assessments conducted, together with conclusions and recommendations.
12. Consult with other business components such as Human Resources, Finance, Contracts, Security, and Legal, as appropriate.

VII. DUTY TO SEEK CLARIFICATION

It should be understood that this Code of Ethics does not cover every situation involving unethical conduct. All employees are expected to attend periodic Ethics Training and to review periodic updates to this Code of Ethics. It is also understood that occasionally questions will arise concerning the interpretation, intent, and application of the Code of Ethics to a particular situation. Any employee who has any doubt as to whether or not he or she is in compliance with this Code of Ethics should seek advice from the Ethics and Compliance Advisor.

VIII. DUTY TO REPORT VIOLATIONS

1. Everyone is responsible for reporting any known or suspected violations of this Code of Ethics. **If you see something, say something.**
2. Everyone must report within one (1) business day of any actual or suspected violations of any Federal criminal law involving fraud, conflict of interest, bribery, or gratuity within the meaning of Title 18 of the United States Code or a violation of the Civil False Claims Act.

IX. ENFORCEMENT

Appropriate corrective and/or disciplinary action, up to and including termination, may be taken against:

1. Anyone who authorizes or participates in an action or omission that violates this Code of Ethics.
2. Anyone who fails to report a clear violation of this Code of Ethics.
3. A supervisor or management official who retaliates or condones retaliation by others against an employee who reports such a violation.
4. Anyone who intentionally falsely accuses another of such a violation.

X. RETALIATION

1. Retaliation of any kind against an employee who makes a good-faith report of unethical or illegal activities will not be tolerated.
2. To minimize the risk of retaliation, the identity of the employee reporting the violation will not be disclosed without permission unless disclosure is unavoidable during an inquiry. These reports will be treated in confidence to the maximum extent practicable, consistent with the fair and rigorous enforcement of the Code of Ethics.
3. No adverse action will be taken against the employee reporting what they reasonably believe to be a suspected violation.

XI. CONDITION OF EMPLOYMENT OR SERVICE

This Code of Ethics is not an employment contract, nor is it intended to be an all-exclusive policy statement on the part of Shearer & Associates, Inc. The Corporation reserves the right to render the final interpretation of this Code of Ethics. It may be revised at any time at its sole discretion as deemed appropriate.