



Code of Business Ethics & Conduct

HGA's success depends on conducting itself in accordance with the highest ethical standards and in full compliance with applicable law. Working with clients throughout the United States and around the world, HGA complies with many differing laws and regulations. HGA has established a Business Ethics Compliance and Awareness Program ("Compliance Program").

This Code of Business Ethics and Conduct ("Code") was developed as part of the Compliance Program. The Code's purpose is to state HGA's principles of business ethics and conduct, many of which are derived from and support other HGA policies and procedures. The Code applies to HGA's employees and to HGA's consultants, independent contractors and agents (collectively, "business associates") and is intended to guide employees and business associates in resolving ethical questions when acting on behalf of HGA and, if necessary, in reporting suspected violations.

PRINCIPLES OF BUSINESS ETHICS AND CONDUCT

HGA employees and business associates are expected to act honestly and ethically at all times and to conduct business in conformance with the highest ethical standards. Each employee and business associate must comply with all applicable laws and regulations in each jurisdiction in which HGA conducts business. Further, each employee and business associate is expected to become familiar with the laws governing his or her area of responsibility and not to take any action on behalf of HGA that they know or reasonably should know, would violate any applicable law or regulation.

Specifically, employees and business associates are required to adhere to the following principles of business ethics and conduct:

NO BRIBERY OR KICKBACKS

HGA employees and business associates are prohibited from accepting or paying any bribes or kickbacks. Employees and business associates must not pay or offer to pay, directly or indirectly, money or anything of value to a United States or foreign government official or candidate to obtain or retain business or to influence an official act or decision.

In addition, HGA employees and business associates must not pay contingent or finder's fees for contract awards.

LAWFUL GIFTS AND ENTERTAINMENT

HGA employees and business associates are prohibited from offering, giving or receiving, directly or indirectly, anything of value to buy influence or obtain or receive an unfair advantage. Gifts or entertainment can only be offered, given or received when they do not violate applicable laws or rules. Many of HGA's clients and business associates have rules about what their employees and agents can accept; and HGA employees and associates must comply with these rules. Further, separate, very strict rules apply to government officials and employees. No gifts, gratuities or entertainment can be offered or given to any government official, employee or agent. In addition, unless specifically approved by a member of the Compliance Committee (defined below), no gifts, gratuities or entertainment which exceed \$250.00 in value can be offered, given or received by or from any HGA employee or business associate. Even the appearance of impropriety is to be avoided.

PROCUREMENT INTEGRITY

HGA must observe laws requiring integrity within the government contract procurement process.

- ▶ HGA employees and business associates must not recruit or hire any current or former government procurement official during the course of any federal, state or local agency procurement activities involving that official.
- ▶ HGA employees and business associates must not solicit or obtain a competitor's proprietary information or any other procurement information that is not publicly available from any federal, state or local agency during the course of any government procurement.
- ▶ HGA employees and business associates must comply with all contract requirements, including those relating to reimbursement of costs.
- ▶ HGA employees and business associates must be truthful and accurate in making all certifications and representations called for by procurement documents and in all dealings with government officials.

FAIR COMPETITION

HGA employees and business associates must comply with laws regarding open and fair competition. These laws, known as antitrust laws, prohibit employees and business associates from conspiring, colluding or entering into any agreements with competitors regarding price or other matters that unreasonably restrict trade. HGA employees and business associates must observe such laws and engage in open competition aimed to promote fair business practices.

RESPECT IN THE WORKPLACE

Wherever HGA does business, HGA is committed to providing employees with a safe and respectful work environment. Regardless of any local practices to the contrary, a safe and respectful work environment includes an environment free from discrimination and harassment based on race, color, creed, religion, national origin, gender, sexual orientation, marital status, familial status, disability, age, veteran status, status with regard to public assistance or membership or activity in a local commission dealing with discrimination or any other characteristic deemed protected by federal, state or local law. Additional information on HGA's Unlawful Harassment and Equal Employment Opportunity policies is described in Chapter 1.

ACCURATE RECORD KEEPING

It is essential that all transactions be accurately recorded on HGA's books and records. HGA employees and business associates are prohibited from falsifying any document relating to the award or performance of or payment under, any contract or subcontract.

AVOIDING CONFLICTS OF INTEREST

Conflicts of interest are interests or activities of an HGA employee or business associate that conflict with the interests or activities of HGA or one of its clients. HGA employees and business associates are to avoid any activity or interest that could be construed as creating a conflict of interest. Further, each HGA employee and business associate must immediately disclose to their supervisor any conflicts of interest known to them, including financial interests that they or their family members have in HGA consultants, business associates, clients, vendors or competitors. There are times when apparent conflicts can be resolved simply by disclosing them and other times when there is a need to eliminate the conflict.

SAFEGUARDING INFORMATION AND ASSETS

Because of the nature of HGA's business, safeguarding information and assets is a vital concern. HGA employees and business associates must properly use and protect the property of HGA and its clients. Property includes confidential or proprietary business information and other intellectual property such as patents, trade secrets, copyrights and trademarks, as well as equipment, supplies, models and drawings.

All drawings, specifications, computations, inventions, writings, books and documents produced by employees, in whole or in part within the facilities of or using the equipment of HGA or during the hours the employee is being compensated by HGA, are works for hire and are the property of HGA, to the maximum extent permitted by Section 2870 of the California Labor code, if applicable. Any and all trade secrets, copyrights, patents and other intellectual property rights shall be solely in the name of the firm.

The dissemination, transfer or taking of such items for use by others (or by the employee) for purposes other than the firm's, may be grounds for disciplinary action, up to and including termination of employment, as well as other enforcement rights of the firm allowed by law.

FOSTERING A CULTURE OF COMPLIANCE

HGA employees and business associates are expected to read, understand and follow the Code. Violations of any policy or requirement in the Code could result in civil and criminal penalties for both HGA and the offending individual. HGA employees and business associates who violate the Code will be subject to disciplinary action, up to and including termination, as well as referral to government enforcement agencies for action where an individual's conduct involves a suspected violation of law.

Any employee or business associate who directs or approves of prohibited activities or has knowledge of them and does not promptly correct or report them to their supervisor or a member of the Compliance Committee will also be subject to disciplinary action up to and including termination.

While the Code cannot cover every subject matter or situation, it is intended to be used as a reference and guide for making business decisions. HGA employees and business associates are encouraged to consult with their supervisors and any member of the Compliance Committee for guidance, questions or concerns regarding the topics covered by the Code or any related ethical or legal issues.

ETHICS AND COMPLIANCE RESOURCES

HGA's Board of Directors actively supports compliance with the Code. To this end, the Board of Directors has established the Ethics and Compliance Committee, comprised of the Chief Operating Officer (designated the Compliance Officer), Chief Financial Officer, General Counsel, Director of Operations and Director of Human Resources or their designees (the "Compliance Committee"). The Compliance Committee monitors, oversees, investigates and reviews compliance with the Code, reports activity not in compliance with the Code and updates the Code as needed. The Compliance Committee meets periodically to perform these duties and reports to the Chief Executive Officer and the Board of Directors.

REPORTING SUSPECTED PROBLEMS

If you are aware of a suspected or actual violation of the Code, you have a responsibility to timely report it. Your supervisor is the most immediate resource for questions about anything in the Code. If you believe HGA or any HGA employee or business associate is violating the law or the Code or engaging in conduct that is fraudulent, illegal or unethical, contact your supervisor immediately. All employees in a supervisory capacity are obligated to take the necessary action so that a claim brought to his or her attention is investigated. HGA takes reports of violations of law or policy seriously and the Compliance Committee will determine if any such violation requires disclosure (either voluntary or mandatory) to a relevant government or regulatory agency.

If it is impractical or you feel uncomfortable raising the matter with your supervisor, please contact any member of the Compliance Committee or call the HGA compliance hotline toll-free at 855.219.7333 or use the compliance website at www.hga.ethicspoint.com. When using the compliance hotline or website, you can choose to remain anonymous.

If you raise a good faith question or a concern about a suspected illegal or unethical activity by contacting the appropriate HGA personnel or by using the compliance hotline or compliance website, you can do so without fear of retaliation.

Retaliation against any employee who comes forward to raise genuine concerns will not be tolerated. HGA will take disciplinary action against any employee who retaliates against another, up to and including termination of employment. Any employee who believes that he or she has been subject to retaliation for reporting a violation or suspected violation in good faith must contact his or her supervisor or a member of the Compliance Committee or call the HGA compliance hotline toll-free at 855.219.7333 or use the compliance website at www.hga.ethicspoint.com for assistance.