



Fluor-BWXT Portsmouth LLC

**CODE OF BUSINESS CONDUCT AND ETHICS POLICY  
FOR FLUOR-BWXT PORTSMOUTH LLC  
PIKETON, OHIO**

**U. S. Department of Energy  
Portsmouth/Paducah Project Office  
and  
Fluor-BWXT Portsmouth LLC**

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**Prepared by**  
Fluor-BWXT Portsmouth LLC  
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Portsmouth Gaseous Diffusion Plant  
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Portsmouth Gaseous Diffusion Plant  
Piketon, Ohio

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**INFORMATION ONLY COPY**

## APPROVALS

### CODE OF BUSINESS CONDUCT AND ETHICS POLICY FOR FLUOR-BWXT PORTSMOUTH LLC

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### REVISION LOG

Revision	Description of Changes	Affected Pages
8	Minor Revision: update name of hotline to “ <i>Compliance and Ethics, Employee Concerns Hotline</i> ”; replace current FBPs Compliance and Ethics, Employee Concerns Hotline with new number.	v, 2, 4, 6, and 9

Previous Record of Issue/Revision information is available from the history files.



**TABLE OF CONTENTS**

**A LETTER FROM FLUOR-BWXT PORTSMOUTH LLC PRESIDENT AND SITE PROJECT DIRECTOR JONATHAN (JD) DOWELL ..... IV**

**1. CODE OF BUSINESS CONDUCT AND ETHICS OVERVIEW.....1**

**2. MAKING THE RIGHT DECISIONS.....3**

**3. GETTING HELP AND REPORTING CONCERNS.....4**

**4. DIVERSITY AND INCLUSION .....5**

**5. HARASSMENT AND EMPLOYEE PRIVACY .....6**

**6. ENVIRONMENT, SAFETY, HEALTH, AND QUALITY (ESH&Q).....7**

**7. FINANCIAL CONTROLS AND TRANSPARENCY .....8**

**8. CONFLICTS OF INTEREST ..... 10**

**9. GIFTS, ENTERTAINMENT, AND BUSINESS COURTESIES ..... 13**

**10. FBP ASSETS..... 16**

**11. LOBBYING AND POLITICAL ACTIVITIES..... 19**

**12. PROCUREMENT INTEGRITY ..... 20**

**13. TIME CHARGING AND UNALLOWABLE COSTS..... 21**

**14. HIRING FORMER AND CURRENT GOVERNMENT OFFICIALS..... 22**

**APPENDIX A REGULATORY REQUIREMENTS FLOW DOWN..... 23**

## A Letter from Fluor-BWXT Portsmouth LLC President and Site Project Director Jonathan (JD) Dowell

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Colleagues,

As the Decontamination and Decommissioning contractor at the Portsmouth Site in Piketon, we have a responsibility to conduct our business responsibly, ethically, and legally. We owe it to our customer, this community, our member companies, and ourselves to conduct business in a transparent and ethical way.

Fluor-BWXT Portsmouth's Code of Business Conduct and Ethics serves as a resource for all project personnel. It summarizes and clarifies our standards for employee conduct so that we can all act consistently and exemplify the values of Safety, Integrity, Teamwork, Diversity, Mutual Respect, and Excellence.

The Code reflects our continuing and absolute determination to do the right thing. Doing the right thing sounds simple, but we all know that it can often involve serious decision making and expert navigation of regulations and procedures. Sometimes it demands the courage to ask questions or to speak up. If you are ever unsure about the proper course of action, get guidance from your supervisor, management, human resources, employee concerns, legal, compliance, a Fluor-BWXT Portsmouth subject matter expert (SME), or by calling our Compliance and Ethics, Employee Concerns Hotline. Our reputation and success depends upon each and every one of us living out these values and conducting ourselves and our business with the highest ethical standards. In doing so, we will distinguish ourselves as we accomplish our mission for the Department of Energy and for this region.

Sincerely,

JD Dowell

## 1. CODE OF BUSINESS CONDUCT AND ETHICS OVERVIEW

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### What is Our Code of Business Conduct and Ethics?

It is the centerpiece of our commitment to conducting Fluor-BWXT Portsmouth LLC (FBP) business with the highest standards of business ethics. It is a resource for you to use when you need information or guidance before making a decision. However, our Code cannot cover every subject or situation you might face on the job. If you need additional guidance, you may contact the FBP Human Resources Department or any of the contacts listed in this policy.

This document implements applicable regulatory requirements. They are listed in Appendix A, *Regulatory Requirements Flow Down*.

### Why Do We Have a Code?

FBP's success depends on our reputation for ethical business performance. FBP has adopted standards to help ensure that we conduct fair and honest business and interact ethically with each of our stakeholders—including our customer, fellow project personnel, suppliers, competitors, and communities. The Code helps us understand the rules and principles governing the way we do business at FBP.

### Who Must Follow the Code?

All project personnel must adhere to our Code at all times. For FBP, noncompliance could lead to civil or criminal fines and penalties, and suspension of the privilege of doing business with the U.S. Government (Government). For the individual, it could result in civil or criminal fines or penalties and disciplinary action up to and including removal from the project or termination of employment, as applicable. The risks can be avoided if each of us makes a personal commitment to understand and comply with the Code.

Federal, state, and local governments have extensive investigative workforces charged with monitoring Government procurement systems. The various investigative agencies have taken an increasingly aggressive stand on enforcement of Government procurement laws and regulations.

In addition, Congress continues to pass numerous laws that greatly complicate the federal procurement process. In addition to increased civil and criminal penalties for noncompliance, many of these new laws include fines and imprisonment of project personnel guilty of violations. Federal acquisition regulations also provide for suspension and debarment of a firm or individuals found guilty of procurement-related crimes. Because of this, it is imperative that all project personnel read and comply with this document.

### What is Expected of Me?

All project personnel are required to:

- Be thoroughly familiar with FBP's policies and its Code and always adhere to it.
- Be sensitive to situations that could lead you or others to engage in illegal, improper, or unethical conduct.
- Promptly take action against illegal, improper, or unethical behavior by advising your supervisor, the Human Resources Department, the Compliance Department, or the FBP Legal Department (Legal Department).
- Stay current with annual training, participate in any compliance training, and provide any certifications required by FBP.
- Cooperate with any investigations into potential misconduct. As an employee, you have a duty to do this. FBP can only address misconduct if it knows about it.

All supervisors are required to:

- Maintain a work environment that encourages open communication regarding ethical problems and concerns, and support your employees when they raise issues.
- Make a personal commitment that your group will operate in accordance with the highest standards of ethical business conduct. Communicate this commitment to your employees.
- Periodically discuss ethical issues and review the Code with your project personnel.
- Ensure that all project personnel supporting FBP attend appropriate training sessions on Government and business conduct issues.
- Be familiar with the resources available to resolve ethical questions and concerns.



All Officers, Directors, Managers, and Supervisors have additional responsibilities in promoting a culture of compliance and integrity, including a positive working environment in which people are treated with dignity and respect. To achieve this, you are required to:

- Lead by example by living up to the standards of the Code at all times.
- Help those you supervise understand and follow the standards set forth in our Code, policies, and practices, as well as stressing the importance of participating in related training and certifications.
- Be knowledgeable about the laws, regulations, and industry practices applicable to your activities.
- Implement the Code and create a work environment and culture that promotes a high standard of conduct.
- Provide all project personnel with clear guidelines on matters of everyday business conduct and education relevant to their individual job responsibilities.
- Communicate clearly that FBP will neither tolerate nor condone improper behavior. Set this standard of conduct by personal example.
- Oversee administration of appropriate disciplinary action for policy violations.
- Provide information to project personnel concerning resources that may help them in addressing ethical concerns or dilemmas.
- Create an open atmosphere in which ethical concerns may be brought forward by project personnel and resolved without fear of retribution.
- Support those who raise a concern or report a suspected problem in good faith, even if they go outside the chain of command.
- Never take or allow a retaliatory action against someone for reporting concerns in good faith or cooperating with an investigation.
- Protect the confidentiality of employee reports, to the extent practical, and advise project personnel of the outcome of such reports.
- Follow up when you hear about or suspect potential misconduct, promptly escalating the concern to the appropriate investigating Department or the FBP's Compliance and Ethics, Employee Concerns Hotline, and never look the other way to ignore misconduct.

### **What is Expected of Our Suppliers and Contractors?**

FBP expects subcontractors, consultants, agents, suppliers and other third-party providers to act in a manner consistent with FBP's Business Conduct and Ethics Expectations for Suppliers and Contractors, which reflect FBP's values and Code. The most current version is available at [www.fbportsmouth.com](http://www.fbportsmouth.com) or from FBP's Contract and Supply Chain Management Department.

### **What Are the Consequences of Violating FBP's Code?**

Violations of this Code can result in disciplinary action, up to and including removal from the project or termination of employment, as applicable. In appropriate cases, FBP may also refer misconduct to appropriate authorities for prosecution. This may subject the individuals involved to civil and criminal penalties.

### **What About Updates and Revisions to Our Code?**

The FBP Code may be updated or amended occasionally to reflect changes in laws and our policies and practices.

The most current and authoritative version of the Code is always available on FBP net (the internal website for FBP personnel), [www.fbportsmouth.com](http://www.fbportsmouth.com) or from the FBP Human Resources Department.

The Code helps us understand the rules and principles governing the way we do business at FBP.





## 2. MAKING THE RIGHT DECISIONS

### Making the Right Decisions

**Question:** I suspect – but am not certain – that someone is violating our Code. Should I keep my concerns to myself?

**Answer:** No. If you suspect a violation, say something. It's better to raise a potential problem than to wait and risk harm to others or to the company. Reporting "in good faith" means you are coming forward honestly with information that you believe to be true, even if, after investigation, it turns out that you were mistaken.



**Remember:**  
If you know it is wrong, don't do it.

At times, you might be unsure about what is the right thing to do in a business situation. If you are ever unsure how to proceed, don't take the action. Instead, step back from the situation and consider these questions:

- Is it legal? Have I checked with the Legal Department?
- Is it in line with our core values of safety, integrity, teamwork, diversity, mutual respect, and excellence?
- Does it comply with our Code and other policies and practices?
- Am I involving the right people in this decision?
- What would my family, friends, manager, or co-workers think?
- Would I feel okay about my actions if I read about them in a newspaper or had to explain them to a judge or jury?
- Could it harm FBP's reputation, or the reputation of its member companies?

If you hesitate when answering, or if you answer "no" to any of these questions, don't take the action. Instead, seek guidance by following the steps set forth in Section 3 of our Code, "Getting Help and Reporting Concerns." Always take personal responsibility for doing the right thing.

Remember:

- If you know it is wrong, don't do it.
- If in doubt, ask.
- Set an example for others.
- Don't ignore what you believe to be illegal or unethical conduct.
- Looking the other way is not acceptable.
- Speak up.
- Take responsibility for doing the right thing.



### 3. GETTING HELP AND REPORTING CONCERNS

#### Who Should I Contact With a Question or Concern Related to Our Code?

If you are ever unsure about the right thing to do in a business situation, you should seek guidance. If appropriate, you should discuss the question or concern directly with the person involved. You also are encouraged to contact your immediate supervisor. However, if you are uncomfortable discussing the matter with your supervisor or his or her response is not adequate, you are encouraged to contact any of the following:

- FBP Human Resources Department
- FBP Employee Concerns Program
- FBP Legal Department
- FBP Compliance Department
- Another supervisor (and up the reporting structure as necessary) or an FBP subject matter expert
- FBP's Compliance and Ethics, Employee Concerns, Hotline

If you know of or suspect misconduct or unethical behavior, you have an *obligation* to promptly contact any of these resources or an investigating department, even if you are not involved. Investigating departments include Security, FBP's Human Resources, Employee Concerns, Legal, Compliance, Internal Audit, Labor Relations, and FBP Environment, Safety, Health, and Quality. Reporting suspected misconduct to these resources contributes to our ethical culture and helps FBP minimize any damage to our fellow project personnel, other stakeholders, company, and brand. Failure to report suspected misconduct or unethical behavior could result in discipline.

#### Compliance and Ethics, Employee Concerns Hotline

FBP's Compliance and Ethics, Employee Concerns Hotline is available 24 hours a day, 7 days a week. The number is 1.844.279.1102.

A third-party call center answers these calls and transcribes the information you report. Caller ID is never used, and there will be no effort to trace your call. You may report anonymously. However, keep in mind that the more information you provide, the easier it will be for the company to investigate and appropriately respond to your report.

#### How Are Reports Handled at FBP?

FBP investigates all Compliance and Ethics, Employee Concerns Hotline reports and is committed to maintaining confidentiality to the maximum extent possible.

#### What If I Am Concerned About Retaliation?

*Speak up without fear.* FBP knows it takes courage to come forward and share your concerns. FBP will not retaliate or tolerate any form of direct or indirect retaliation that arises from reporting suspected illegal or unethical conduct in good faith. If a report is made in good faith, you will be protected even if the concern turns out to be unsubstantiated. If you suspect you are experiencing retaliation, you should contact FBP's Human Resources, Employee Concerns, Legal, Compliance, Internal Audit, or Compliance and Ethics, Employee Concerns Hotline. Retaliating against someone who makes a report in good faith will result in prompt and strong disciplinary action, up to and including termination.

#### Other Ethics Hotlines

Several other relevant federal agency hotlines for reporting waste, fraud, abuse, or ethics concerns are listed below:

- Department of Energy - IG: 1.800.541.1625
- Department of Labor: 1.800.347.3756
- Equal Employment Opportunity Commission: 1.800.849.4230
- Small Business Administration: 1.800.767.0385

**Question:** I inadvertently came across an email from the head of my department on the office printer containing information that violates our Code and most likely the law. How do I report this without getting fired?

**Answer:** FBP provides several different reporting channels, which include confidentiality and escalation measures. Since you do not feel comfortable raising this concern involving your department head, you may report this concern to Human Resources manager, the Chief Compliance Officer, the Compliance Manager, the Legal Department, or FBP's Compliance and Ethics, Employee Concerns Hotline. If a report is made in good faith, FBP will not retaliate or tolerate any form of retaliation even if the concern turns out to be unsubstantiated.



## 4. DIVERSITY AND INCLUSION

### Diversity and Inclusion



**Question:** I am a craftsperson and occasionally my supervisor has asked me to work off the clock. Is this appropriate?

**Answer:** No. All project personnel legally entitled to overtime (overtime has been properly authorized) must be paid for all hours worked. Contact your Human Resources or Labor Relations manager immediately with your concern.

Diversity and inclusion are among FBP's values. Our workforce comprises skilled professionals and craft personnel who are dedicated to achieving excellence in the Department of Energy's mission at the Portsmouth site in Picketon. FBP's goal is to sustain its diverse workforce by leveraging each individual's knowledge and talents while promoting cross-cultural understanding and collaboration.

To this end, you are expected to demonstrate dignity and respect for all FBP project personnel by valuing the diverse backgrounds, experiences, and ideas present among your colleagues. You must also promote an inclusive work environment by practicing appropriate and fair behavior towards all project personnel, customers and individuals in our local communities.

#### **Fair Employment Practices**

FBP is an equal opportunity employer that recognizes the value of a diverse workforce. FBP has established standards so that our project personnel are treated with respect and fairness and are free from all forms of discrimination. All project personnel decisions—such as hiring, promotion, pay, termination, training opportunities, and job assignments—must be based on merit, not a person's legally protected characteristics. Such characteristics may include gender, race, color, religion, national origin, sexual orientation, marital status, age, disability, pregnancy, veteran status, or any other characteristics protected by law.



## 5. HARASSMENT AND EMPLOYEE PRIVACY

### Harassment-Free Workplace

FBP project personnel should work in a safe and professional atmosphere where merit and competence are rewarded, and diversity and trust are promoted. Harassment has no place at FBP and will not be tolerated. Harassment can take many forms, including verbal remarks, physical advances, or visual displays. It may come from co-workers, supervisors, suppliers, contractors, or customers. Harassment has the purpose or effect of creating an intimidating, offensive, or demeaning environment.

Harassment may be sexual or nonsexual in nature. Sexual harassment may include unwanted advances, inappropriate sexual jokes, sexually suggestive comments, touching, requests for sexual favors, and inappropriate comments about appearance. Other examples of harassment may include offensive comments, jokes, or pictures related to race, religion, ethnicity, gender, or age.

### Personal Information

For personnel, payroll, health care benefits, and other routine operations, FBP maintains and uses private and sensitive personal information about project personnel (such as personal contact information, identification numbers, resumes, and compensation data) for legitimate business purposes. Any project personnel with access to this information must follow all applicable data privacy laws and FBP's policies and practices regarding the handling of such information. Project personnel whose jobs involve this information must respect information privacy by only accessing and sharing confidential project personnel data for legitimate business purposes, with appropriate authorization, and on a need-to-know basis. Do not repeat or discuss this information with anyone who does not have an authorized business need to know it. Misuse or unnecessary access to sensitive project personnel information can result in prompt and serious disciplinary action, up to and including termination or criminal prosecution by the appropriate authorities.



**Question:** I am friends with a man who works in my department. Sometimes we share jokes that might be considered offensive in my office but we are careful to shut the door so no one hears. We also forward each other funny jokes via e-mail. Could this be considered harassing behavior even though it is between two friends and not shared with anyone who is offended?

**Answer:** While the company does not attempt to regulate project personnel's private behavior, the situation you describe takes place on FBP property, on FBP time, and on an FBP e-mail system. Company assets should not be used for this purpose. This unprofessional behavior does not fit in our workplace, even in the privacy of your office.

**Question:** One of our suppliers is making insulting, age-related remarks to one of my coworkers. Should I say something?

**Answer:** Yes. If you're comfortable doing so, ask the supplier to stop. If you prefer, share your concerns with your manager, the Legal Department, or the Compliance and Ethics, Employee Concerns Hotline. We don't tolerate any form of harassment, whether the action is initiated by-or directed at-an employee, a customer, a supplier, or anyone else in our workplace (or at a work related event).



## 6. ENVIRONMENT, SAFETY, HEALTH, AND QUALITY (ESH&Q)

Everyone who works for or with FBP should know that safety is a core value. FBP is serious about its commitments to environment, safety, health, and quality. Our reputation depends on our continued commitment to safety and the welfare of our project personnel. Providing a safe and secure work environment gives FBP a competitive advantage in attracting the best applicants, retaining its valuable workforce, and continuing to earn the trust of its customer.

### Safety

A detailed, site-specific safety plan is available on the internal employee website, FBP net. You should report any violations of safety policies or potential hazards to the ESH&Q Director or staff. Failing to properly report a safety violation or asking another individual not to report one is a violation of our Code and may result in disciplinary action, up to and including termination.

### Nuclear Safety

FBP is committed to meeting all nuclear safety and safety-related quality standards on its nuclear projects. Everyone is responsible for ensuring that FBP's work adheres to all applicable nuclear safety standards. You are expected and encouraged to identify and report nuclear safety concerns. FBP is committed to maintaining an open working environment in which all project personnel are free to identify and raise nuclear safety concerns.

### Weapons and Violence

Personal weapons, such as guns and tools that can be used to harm others, should never be brought into the workplace. Acts of violence, as well as threatening remarks or gestures, or other disruptive behavior in the workplace are unacceptable. FBP's weapons and violence policies on the Portsmouth Site in Piketon align with the Department of Energy's policies regarding weapons and violence.

### Drug and Alcohol-Free Workplace

FBP project personnel may never work under the influence of or possess at work alcohol, illegal drugs, or prescription drugs not used in accordance with a valid prescription. Project personnel must report to FBP their use of any prescription drug or any substance that might interfere with their ability to do their job safely and effectively. FBP policy prohibits the illegal use, sale, purchase, transfer, manufacture, possession, or impairing presence in one's system of controlled substances while on FBP premises or jobsite. Similarly, the use, sale, purchase, transfer, manufacture, or possession of alcoholic beverages by project personnel while on FBP premises is prohibited, except as authorized by FBP for FBP-sanctioned activities or events, such as a holiday party.

### Protecting the Environment

FBP is fully committed to acting as an environmental steward as we decontaminate and decommission the Portsmouth Site in Piketon. Achieving excellence demands that we have knowledge of and comply with applicable environmental laws. Environmental laws can apply to many aspects of FBP's scope of work for the Department of Energy. To protect the environment, you must know and follow the environmental policies and regulations that apply to your work. Many incidents, such as accidental releases and spills of hazardous or toxic substances, must be promptly reported to FBP management and the appropriate Government agencies if and as required by statute or regulation.

Environmental laws are aggressively enforced. Project personnel who engage in conduct contrary to these laws may face serious consequences, including criminal prosecution, and may subject FBP to fines and other penalties. It is important to note that prosecutions are not solely limited to willful violations. Under certain circumstances, supervisory personnel may be held individually liable for the conduct of those under their direction and control, regardless of whether they personally participated in an act of noncompliance. Because of this, it is important for supervisors and managers to understand the environmental laws specific to their work scopes.

**Question:** One of my co-workers cut his finger on the job and needed stitches. He doesn't want to report the injury as a workplace injury because it will hurt our safety goals. What should I do? I want to meet our goals, too. But not reporting a workplace injury is a serious violation of FBP's safety standards.

**Answer:** Report the injury. Then, encourage your coworker to do the same. We are all responsible for safety and we don't compromise on safety ever. Not reporting means we cannot correct a potential safety risk. Both you and your injured teammate could be subject to disciplinary action, up to and including termination, for not reporting the injury.



## 7. FINANCIAL CONTROLS AND TRANSPARENCY

As a Government contractor, proper financial reporting and transparency is extremely important for FBP. Project personnel shall never provide inaccurate or misleading information to a customer. All information we give to our customer must be complete and accurate. You must follow our internal processes and controls to ensure our records accurately and fairly reflect all transactions.

### Accurate, Full, and Fair Disclosure

The accuracy and transparency of the information we give to our customer, the Department of Energy, depends on every employee properly recording information such as time charges, change orders, project estimates, miscellaneous expenses, costs, bills, payroll, and regulatory data. You must properly verify that any financial information for which you are responsible is accurate, complete, and timely. Managers must take responsibility that adequate resources and oversight are devoted to properly implementing and following reporting and transparency controls on all aspects of FBP's business.

### Change Orders

When Government representatives request work that is different from, or in excess of, that prescribed by our contract, we must obtain the contracting officer's written direction before proceeding. While we must always strive to please our customers, acceptance of changes from anyone except the contracting officer could result in the performance of unauthorized work and jeopardize FBP's ability to obtain compensation for the change in scope. Contractual notification requirements related to changes vary depending on the type of contract. Therefore, it is crucial that FBP project personnel understand what we must do and when we must do it if the Government changes its contract requirements.

### Insider Trading is Prohibited

Fluor Corporation (Fluor) and BWX Technologies, Inc. (BWXT), the parent companies of FBP's member companies, Fluor Federal Services, Inc. and BWX Technologies, Inc., are publicly traded companies. You may come across inside information about the member companies, or inside information about the members' parent companies and about FBP that could affect the financial performance of FBP's members' parent companies. Buying or selling the securities of a company while you are aware of inside information about that company is considered "insider trading." This is illegal, and so is "tipping," or advising others to buy or sell securities based on inside information.

"Inside information" is material information that is not available to the public that a reasonable investor would likely consider important in making a decision to buy or sell a security. Remember that even information about events or actions that are not certain to happen, can be considered inside information.

It is important for all project personnel to keep inside information confidential and not discuss it or allow it to be overheard by anyone inside or outside the company, except on an authorized need-to-know basis. Examples of inside information may include:

- Financial information or data such as earnings or forecasts
- Winning or losing a significant new or existing award
- Financial problems
- Changes in senior management
- Significant or expected developments in litigation or Government investigations
- Notification for auditors regarding financial statements

### When Can I Trade?

Once material information has been disclosed publicly to the marketplace through established channels, and the public has had enough time to absorb the information (typically considered to be three days), you may trade securities in Fluor; BWX Technologies, Inc.; or other related companies.

### Outside Inquiries and Presentations

FBP project personnel may have access to information about financial or performance results—about FBP or its member companies or its members' parent companies—on a routine basis that is not available to the public. You must exercise caution not to reveal this information when responding to outside inquiries or giving presentations to outside groups.

Only designated FBP spokespersons may speak about FBP's financial or performance status to the media. If a member of the media or a stock market analyst contacts you for information about a member company or about the members' parent companies, you should direct them immediately to the FBP Public Affairs Department.



If your job requires that you make presentations to outside groups, such as at professional conferences and training seminars, you must be particularly cautious. Any presentations that contain non-public financial or proprietary information or processes must be approved in advance by the Legal Department.

### **No Misrepresentation**

While conducting official FBP business, do not misrepresent yourself or FBP to anyone. If you believe there has been a misunderstanding, try to clarify the situation immediately. Honesty is an integral part of ethical behavior, and trustworthiness is essential for good, lasting relationships.

Examples:

**Question:** I don't work in finance or accounting. Is "financial integrity" my responsibility?

**Answer:** Yes. Accuracy in recordkeeping isn't the job of one team or one department. It's a responsibility we all share. From timesheet, expense reports and benefits enrollment forms to test data and sales invoices – all of our everyday transactions must be accurate, complete and properly recorded.

**Question:** I saw a coworker sign off on an inspection report when he hadn't actually done the inspection. What should I do?

**Answer:** You should report what you saw to your manager, Human Resources, Employee Concerns, the Legal Department, the Compliance Department, or the Compliance and Ethics, Employee Concerns Hotline. Signing off on the report when he/she had not actually done the inspection would be considered a form of falsifying records and would violate our Code.

## Financial Controls and Transparency



**Project personnel shall never provide inaccurate or misleading information to a customer. All information we give to our customer must be complete and accurate.**



## 8. CONFLICTS OF INTEREST

When you are in a business situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends, or your family at the expense of FBP or our client, you may be faced with a conflict of interest.

A conflict of interest occurs when your personal or financial interests interfere with your ability to make sound and objective business decisions on FBP's behalf. You need to avoid any situation that creates even the appearance of this kind of bias. A perceived conflict of interest that calls into question our business integrity can be as damaging to our reputation and business as the existence of an actual conflict.

### How Can I Know Whether a Conflict of Interest Exists?

To determine whether a conflict of interest exists, you should ask yourself:

- Does this situation make me feel uncomfortable?
- Would the action have the potential to affect my ability to make sound business decisions?
- Could it influence my objectivity or appear to do so?
- Would my co-workers think the situation could affect how I do my job?
- Would it look suspicious to someone outside our company, such as a customer, supplier, shareholder or the media?
- Would it take revenue or profit away from FBP?
- Would I, or my family members, benefit financially or personally?

If you answered "yes" to any of these questions, you should discuss the activity, financial interest, or relationship with your supervisor or the Human Resources Department immediately and before proceeding. The following sections discuss some common areas in which conflicts of interest might arise.

### Outside Jobs and Activities

Outside jobs and activities can affect your ability to do your work for FBP.

Examples of inappropriate outside jobs and activities include:

- Working for or providing services to an actual or potential FBP competitor, customer, supplier, subcontractor, or agent while employed by FBP.
- Using FBP assets, contacts, or other resources to start or support another business or nonprofit organization (other than charitable work through FBP that does not conflict with your work responsibilities).

### Public Service

Many FBP project personnel participate actively in civic life. FBP commends and encourages public participation. This participation may include philanthropic, professional, national, regional, religious, or community organizations. In that role, however, you may at times find yourself in a difficult or awkward situation. For example, you may be a member of a board or committee confronted with a decision involving FBP. In these circumstances, your interest in FBP on the one hand and your obligation to the civic organization on the other may pull you in opposite directions. In such cases, the policy requires you to abstain from the decision-making and to notify your supervisor of your abstention. When you abstain, you should make it clear that you are an FBP project personnel and that you are abstaining to avoid a conflict of interest—or the appearance of one. This will head off future charges that you tried to conceal your association with FBP.

When you speak out on public issues when involved with these organizations, make sure that you do so as an individual. Do not give the appearance that you are speaking or acting on FBP's behalf.

### Activities and Ownership Stakes of Close Family Members and Friends

The activities of close family members and friends may also lead to potential conflicts of interest. For this reason, you should not be involved in the hiring or supervision of a supplier, subcontractor, agent, or consultant where your close family member or friend is employed or has a significant ownership stake.

**Question:** My spouse owns a company that FBP is considering hiring as a supplier. A contract with FBP would be great for my spouse's business. I would like to do anything I can to help my spouse win the contract. What can I do to help?

**Answer:** You shouldn't do anything to help your spouse's company get the contract. If you are involved in the selection process for that contract, you should tell the FBP Legal Department. Helping your spouse's company is a conflict of interest. Even if you are certain you can be unbiased and award the contract to the best bidder, you should not be involved because of the perception of the conflict of interest.



A “close family member” is any person closely connected to you by blood, marriage, or close affinity (for example, a spouse, significant other, sibling, grandparent, brother-in-law, etc.), such that your impartiality might be perceived to be affected by the relationship. The term also refers to a domestic partner and the domestic partner’s child, parent, sibling, half-sibling, grandparent, grandchild, or stepparent.

When a family or romantic relationship exists between project personnel working together, real or perceived preferential treatment or tension may exist. Neither employee should be in a position where he or she has decision-making authority over the other employee. Again, the important thing to remember is that you must avoid even the appearance of bias.

### Financial Investments

You must be careful that your investments, or those of your close family members or friends, do not impair your ability to make objective decisions on behalf of FBP. Having a significant financial investment in a company that does business with, seeks to do business with or competes with FBP may create a conflict of interest, depending on the size and type of your investment, your role in the company, and the business relationship between FBP and the other company. An interest is considered significant if it could impair, or reasonably appears to impair, your ability to act solely in the best interest FBP.

Examples of conflicts of interest include having a significant investment in a:

- Supplier, if you have involvement with the selection of, assessment of, or negotiations with, the supplier
- Customer, if you are responsible for dealing with the customer

Keep in mind that not all outside financial investments may result in a conflict of interest. This is why it is important to disclose any potential conflict to your supervisor or Human Resources manager and the Legal Department immediately, to determine whether a conflict—or the appearance of one—may exist.

### Boards of Directors

While FBP supports outside activities that benefit our communities and profession, you must exercise caution when accepting outside appointments, such as serving on a board of directors for another organization. This may raise a conflict of interest or even a legal issue. In particular, serving on the board of, or otherwise advising, an FBP supplier, contractor, agent, or customer, or any company that has direct commercial dealings or competes with FBP or its member companies, may be problematic.

You must contact the Legal Department to review the situation and receive guidance about the appropriateness of serving on a particular board of directors or some similar position before you accept an outside appointment.

## Conflicts of Interest

**Question:** I recently took a part-time position with another company. I’m only working on the weekends, so my second job won’t interfere with my ability to work for FBP. However, I found out the company for which I’m working is actually one of FBP’s many suppliers. Is this okay?

**Answer:** Possibly. Working for an FBP supplier while being employed by FBP could create a situation in which a conflict of interest might arise. Before doing any work on behalf of this FBP supplier, you must first consult with and get authorization from your supervisor or Human Resources manager. If you are permitted to continue working with the supplier, remember that the second job should not interfere with your responsibilities or job duties for FBP. You should not do work for the other company when you are supposed to be working for FBP. Please also remember that you cannot use FBP equipment or supplies in your work for the other company. That includes computer equipment, electronic mail, and telephones. You must also carefully guard against disclosing confidential information to the other company.

### **Organizational Conflicts of Interest**

Because FBP performs work for a U.S. Government agency, we are subject to special rules related to organizational conflicts of interest. This occurs when, because of a pre-existing business relationship or project, FBP has a potentially unfair competitive advantage or could be seen as biased in obtaining or performing Government work. FBP must promptly disclose all actual or potential organizational conflict of interest situations to the Government, so be sure to alert your supervisor promptly if you become aware of such a situation. Often, safeguards can be put in place to mitigate potential issues and allow us to perform that work.

### **Foreign Government-Sponsored Talent Recruitment**

Programs are prohibited for all FBP project personnel. Participation will raise a conflict of interest or even a legal issue. You must contact the FBP Legal Department, Site Security Officer, or Human Resources to disclose any current or future involvement with one of these programs. They will assist you with ensuring all required notifications are made.

- *What is considered a Foreign Government-Sponsored Talent Recruitment Program?*  
Any effort directly or indirectly organized, managed, or funded by a foreign government to recruit science and technology professionals or students (regardless of citizenship or national origin, and whether having a full-time or part-time position). Some foreign government-sponsored talent recruitment programs operate with the intent to import or otherwise acquire from abroad, sometimes through illicit means, proprietary technology or software, unpublished data and methods, and intellectual property to further the military modernization goals and/or economic goals of a foreign government. Many, but not all, programs aim to incentivize the targeted individual to physically relocate to the foreign state for the above purpose. Some programs allow for or encourage continued employment at U.S. research facilities or receipt of Federal research funds while currently working at and/or receiving compensation from a foreign institution, and some direct participants not to disclose their participation to U.S. entities. Compensation could take many forms including cash, research funding, complimentary foreign travel, honorific titles, career advancement opportunities, promised future compensation, including in-kind compensation.

### **How Can I Resolve a Conflicts of Interest?**

Conflicts of interest may often be resolved if they are disclosed promptly. Transparency and the exercise of good judgement are basic expectations. If you feel that you or FBP may face an actual or potential conflict of interest, you should tell your supervisor or Human Resources manager about the potential conflict of interest immediately. Disclose any potential conflicts of interest before acting to avoid making the situation worse. Additionally, always disclose any potential conflicts of interest to Legal Department as part of your annual ethics certification.



## 9. GIFTS, ENTERTAINMENT, AND BUSINESS COURTESIES

### Gifts and Entertainment

FBP project personnel must be cautious when exchanging business courtesies to avoid a conflict of interest or the appearance of one. If you are involved in business courtesies such as a dinner or entertainment at a local sporting event, you must take steps to ensure that any activities are not and will not be seen as bribes meant to improperly influence business decisions.

If others believe that a business decision was made because of a gift or business courtesy and not purely on the basis of merit and sound business judgment, our reputation will be harmed. In general, you can give and receive gifts or offer and accept meals and entertainment that fit all of the following guidelines.

The gift or entertainment:

- Is not intended to improperly secure something in return.
- Is reasonable and not excessive for the government contracting industry, your function and your position.
- Does not violate applicable standards or the law.
- Is not in cash.
- Does not violate Federal Acquisition Regulations (FAR).

These rules apply to gifts, favors, meals, and entertainment involving your close family members, as well.

### Gifts and Entertainment Involving the Department of Energy or Other Government Agencies

We don't give or receive anything that is inappropriate. U.S. Government agencies have strict rules prohibiting giving business courtesies to Government employees. What may be considered normal business courtesies in the non-Government world, can be illegal when Government employees are involved. Giving a "business courtesy" is defined as offering something of value for which the recipient does not pay fair market value. Such courtesies may include gifts, meals, and other favors. Violations of these rules can result in loss of the contract, loss of FBP's ability to do other Government work, and even criminal prosecution of FBP and the individuals involved.

We must follow the "20/50 Rule" when providing entertainment to Government officials, such as meals and refreshments. Under this rule, providing simple refreshments such as coffee and pastries at a business meeting is typically acceptable as long as the meal does

not exceed \$20. However, meals should never exceed \$50 in a calendar year to any single Government official from all aggregated sources within FBP.

We must also follow the "20/50 Rule" when giving gifts to Government officials. You should never give a gift to a Government official unless it is a promotional item with FBP's name on it or another item of nominal value. Since a gift is anything of value received without the recipient paying the full market price, you will need to determine the fair market value for any items you offer to Government employees. It is also critical that you document the basis for this assessment. This helps us to avoid placing Government officials, as well as FBP, in awkward situations.

It is important to point out that, even when the value of a gift is within the 20/50 Rule, you may not offer any gift to a Government employee with the intent to influence official action.

We should never offer gifts or entertainment to Government employees if we know that these courtesies violate his or her agency's rules. This is true regardless of whether he or she is willing to accept the gift. Even if it is an inexpensive logo item, you should first ask the Government employee if the agency's rules allow him/her to accept it. Offering inappropriate gifts can put the Government customer in the awkward position of having to refuse.

Again, there is no substitute for a thorough knowledge of agency ethics rules related to business courtesies. If you have any questions, ask FBP's Government Contract Manager, Compliance or the Legal Department.

Examples:

**Question:** Through my work on a Government contract, I have become friends with one of the Government employees. My husband and I would like to take him and his wife out to dinner to get to know them personally. Is this acceptable? If not, would it be acceptable to invite them to our home for dinner?

**Answer:** It is possible to have a personal relationship with employees of Government agencies, and you may invite the couple to your home for dinner. However, taking them out to a restaurant or providing a catered dinner at your house would not be acceptable, since it might bring the Government employee's objectivity into question or create the appearance that you are attempting to influence him.

**Question:** The team I manage would like to give commemorative trophies to both FBP and Government employees who worked on a successful project. The trophies cost about \$25 each, but the only value to the team members is recognition. Is this acceptable?

**Answer:** It is probably acceptable. The cost of the trophy is not the measure of its value. Rather, the intrinsic value of the trophy or the trophy materials becomes the measure. If the trophy has no market value, and contains no materials that have intrinsic value (such as crystal or precious metals), then it is excluded from the definition of a gift. If you are unsure whether you should provide anything of value to a Government employee, you should seek guidance from the FBP Compliance Officer or the Legal Department.

### **Receipt of Gifts**

Do not accept gifts exceeding “de minimis” value. Never accept personal loans, entertainment, or other special consideration from an individual or business organization doing business with FBP. If you are offered or receive such a gift, refuse it, or return it to the giver in a tactful manner, and advise the giver of FBP’s policy prohibiting acceptance. Any offer or receipt of a gift must be reported to the FBP Compliance Officer.

If the person who gave you the gift requests that the item be donated to a charity of FBP’s choice, you should consult your supervisor or human resources manager to direct the matter to the appropriate personnel.

All FBP project personnel are prohibited from accepting, soliciting, or offering bribes or kickbacks in connection with U.S. Government. Bribes or kickbacks may include money, gifts, travel, or other expenses, hospitality, below-market loans, discounts, favors, business or employment opportunities, political or charitable contributions, or any other direct or indirect benefit or consideration to improperly influence someone.

### **Zero Tolerance for Bribery**

FBP will not tolerate bribery of any form—with any third party, public or private, whether done directly or indirectly through third parties.

A “bribe” is an offer or promise to give, or the giving of, or authorizing to give, anything of value or another advantage to improperly influence the actions of a third party, public or private. Bribes may include money, gifts, travel or other expenses, hospitality, below-market loans, discounts, favors, business or employment opportunities, political or charitable contributions, or any direct or indirect benefit or consideration. Improper influence typically involves the intent to secure a quid pro quo to buy the misuse of someone’s position.

### **Bribes Violate Anti-Corruption Laws**

It is your duty to know and follow the local and other applicable anti-corruption laws that apply to your assigned duties. Consequences for violating anti-corruption laws are severe for both FBP and the individuals involved, including possible civil and criminal liability.

### **Request for Inappropriate Entertainment**

At times, customers, suppliers, contractors and other business partners may express an interest in entertainment that involves inappropriate content or excessive cost. If this situation arises, you must explain tactfully that FBP does not permit company time or funds to be used for entertainment that is excessive in value, sexually explicit or otherwise inappropriate. Also, report the occurrence to your supervisor so that FBP may consider taking further action. Do not try to solve the problem by offering to pay for it personally or having the customer pay for it.

### **Use of Agents, Consultants, Representatives, and Other Third Parties**

FBP may be liable under anti-corruption and local laws not only for the actions of our personnel, but also those of our business partners. If you have a reasonable suspicion that a business partner or other third party might pay a bribe, but fail to take the appropriate steps to attempt to prevent such payment, we may be seen as implicitly authorizing the bribe.

We expect our members, suppliers, contractors, consultants, agents, and other business partners to maintain a zero tolerance for bribery, as described in FBP’s Business Conduct and Ethics Expectations for Suppliers and Contractors, available at [www.fbportsmouth.com](http://www.fbportsmouth.com). Report any suspicious or questionable behavior, transactions or receipts to the Legal Department immediately.



### Trade Controls

FBP may supply equipment and technology that are subject to export control laws, and may receive equipment and technology that are subject to import control laws. It is critical that you comply with all rules and regulations applicable to export control.

An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. An export can also occur when technology, technical information, or software is provided in any way, including verbally, to someone who is not a U.S. citizen who is located in either the United States or a third country. Before engaging in exporting activity, all required licenses and permits must be obtained. The handling and the “re-export” (movement to a different country) of such equipment and technology, subsequent to obtaining a license, must be consistent with the terms of the license and all applicable regulations.

If you transport and/or use goods and technology subject to export or import controls, you must understand and follow the relevant laws, regulations and related policies and practices. Consequences for violating trade control laws and regulations are severe for FBP and the individuals involved, including the potential loss of export and import privileges and civil and criminal penalties. If you have any questions about exports, re-exports or imports, please contact the Legal Department.

### No Child or Forced Labor or Human Trafficking

Our belief that all individuals should be treated with dignity and respect is firmly rooted in our core value of Integrity. FBP is committed to fostering an environment that recognizes and supports all aspects and dimensions of human rights. FBP does not tolerate the use of child or forced labor, trafficking in persons, or procurement of commercial sex acts. You must work to ensure that FBP does not have suppliers, contractors or other business partners who do so, as reflected in FBP Business Conduct and Ethics Expectations for Suppliers and Contractors, available at [www.fbportsmouth.com](http://www.fbportsmouth.com).

### Trafficking in Persons

The U.S. Government and FBP have no tolerance for obtaining forced labor or services through any means, including but not limited to coercion, physical threats or restraints, or withholding of passports.

FBP strictly prohibits: a) the use of misleading or fraudulent practices during the recruitment of employees or offering of employment, and b) the procurement of commercial sex acts.

## Gifts, Entertainment, and Business Courtesies



**FBP project personnel must be cautious when exchanging business courtesies to avoid even the appearance of a conflict of interest.**



## 10. FBP ASSETS

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### Confidential Information

FBP's proprietary and confidential information is an important asset. "Proprietary and confidential information" generally includes nonpublic information that, if revealed, might benefit our competitors or harm FBP. Examples include specific technical, design, or process data, pricing information, salary information, business plans, acquisition or teaming plans, project practices, customer information, and subcontractor, vendor and supplier lists.

You must be vigilant, both on and off the job, in protecting FBP's confidential and proprietary information with the utmost care. If you are authorized, you may only provide this information to co-workers and outside third parties who have a legitimate business need to know it. Be sure to follow the safeguards put in place to protect this information from unintended or deliberate misuse. Never discuss this information in a public place where outside parties can overhear you. You have a duty to keep FBP's information confidential and proprietary even after your work in support of FBP ends.

Managers should ensure that safeguards are put in place to protect confidential and proprietary information from both unintended and deliberate misuse, and ensure that such information is provided to other project personnel only on a need-to-know basis. FBP is a Limited Liability Company with member companies that may be competitors in other circumstances. Communication in these joint ventures is obviously critical, but we must take reasonable steps to protect our member company's confidential and proprietary information from accidental and inappropriate disclosure or from use outside the intended partnership context. We must abide by all agreements, which specify and limit access to member company information and systems to certain individuals.

### Personal Use of FBP Property

At times, you will likely need to use FBP and/or U.S. Government equipment and computer systems for limited personal use. You are permitted to do so within limits, as long as your use is reasonable and your work goals are accomplished. Using FBP and/or U.S. Government facilities or equipment for unauthorized, abusive, unethical, or inappropriate purposes will not be tolerated. Never overuse or abuse FBP and/or U.S. Government assets for your personal use or gain, or to conduct work on behalf of others. Taken too far, it can even be fraud or theft. If you are required to bill your time to FBP or its customer, be sure to do so accurately and fairly.

### Copyrighted Software and Written Material

Software and written material are often protected by copyright, trademarks, trade secret, or license agreements. Computer software, including computer programs, data, and related documentation, must be managed with care. For this reason, make certain to always retain licensing agreements for software that is purchased for FBP use. Unless permitted by a license agreement, never make personal copies of software, even if you plan to use the software only at work. Never use software in any manner that violates the agreement under which it was acquired. Unauthorized copying or use of the simplest computer software or written material can expose you and FBP to serious legal problems—including criminal liabilities.

Software manufacturers and industry associations take these matters very seriously and enforce their rights in court. Therefore, it is best to familiarize yourself with the software you use, seek advice if you need it, and be careful to avoid improper use of computer software.

### Cyber and Data Security

Everyone who uses a computer for FBP is responsible for protecting technology resources. If you believe that anyone is placing the performance or security of any FBP information system at risk, or that such information or data has been compromised, you should immediately advise your supervisor or the information technology department.

FBP and the U.S. Government have entrusted you with its technologies and equipment so that you may conduct FBP business. You may not use any FBP or U.S. Government resources to conduct illegal activities or access or download obscene, sexually explicit, or otherwise inappropriate material, for personal gain or profit, or to communicate discriminatory, harassing, or threatening messages. You should have no expectation of personal privacy in connection with these resources. To the fullest extent permitted by applicable law, FBP reserves all rights to monitor and review any messages and information sent or received using FBP resources. Remember, electronic documents and information can be retrieved even after you have "deleted" them from your computer's memory, so be careful about including sensitive information in electronic communications.



If you wish to add or develop computer software or hardware on FBP or U.S. Government computer equipment, you must first get approval from the information technology department and/or the cyber security office of the designated site security official. Never add computer software for which there are no software licensing agreements or in violation of copyright laws. Sharing your password, user ID, or other access credentials (including a badge ID) with another person may violate our license agreements, may constitute improper disclosure and use of confidential and proprietary information, and may put the security of our network at risk.

### Social Media

Project personnel must be careful to protect FBP's reputation and business information by not posting any comments or documents about FBP on any social media sites such as social networking sites, photo and video sharing sites, blogs, wikis or other bookmarking sites—negative or positive—that are confidential or could be attributed to FBP. You should never use FBP time, property, or networks for social media communications. If you choose to do so outside of your work environment, you should:

- Ensure that your communications do not violate the law (for example, libel, defamation, harassment, or copyright laws) or FBP policies (for example, policies regarding disclosure of confidential or proprietary information or speaking on behalf of FBP).
- Avoid identifying or discussing FBP, customer, suppliers, and co-workers; do not denigrate or insult others, including competitors.
- Never include FBP or customer logos, trademarks, photos or videos.

- If speaking about your professional life, clearly state that these are your personal views and not necessarily the views of FBP.
- Safeguard your personal information.

### Document and Record Retention

We often deal with large quantities of FBP and Department of Energy documents and records, both paper and electronic. It is important that you know how long these documents and records should be retained, and how FBP disposes of them. FBP has detailed retention policies and practices for project and non-project documents and records, which you should understand and follow. If you are notified that documents in your possession may be relevant to litigation, an investigation, or an audit, you are required to maintain such records and follow the instructions set forth in the notice. For questions about document and record retention, talk to your direct supervisor.

### Investigations and Audits

We are expected to fully cooperate with any legitimate internal or external auditors or investigators who request information in connection with an audit of FBP. Always provide accurate and complete information. In addition, never delete or destroy records that are subject to (or are likely to be the subject of) a government or internal investigation, subpoena or lawsuit.

Do not attempt to improperly influence any auditor, regulator or investigator reviewing FBP's records or encourage anyone else to do so.

You should notify the Legal Department if you are approached by a government investigator or regulator regarding FBP. You should not provide any FBP records to outside investigators without prior written approval from FBP's Legal Department.

## Fluor-BWXT Portsmouth Assets

**Question:** I would like to download onto my laptop a free software application that I also have on my home computer. Is this okay?

**Answer:** Probably not. Often, software may be free for personal use but not for business use. You must check with your IT Department for approval whether it is acceptable software to download onto your company laptop.

**Question:** Sometimes, when I'm alone in the office late at night, I read personal emails that some may find obscene and forward them along to all my friends. I figure I'm not disturbing anyone and I don't think I'm harming FBP since I'm doing this after business hours. Am I right?

**Answer:** No. It's never okay to use FBP or U.S. Government computers or network systems to view or forward inappropriate emails, even if you're alone in the office, at home, or on a business trip, or you are forwarding email to someone who is not employed by FBP. This is an inappropriate use of company time and resources and may result in disciplinary action up to and including termination.



## Information Entrusted to Us by Customers and Members

Our customers, suppliers and members often entrust us with highly confidential data and information. Such information may also be subject to data privacy laws, contractual requirements and FBP policies and procedures regarding the handling of such information. Many FBP project personnel manage and utilize this data and information in our projects every day. You must respect and protect this information with the utmost care at all times, even after you leave FBP. Questions concerning Non-Disclosure Agreements should be referred to the Legal Department.

### Proprietary Information

It may be appropriate for FBP personnel to gather certain forms of proprietary information. However, we must be committed to doing so responsibly, ethically and legally. In general, you can collect and use public information available in newspapers or on the Internet, as well as in annual reports or published sales materials. You can also use information gained from conversations with customers, as long as they are not confidential or related to anti-competitive practices, and information presented at trade associations or industry conferences.

In addition, you can utilize the information a customer provides about a competitor's proposal, but only if it is not confidential. If the information is related to a bid on a government contract, always consult the Legal Department and your supervisor before using or disclosing the information provided.

You must avoid even the appearance of improper information gathering. Never seek to obtain or use a competitor's confidential or proprietary information through misrepresentation or any other deceitful or improper means. You should consult the Legal Department immediately if you receive any such information.

### Confidential Information from Prior Employer

At times, project personnel will possess confidential or proprietary business information due to their work with a prior employer. Such information may include:

- Specific technical, design or process data
- Trade secrets or confidential information
- Software licensed to the former employer
- Anything marked or intended to be confidential or proprietary and that is not publicly available

You must respect the confidentiality of this information. Never reveal or ask a co-worker to reveal confidential or proprietary information about a former employer, or to otherwise violate a confidentiality agreement with a former employer. If a coworker offers to reveal such information, do not accept the offer.

FBP succeeds because of its commitment to our core values, including Excellence. FBP delivers superior services and results to its customer, and performs its work diligently, honestly and fairly. FBP is fair and ethical in its dealings.

### Insider Threats

We must be vigilant of insider threats. These occur when a malicious insider--a current or former employee, contractor, or business partner with authorized access to an organization's network, system, or data--exceeds or uses that access in a manner that negatively affects the confidentiality, integrity, or availability of the organization's information or information systems.

### Client Sensitive Information

Government agencies entrust us with Controlled Unclassified Information and Classified Information. You must treat such information with utmost care and in compliance with our Government contracts.

- Controlled Unclassified Information (CUI): Examples of CUI include personally identifiable, export control, financial and nuclear information; Government projects address handling of CUI in the project Technology Control Plan (TCP)
- Classified Information is covered by a specific security program.

### Fair and Open Competition

Competition laws generally prohibit price fixing, dividing territories, agreeing to contract terms and other similar activities with competitors that negatively impact the market. They also prohibit certain agreements or understandings with our customers, suppliers and other business partners that may unlawfully restrict competition. These laws vary depending on where you are doing business. Many laws, including those of the United States, extend even to business in other countries. It is your responsibility to know and adhere to all the fair competition laws that apply to your work.

### Trade Associations

If you attend trade association or industry conferences, exercise particular caution and do not discuss anticompetitive topics with anyone. If someone attempts to bring up a prohibited topic, you should stop the conversation immediately. You should then call the Legal Department immediately for advice.



## 11. LOBBYING AND POLITICAL ACTIVITIES

### Lobbying and Political Activities



**Question:** I received an invitation to attend a fundraiser for my hometown congressional representative. I cannot attend, but want to send in a check. May my assistant overnight a personal check to the campaign?

**Answer:** FBP resources cannot be used for personal political activities. This includes the resources to express mail a personal check and the involvement of your assistant.

#### Lobbying

Strict rules govern corporate lobbying activities. Lobbying requires disclosure to the Government and covers many kinds of activities. The U.S. Government and its project sites have strict prohibitions against using Government resources—such as computers, email accounts, phones, fax machines, and copiers—for conducting any lobbying or political activities. In addition, please note that lobbying and political activities are not allowable costs and may not be charged to a Government contract. Before engaging in any activities that could be considered lobbying or political activity, contact the Legal Department.

#### Corporate Political Activities

FBP's member companies and their parents may participate in the political process in order to help Government agencies better understand certain issues that are important to FBP. However, there are stringent legal restrictions on what we can contribute to elected officials and members of their staff. For this reason, you may not give or offer FBP funds or other FBP assets (directly or indirectly) as any form of political contribution without pre-approval of the FBP public affairs department. "Political contributions" are defined broadly and can even include buying tickets for or loaning corporate resources to a political fundraising event. Remember, a political contribution could also be construed as a bribe if it is given with the intent of influencing a Government official.

Keep in mind that you cannot use FBP and/or Government time, property or equipment for your personal political activities.



## 12. PROCUREMENT INTEGRITY

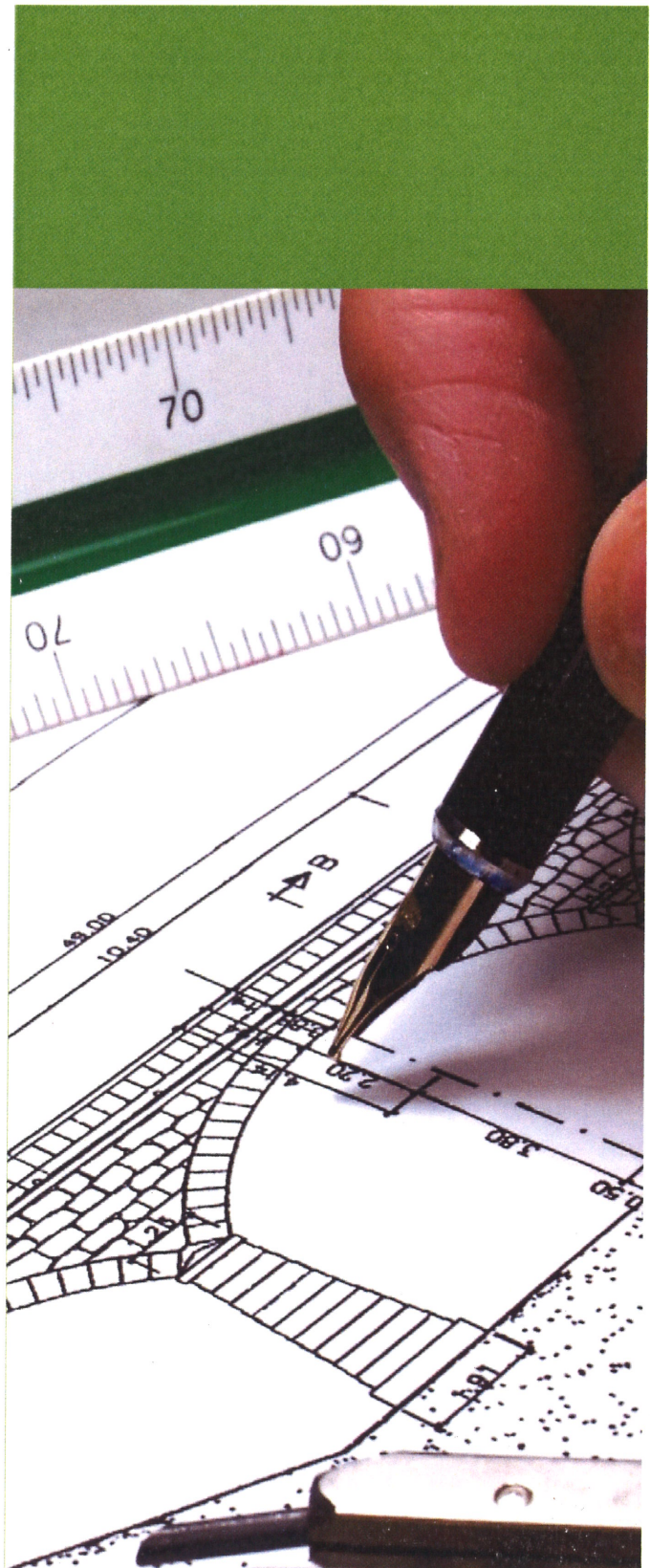
Sometimes you may inadvertently obtain or receive confidential information related to Government procurement. You may never use this information, whether verbal or written, unless the information is publicly available or provided officially by the Government. If you receive such information, promptly notify your supervisor and the Legal Department.

### **Single and Sole Sourcing**

Special rules apply to preparing bids and proposals in single and sole-source situations.

### **Fluor-BWXT Portsmouth Subcontracting**

Many of the same rules that apply to FBP's prime contract also apply to our subcontracting process if the work is to be done under a Government contract. FBP regularly includes a provision in its subcontracts that its subcontractors must abide by the same rules, or more stringent rules than it is held to as the prime contractor.





### 13. TIME CHARGING AND UNALLOWABLE COSTS



*We must properly,  
accurately, and precisely  
report all of our time.*

FBP can never charge its customer for hours not actually worked, or charge time worked on a task different than what is being charged to. FBP must properly, accurately, and precisely report all of its time. If someone encourages you to charge time in a manner contrary to these rules, you should report the matter to your supervisor or to the Legal Department immediately.

An employee who charges the customer for hours not worked may be subject to civil and criminal penalties including fraud and violation of the False Claims Act. A supervisor who knowingly approves a false time sheet may also be subject to such penalties. It is the supervisor's duty to have sufficient knowledge of actual work hours performed by the employees whose time the supervisor approves.

Certain costs on Government contracts are "unallowable" and cannot be charged. Examples include alcohol, political contributions, and first-class travel costs (in most circumstances). In addition, certain overhead costs not directly charged may be allowable and allocated to Government contracts. Before allocating your time or an expense to a particular cost category, be sure the time or expense is properly and accurately categorized.

**Question:** I am an hourly employee who normally works ten hour shifts. I missed three hours of work one morning for a medical appointment. My supervisor told me to mark down a full ten hours on my time sheet for the day. Is this allowed?

**Answer:** No. An employee may not charge the customer for hours not actually worked. A supervisor has no authority to override this rule. If he/she does so and you follow that direction, you and your supervisor may both be subject to civil and criminal penalties for improperly reporting your time.



## 14. **HIRING FORMER AND CURRENT GOVERNMENT OFFICIALS**

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The Government and its agencies, such as the Department of Energy, have strict rules and regulations on hiring or even discussing the potential hiring of their project personnel. These rules are based on the concern that such offers or discussions about hiring could improperly influence the Government employee's ability to treat FBP objectively. Many senior Government and contracting officials have rules prohibiting them from working for a private sector contractor like FBP for a period of time after they leave the Government. These rules also apply to hiring a former Government official into the member companies of FBP.

While it may be possible to hire Government project personnel in certain instances, proper precautions must be taken. Before engaging in even preliminary suggestions to, or discussions with a Government employee, you must get detailed advice from the Legal Department on whether and how such discussions should occur.

It is also critical that you understand and strictly adhere to the limitations applicable to former or recent Government officials when they become employed by FBP or one of its member companies. Once employed by FBP or one of its member companies, former Government officials may be subject to restrictions on the type of work they can perform, or communications they can make and receive.

For example, if a former Government official had been personally and substantially involved with a particular action, such as a contract award, she cannot communicate with the Government on behalf of FBP.

### **Background Checks**

When hiring contractors and project personnel for U.S. Government projects, background checks are required for FBP and its subcontractor personnel to help verify they are not barred from performing government-contracting work. Check with FBP Human Resources Department for specific requirements and procedures.

### **Mandatory Disclosure of Violations**

When working on U.S. Government projects, you must promptly disclose to FBP's Chief Compliance Officer (CCO), FBP Compliance Manager, or the Legal Department to help make a determination whether or not FBP has a disclosure obligation if you have reason to believe we may have received overpayment for our work or violated laws prohibiting bribery, conflicts of interest, fraud, gratuities, or false claims. The Legal Department and CCO will make a determination whether or not FBP has a disclosure obligation for the matter.

### **How Can I Get Help and Report Concerns?**

If you face an issue where the Government is involved and need to get help or report a concerns, you should normally proceed by first contacting your immediate supervisor. However, if you are uncomfortable discussing the matter with your supervisor or his or her response is not adequate, you are encouraged to contact any of the following:

- FBP Human Resources Department
- FBP Employee Concerns Program
- FBP Legal Department
- FBP Compliance Department
- Another supervisor (and up the reporting structure as necessary) or an FBP subject matter expert
- FBP Government Contracts
- FBP's Employee Concerns, Compliance and Ethics Hotline

In addition, you have an obligation to promptly contact any of these resources or an investigating department, if you know of or suspect department, if you know of or suspect misconduct, even if you are in no way involved in the misconduct itself. Investigating departments include Security, FBP's Human Resources, Employee Concerns, Legal, Compliance, Internal Audit, Labor Relations, and Environment, Safety, Health and Quality. Reporting the suspected misconduct to these resources contributes to our ethical culture and helps FBP minimize any damage to our fellow employees, other stakeholders, member companies and brand. Not reporting violations of our Code could result in discipline.

### **What If I Am Concerned About Retaliation?**

FBP is committed to doing the right thing, and will protect you from retaliation if you report suspected illegal or unethical conduct in good faith.



**APPENDIX A**  
**REGULATORY REQUIREMENTS FLOW DOWN**

1. FAR 52.203-13, *Contractor Code of Business Ethics and Conduct*
2. U.S. Federal Sentencing Guidelines for Organizations – See 8B2, *Effective Compliance and Ethics Program*