



# Business Partner Code of Business Ethics & Conduct

# Table of Contents

<b>I. Building Partnerships Founded on Integrity and Trust</b>	<b>1</b>
<b>II. Standards of Conduct</b>	<b>2</b>
A. Equal Employment, Nondiscrimination & Non-Harassment	2
B. Environmental Compliance	3
C. Environmental Sustainability	3
D. Bribery and Kickbacks (note: this section includes FCPA section)	4
E. Gifts & Entertainment	5
F. Accuracy in Business Records	6
G. Health and Safety	7
H. Confidential Information, Communications, and Data Security	8
I. Conflicts of Interest	9
J. Antitrust	10
K. Working with Suppliers	11
L. Working with Our Government Clients	12
M. Prohibition Against Human Trafficking	12
N. Compliance with Child Labor Laws	13
O. Respect for Human Rights	13
<b>III. Responsibility to Report Concerns to VHB</b>	<b>14</b>
<b>IV. Whistleblower Protection</b>	<b>15</b>
<b>V. Acknowledgments</b>	<b>16</b>

## I. Building Partnerships Founded on Integrity and Trust

**Our inspired and innovative professionals—engineers, scientists, planners, and designers—are eager to deliver value by embracing our clients’ goals, anticipating challenges, and building lasting partnerships.**

VHB has a long standing reputation for operating with the highest of ethics and integrity with compliance with applicable laws. It is with this integrity that we conduct ourselves as professionals, treat one another with mutual respect and govern and manage our corporation. Our integrity is a source of pride for us as well as one of our greatest assets.

At VHB, we are committed to the highest standards of business ethics and compliance with all laws, regulations, and rules, and we seek business partners who share our values.

In this Business Partner Code of Business Ethics & Conduct (‘Code’), “Business Partners” means all entities and persons engaged to act on behalf of or in partnership with VHB, including but not limited to, all services providers including suppliers, vendors, consultants, subconsultants, contractors, subcontractors and joint ventures as well as anyone else in the Business Partner supply chain. “Clients” shall mean current or prospective clients.

VHB expects our Business Partners to maintain the highest ethical standards, to comply with all applicable laws, rules, and regulations and to follow the standards set forth in this Code when they conduct business for or with VHB. The Code is an overview of important policies and sets minimum expectations for Business Partners. The Code is not intended to be all encompassing or address all legal or ethical risks. Our Business Partners should expect that VHB employees will follow the same standards and will never expect or ask anyone to violate them. By complying with VHB’s Code, VHB and our Business Partners recognize and appreciate that our collective strength and success hinges on the trust placed in us by our clients and the communities we serve and that it is critical that we honor this trust.



## II. Standards of Conduct

### A. Equal Employment, Nondiscrimination & Non-Harassment

VHB appreciates that our workforce is our strength and that it is essential that every employee be given the opportunity to thrive, succeed and contribute to the collective success of VHB and our clients. VHB expects that Business Partners will share in our commitment to a respectful and inclusive culture and, like VHB, continue to:

- » Foster a work environment that is free of discrimination, harassment (including but not limited to bullying and unwanted behavior – sexual or otherwise), intimidation, or coercion related to race, color, religion, creed, gender, gender identity, national origin or ancestry, age, disability, marriage or civil union status, sexual orientation, military service, veteran status, genetic information, citizenship status, reproductive health decision making or any other characteristic protected by local, state or federal laws, rules or regulations.
- » Comply with applicable laws related to Equal Employment Opportunities and Affirmative Action.
- » Refrain from retaliation against any person who files a complaint concerning Equal Opportunity or Affirmative Action and ensure that no one harasses, intimidates, threatens, coerces or discriminates against any individual in violation of the Equal Employment Opportunities or Affirmative Action Plan.



## B. Environmental Compliance

VHB is committed to full compliance with all federal, state and local environmental laws, standards and guidelines. This includes but is not limited to maintaining current licenses, permits and registrations and adhering to all reporting requirements. Not only is environmental compliance legally necessary, but it is also an important component of our obligation to the community and our good reputation. VHB employees must comply with all applicable environmental laws. Any Business Partner with reason to believe there may have been a violation of any aspect of VHB's environmental compliance policy shall report such a violation immediately to VHB pursuant to [III. Responsibility to Report concerns to VHB.](#)

## C. Environmental Sustainability

VHB recognizes our responsibility to the environment and continuously strives to operate sustainably. We are committed to incorporating environmentally responsible and sustainable practices into all the services we provide to our clients, including working with clients on climate risk planning, GHG emissions accounting, renewable energy strategy, and other GHG emissions reduction initiatives. By complying with environmental rules and addressing the risks of climate change, and pollution, we uphold our good reputation as a responsible and trustworthy organization that is mindful of our impact on the world.

VHB seeks Business Partners who will endeavor to uphold the same standards to:

- » Commit to using materials in a manner that will minimize the impact on the environment, including waste reduction efforts and the use of recycled materials whenever feasible.
- » Commit to reducing GHG emissions across the value chain, including an emphasis on reducing energy consumption and procuring renewable energy whenever possible.
- » Share available data regarding GHG emissions and other sustainability initiatives to assist in the cooperative achievement of GHG reduction targets, particularly within Scope 3.
- » Commit to reducing water consumption and contamination.
- » Create and maintain systems and training to ensure the safe handling, movement, storage, disposal, and management of hazardous materials.
- » Apply a continuous improvement approach to enhance their environmental performance and reduce their environmental footprint.



## D. Bribery and Kickbacks

VHB expects Business Partners to have zero tolerance for bribery, kickbacks and corruption. Bribery includes but is not limited to the offering, giving, receiving or soliciting of anything of value as an inducement or reward for an action that is illegal, unethical or a breach of trust. Kickbacks include but are not limited to illicit payments or benefits provided to someone in exchange for favorable treatment or business opportunities. Corruption is any abuse of entrusted power for gain or advantage.

### Foreign Corrupt Practices Act (FCPA)

Business Partners must comply with the Foreign Corrupt Practices Act (FCPA) including but not limited to:

- » Offering a payment, offer, authorization, or promise to pay money or anything of value;
- » To a foreign official knowing that the payment or promise will be passed on to a foreign official;
- » With a corrupt motive for the purpose of:
  - » influencing any act or decision;
  - » inducing such person to do or omit any action in violation of the person's lawful duty;
  - » securing an improper advantage;
  - » inducing such person to use his influence to affect an official act or decision;
- » In order to assist in obtaining or retaining business for or with, or directing any business to, any person.



“Foreign officials” and “bribery” is defined herein by the FCPA. Foreign officials include, but are not limited to, any officer or employee of a foreign government, political party, party official or candidate, public international organization or any person acting in an official capacity for a foreign government. Bribery includes, but is not limited to offering, giving, promising or authorizing anything of value to influence a foreign official.

Business Partners are required to keep accurate books and records which are subject to review by VHB. Falsifying records to conceal bribes or for any other reason is strictly prohibited.



## E. Gifts & Entertainment

The definition of “Gifts” is dependent on the relevant jurisdiction but includes anything of value including but not limited to cash or cash equivalent (gift cards, certificates, coupons, loans, stock, stock options), meals, entertainment (including tickets), gift baskets, awards, raffles and drawings, lodging, conference costs and offers of employment or consulting contracts.

### Government Personnel

Business Partners must prohibit the giving or receiving of Gifts to and from government personnel (federal, state, and local), including persons acting for or on behalf of the government except where expressly permitted by law.

### Non-Governmental Personnel and VHB Employees

Receiving or accepting Gifts in the business context is a particularly sensitive area and can be inappropriate, or even illegal, depending on the circumstances. Business Partners are required to comply with the following rules regarding the giving or receiving of any Gifts to or from Non-Governmental Personnel or VHB employees as follows:

- » Gifts may not be given or received if they are, or could reasonably be construed to be, intended to influence or reward anyone’s past, current or future preferential behavior and should avoid even the appearance of bias.
- » Business Partners are required to be knowledgeable of and abide by any client contractual or policy requirements that govern the giving or receiving of Gifts.
- » Business Partners should be aware that if a private project involves public funding in any way, Gift laws could apply.

**If gifts are permissible then the following would apply so as long as such actions are in compliance with all laws and regulations:**

- » Business Partners should never give, offer, solicit or accept a cash equivalent such as gift cards, certificates, coupons, loans, stock, stock options or the like.
- » No Business Partner may encourage or solicit Gifts of any kind from any individual or entity with whom VHB conducts business or in which VHB is in active procurement or seeking to conduct business.
- » Business Partner should use sound business judgment and, as such, Gift giving or receiving should be infrequent, moderate, not overly expensive in value and if extended, extended openly and publicly.

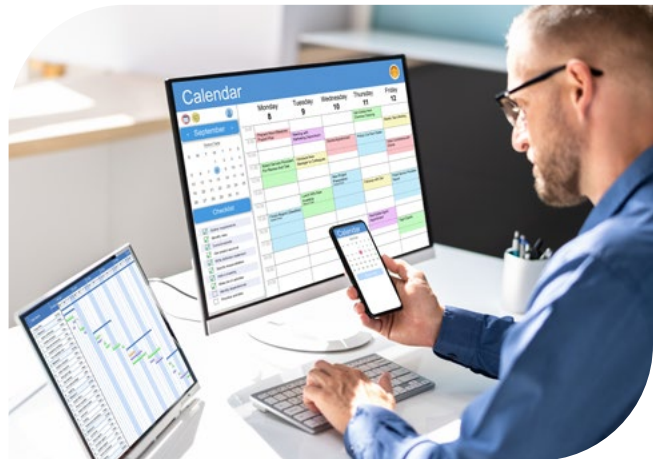


## F. Accuracy in Business Records

**Timely and accurate record keeping is essential for maintaining trust and accountability. VHB is committed to the integrity of our business records and ensuring that our books, records, and financial reporting are accurate and complete.**

VHB expects Business Partners to uphold these same standards and also, like VHB, commits to:

- » Maintaining up-to-date business and financial books, records, and statements to demonstrate compliance with applicable laws and regulations.
- » Ensuring accurate timekeeping. Diligent and accurate timekeeping is crucial for tracking work hours, project progress and billing.
- » Submitting to VHB precise and accurate invoices, reflecting the actual goods or services provided and actual time utilized.
- » Producing project related and project financial records upon VHB's request.
- » Having knowledge of the False Claims Act (FCA), 31 USC 3729, which prohibits submitting false or fraudulent claims for payment to the government. There are serious and significant ramifications for violations of the FCA including civil fines and penalties, criminal charges, suspension or debarment, and reputational harm.





## G. Health and Safety

**VHB knows that our employees are our biggest asset and we are committed to promoting and supporting safe and healthy work environments in full compliance with all laws, regulations and rules.**

VHB expects Business Partners to uphold these same standards and also, like VHB, to:

- » Adhere to all applicable health and safety laws, regulations, and industry standards relevant to the operation.
- » Train and inform employees about health and safety protocols and procedures.
- » Proactively identify health and safety hazards associated with work activities and take necessary measures to mitigate risks.
- » Develop and implement effective risk management strategies and procedures to prevent incidents and injuries.
- » Train employees to be competent in their roles and aware of potential hazards.
- » Supply necessary personal protective equipment (PPE) and ensure its proper use and maintenance.
- » Report all health and safety incidents, near-misses, and hazardous conditions to VHB in a timely manner as required by VHB, VHB's clients or by law.
- » Cooperate with VHB in investigating incidents and implementing corrective actions to prevent recurrence.
- » Maintain a drug and alcohol-free workplace and ensure that employees do not report to work under the influence of drugs or alcohol.
- » Continuously review and improve health and safety practices based on feedback, incident investigations, and industry best practices.



VHB views our Business Partners' commitment to health and safety requirements as essential for a successful and safe partnership

## H. Confidential Information, Communications, and Data Security

**VHB values and respects the trust our clients place in us to maintain the confidentiality, integrity and availability of sensitive and confidential information\* to the extent required by VHB, our clients or by law.**

**As a testament to this trust, VHB has implemented rigorous data privacy and security measures to protect sensitive and confidential information and requires our Business Partners to implement similar safeguards.**

- » Implement appropriate policies, procedures and processes to protect the confidentiality, integrity and availability of sensitive and confidential information processed, stored and transmitted on behalf of VHB and VHB's clients.
- » Comply with applicable data privacy and data protection laws and regulations.
- » Implement necessary safeguards to protect the transmission, storage and processing of sensitive and confidential information including strong authentication protocols and data encryption methods. All systems and media (including portable devices) containing confidential or sensitive data of VHB or VHB clients should be encrypted to prevent unauthorized access.
- » Promptly notify VHB and the appropriate regulatory and law enforcement entities when required by law in the event of a suspected or confirmed privacy incident or security breach affecting any sensitive or confidential information in a timely manner (within 72 hours). Business Partners are required to work collaboratively with VHB to investigate and rectify any security or privacy incidents while minimizing the impact to business operations.
- » Continue the protection of VHB and VHB client sensitive and confidential information from unauthorized access even after the conclusion of the business relationship with VHB and VHB's clients. This includes using sound data disposal and media destruction methods to protect information once the data is no longer required for business purposes.

*\*Sensitive and confidential information is any data that is intended to be kept secret and protected from unauthorized access that if disclosed, could cause harm or negative repercussions to the organization or related individuals. This may include customer or product information, contracts, agreements, financial records, intellectual property as well as personally identifiable information (PII).*



## I. Conflicts of Interest

**VHB understands that the trust of our clients and the communities we serve depends on VHB performing services in an objective and fair manner. To achieve this, we are committed to recognizing and addressing any potential or actual personal and organizational conflicts of interest.**

VHB expects Business Partners to uphold these same standards and also, like VHB, to:

### **Personal Conflicts of Interest**

Avoid personal financial interests that might actually conflict or appear to conflict with the interests of the Business Partner, VHB or VHB's clients. Such interests are fact dependent and may include but are not limited to: obtaining a financial or other beneficial interest in a client or competitor of VHB or VHB's clients; directly or indirectly having a personal financial interest in any business transaction that is adverse to VHB or VHB's clients, or acquiring real estate or other property that the Business Partner knows or reasonably should know is of interest to VHB or VHB's clients. Such personal financial interests may also include those interests of not only individuals but also those of spouses, children, parents, grandparents, siblings and family-in-law.

### **Organizational Conflicts of Interest**

Avoid conflicts of interest or the appearance of conflicts of interest with the work performed and clients served by Business Partners and the interests of VHB and VHB's clients. To avoid conflicts of interest and the appearance of conflicts of interest, Business Partners are responsible for being aware of, performing due diligence and adhering to contractual restrictions and legal conflict of interest laws as they apply to professional and business activities. Business Partners should never be in a position where they are providing services to VHB directly or indirectly or to VHB for VHB's clients where there are biased ground rules, impaired objectivity or unequal access to information.

If the Business Partner knows, or reasonably should know of an actual or potential personal or organizational conflict of interest, the Business Partner must expediently contact VHB's Chief Compliance Officer to discuss how to address the situation.

### **Lobbying**

Lobbying with VHB's clients must be disclosed to VHB's Chief Compliance Officer. Lobbying refers, in general, to any lawful attempt to influence the decisions of government officials or employees. Lobbying includes, but is not limited to, efforts relating to the passage or defeat of legislation, rules, regulations, resolutions or other government activities as well as determinations relating to zoning, real property decisions, permitting, procurement and the award of contracts. Lobbying takes many forms including but not limited to direct communication, campaign contributions and public relations. Note that lobbying definitions can be broader or narrower depending on the jurisdiction and it is the responsibility of individuals engaging in lobbying to be aware of and comply with the relevant laws and regulations.



## Political Contributions and Involvement

VHB is committed to good corporate citizenship and seeks to make a positive impact on the communities we serve and where we live. VHB has a longstanding policy of refraining from making corporate political contributions. In many cases this activity is impermissible by law. It is important that Business Partners be thoughtful and cautious when making corporate political contributions which could impact our business relationship or that with our clients and disclose such contributions to VHB prior to contracting with VHB.



## J. Antitrust

**VHB is committed to compliance with the antitrust laws, which are designed to promote fair competition and transparency in the marketplace. VHB competes on VHB's own merits and does not engage in or tolerate behaviors that illegally manipulate the market.**

VHB expects Business Partners to uphold these same standards and also, like VHB, to:

- » Ensure fair competition and transparency by fully complying with all applicable antitrust and competition laws including but not limited to the Sherman Act (15 United States Code sections 1 to 7) and all state antitrust laws.
- » Contribute to a level playing field and protect your and VHB's reputation as well as maintain the trust of our clients and communities we serve. Business decisions involving prices, terms and conditions, or sale and dealings with competitors should be handled with great sensitivity.
- » Not permit collusion and not engage in anti-competitive behavior including but not limited to price fixing, bid rigging (including bid suppression, complementary bidding, bid rotation, etc.), market division, or allocation or monopolization. Independent pricing decisions are essential to maintaining a competitive marketplace.

Violations of antitrust laws is a felony punishable by significant fines and imprisonment as well as possible suspension or debarment. Such violations may also constitute violations of other felony statutes.

## K. Working with Suppliers

VHB's partnership with small business and a broad array of suppliers helps drive innovation, deliver value to clients and contribute to local economic growth and vitality. VHB is committed to full compliance with all relevant laws and regulations relating to working with applicable suppliers. VHB fosters a culture in which everyone is treated with respect, trust, honesty, fairness, and dignity.

VHB expects Business Partners to uphold these same standards and also, like VHB, to:

- » Comply with the regulations of Title VI of the Civil Rights Act of 1964, as amended, and other nondiscrimination laws and authorities that include regulations relative to nondiscrimination in federally assisted programs of the Department of Transportation (DOT) Title 49, Code of Federal Regulations (CFR) and the Federal Highway Administration's Title 23 Code of Federal Regulations 200 and not to discriminate against any person on the grounds of race, color or national origin or other protected statuses.
- » Not discriminate in the selection or retention of sub consultants nor in the procurement of materials or leases of equipment and comply with 49 CFR part 21.5.
- » In all applicable solicitations, either by competitive bidding or negotiation made by VHB for work to be performed under a subcontract, including procurements of materials or equipment, each potential subcontractor or supplier shall be notified regarding the contractor's obligations under the contract and the Regulations relative to nondiscrimination on the grounds of race, color or national origin. Include the necessary nondiscrimination provisions in every applicable subcontract including procurements of materials and leases of equipment, unless exempt by the Regulations or Directives issued pursuant to.
- » Comply with all applicable federal, state and local laws and regulations (e.g. 49 CFR 26, etc.) relating to working with applicable suppliers including compliance with any good faith effort obligations, confirmations of supplier status, that the supplier is performing required services as well as reporting requirements.





## L. Working with Our Government Clients

**VHB is committed to being a responsible and ethical government contractor.**

VHB expects Business Partners to uphold these same standards and also, like VHB, to:

- » Act in an ethical manner and in compliance with the regulations that govern business conduct including but not limited to the Federal Acquisition Regulations (FAR), Federal Acquisition Streamlining Act (FASA), and supplier diversity and wage and labor laws.
- » Comply with VHB's policy on Gift giving and receiving per Section II, E herein.
- » Have knowledge of the False Claims Act (FCA), 31 USC 3729, which prohibits submitting false or fraudulent claims for payment to the government. There are serious and significant ramifications for violations of the False Claims Act including civil fines and penalties, criminal charges, suspension or debarment, and reputational harm.

## M. Prohibition Against Human Trafficking

**VHB condemns all forms of human trafficking and commercial exploitation, including the sexual exploitation of any human being. VHB prohibits products or services from being used in any manner that supports or enables any form of abuse and exploitation.**

VHB expects Business Partners to uphold these same standards and also, like VHB, to strictly prohibit trafficking in persons and any other form of slavery, including but not limited to, sex trafficking and/ or labor trafficking. Trafficking is the recruitment, harboring, transportation, provision, obtaining, patronizing or soliciting of a person for the purpose of a commercial sex act and/or labor or services through the use of force, fraud or coercion for the purposes of subjection to involuntary servitude, debt or slavery. Employees, contractors, subcontracts, suppliers, vendors and others through whom VHB's Business Partners do business must not engage in, condone, assist in, or support any practice that constitutes trafficking in persons or slavery. This includes, but is not limited to, the following activities:

- » Engaging in human trafficking for exploitation;
- » Procuring commercial sex acts during work;
- » Viewing explicit material involving trafficked persons using company resources;
- » Using forced labor or coercing work under threat;
- » Denying access to identity or immigration documents;
- » Using misleading recruitment practices or non-compliant recruiters;
- » Charging recruitment fees to applicants or employees;
- » Failing to provide or pay for return transportation for non-national employees;
- » Providing substandard housing;
- » Not providing required work documents in a language the employee understands, especially before relocation; and
- » Aiding or facilitating any of the above acts.



## N. Compliance with Child Labor Laws

VHB does not condone or tolerate any illegal child labor practices. VHB is committed to complying with child labor laws at all times. VHB expects Business Partners to uphold these same standards and also, like VHB, to ensure compliance with laws regarding the employment of minors.

## O. Respect for Human Rights

Respect for human rights is a fundamental value of VHB. We strive to create an environment of integrity, fairness and respect and seek to promote human rights in our relationships with our employees, clients, and our Business Partners.

Our commitment to human rights is consistent with our dedication to respect employees, value clients, partner with suppliers, strengthen communities, and protect the environment.

VHB expects Business Partners to uphold these same standards and also, like VHB, to promote and respect human rights.

Any suspected violations must be immediately reported pursuant to [Section III Responsibility to Report Concerns to VHB](#).



### III. Responsibility to Report Concerns to VHB

Business Partners are required to promptly report any known or suspected violation of this Code or any other policy or law. Reports should be made to VHB Legal or VHB's EthicsPoint Hotline 855-761-7944 / [vhb.ethicspoint.com](https://vhb.ethicspoint.com). Business Partners must fully cooperate in any investigation.

## IV. Whistleblower Protection

VHB is committed to high standards of ethical and moral conduct. VHB aims for this Code to provide an avenue for Business Partners to raise issues or questions to VHB regarding any activity, policy or practice which may be illegal or dishonest and also provide reassurance that VHB will not tolerate retaliation.

It is the intent of VHB to adhere to all applicable laws and regulations. If a Business Partner reasonably believes that an activity, policy or practice of or relating to VHB is in violation of any law, the Business Partner must bring the matter to the attention of VHB Legal via written complaint or via [VHB's EthicsPoint Hotline](#) so that VHB may investigate and address the matter. VHB will investigate all good faith complaints.

Such notification will not be required in limited instances where there is a reasonable belief that:

- » There is an imminent and serious danger to the public health or safety;
- » Reporting would result in a destruction of evidence or other concealment of the activity, policy or practice;
- » Such activity, policy or practice could be expected to lead to endangering the welfare of a minor; or
- » Reporting would result in physical harm to any person.

To the extent reasonably possible as determined by VHB, the confidentiality of the whistleblower will be maintained.

However, identity may need to be disclosed to conduct a thorough investigation, to comply with the law, and to provide the accused individuals their legal rights of defense.

VHB will not retaliate against anyone who takes action in good faith and in compliance with this policy.

Nothing in this policy protects individuals from the consequences of their own unethical or unlawful conduct, including submitting false or baseless allegations.

### **VHB reserves the right to terminate any services or contracts for violation of the Code.**

VHB reserves the right to conduct audits and investigate any reasonably suspected violations and expects Business Partners to provide full cooperation and assistance in resolving such matters.



## V. Acknowledgments

VHB is proud to collaborate with our valued and trusted Business Partners. By choosing to work with VHB, Business Partners confirm that they have received, read, and understood this Code of Conduct and agree to comply with its principles. We expect our Business Partners to recognize that adherence to this Code is essential to our continued partnership.

Together, VHB and our Business Partners commit to upholding the highest standards of professional, legal, and ethical conduct in all business dealings. This commitment fosters an environment of transparency, mutual respect, and fair business practices. We also expect our partners to promptly report any violations or suspected violations.

To ensure compliance with this Code and our contracts, VHB reserves the right to audit our Business Partners' business records at any time. Should a Business Partner fail to adhere to these standards or any contractual terms and conditions, VHB retains the right to terminate services or contracts..

