



HIGH BRIDGE ASSOCIATES, INC. POLICY MANUAL ACKNOWLEDGEMENT OF RECEIPT

This document serves to acknowledge that I have reviewed and agreed to the code of conduct and rules of employment set forth in the *High Bridge Policy Manual* included in this attachment. The manual may also be reviewed on the employee page of the HBA Website located at www.hba-inc.com. I understand and agree that it is my responsibility to read and familiarize myself with the provisions of the manual. Should the content of this manual change, High Bridge may require an additional signature from me to indicate that I acknowledge and agree to said changes. Please sign and fax this signature page to (770) 449-4997.

High Bridge Associates, Inc. is committed to creating a diverse environment and is proud to be an equal opportunity employer. It is the long established policy of HBA to maintain a workplace free of discrimination and harassment based on race, color, age, gender, disability, religion, sexual orientation, marital status, national origin, genetics, veteran/military status, citizenship or other non-merit factors. All persons shall be afforded equal employment opportunity at High Bridge Associates.

Print Name _____

Employee's Signature _____ Date _____

Please fax, or sign and email the executed copy to our corporate office.

High Bridge Associates, Inc.
3260 Pointe Parkway
Suite 200
Norcross, GA 30092

ATTN: Kelly McNamee
Human Resources Manager
kelly.mcnamee@hba-inc.com

Revised 11/2010 supersedes all previous



HIGH BRIDGE ASSOCIATES, INC. POLICY MANUAL

I. Introduction / Overview

We are honored that you have joined our company High Bridge Associates, Inc. (“HBA”). We hope that your experience with us will be challenging, enjoyable, and rewarding. As you will learn, HBA has established an approach that sets it apart from other companies in our field. Our approach is to provide innovative, practical, and top-quality services that strengthen management’s ability to efficiently and successfully implement large capital intensive projects and programs. This is accomplished by using the three elements of a strong management control program: highly skilled personnel, state-of-the-art information technology and integration with day-to-day management processes.

Whenever people gather together to achieve goals, some rules of conduct are needed to help everyone work together efficiently, effectively, and harmoniously. At HBA, we hold ourselves to a high standard of quality where rules simply assure that quality is maintained. This manual is intended to provide you with general information about HBA’s Code of Conduct and the Rules We Work By. We ask that you read this manual carefully, and refer to it whenever questions arise. We recognize that this manual cannot anticipate every situation or answer every question you may have, therefore, further information can be obtained by speaking to one of HBA’s management staff. Enforcement is the direct responsibility of every HBA employee, regardless of location.

This manual is not an employment contract and is not intended to create contractual obligations. HBA reserves the right to modify these policies without notice to the employee. All employment and compensation with HBA is “at will” and can be terminated with or without cause, and with or without notice, at any time, at the option of either HBA or yourself.

By accepting employment with us, you have a responsibility to HBA and to your fellow employees to adhere to these rules of behavior and conduct. The purpose of these rules are not to restrict your rights, but rather to be certain that you understand what conduct is expected and necessary. When each person is aware that he or she can fully depend upon fellow workers to follow the rules of conduct, then our organization will be a better workplace for everyone.

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II. EEO Statement

High Bridge Associates, Inc. is an **Equal Employment Opportunity Employer**.

We are committed to a policy of equal opportunity for qualified individuals without regard to race, color, religion, national origin, sex, age, sexual orientation, veteran's status, physical or mental disability, or conditions specifically prohibited by federal, state, and local legislation. This policy applies to all employment conditions within HBA.

III. Code of Conduct

A. Comply With All Laws and Regulations

You must comply with all laws and government regulations applicable in your country, state, and other governing jurisdictions. For clarification of legal or other regulatory requirements, consult the appropriate HBA representative.

Each employee is responsible for his or her actions. A breach of established policy can put the Company and its people at substantial risk. No one may justify an illegal act by claiming it was ordered by someone in higher management. No one is ever authorized to direct an employee to commit an illegal or unethical act. Violations can result in disciplinary action, including dismissal and civil or criminal prosecution. The fact that an illegal, dishonest, or prohibited act may be considered "minor" in nature will not be justification for the act.

B. Sexual and Other Unlawful Harassment

HBA is committed to providing a work environment that is free of discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity, age, religion, or any other legally protected characteristic will not be tolerated. As an example, sexual harassment (both overt and subtle) is a form of employee misconduct that is demeaning to another person, undermines the integrity of the employment relationship, and is strictly prohibited.

If you want to report an incident of sexual or other unlawful harassment then you should promptly report the matter to your supervisor. If your supervisor is unavailable or you believe it would be inappropriate to contact that person, then you should immediately contact someone from HBA's Corporate Staff. You can raise concerns and make reports without fear of reprisal. Any supervisor or manager who becomes aware of possible sexual or other unlawful harassment should promptly advise HBA's Corporate Staff.

1) Responsibility

As an HBA employee, you are responsible for keeping the work environment free of harassment. Any employee who becomes aware of an incident of harassment, whether by witnessing the incident or being told of it, should report it to their immediate supervisor or someone at HBA's Corporate Staff with whom you feel comfortable. When HBA becomes aware that harassment might exist, it is obligated by law to take prompt and appropriate action, whether or not the victim wants the company to do so.

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2) Reporting

If you feel that you have experienced harassment, report the incident immediately to your immediate supervisor or someone at HBA's Corporate Staff with whom you feel comfortable. Appropriate investigation and disciplinary action will be taken. All reports will be promptly investigated with due regard for the privacy of everyone involved. Any employee found to have harassed a fellow employee or subordinate will be subject to severe disciplinary action or possible discharge. HBA will also take any additional action necessary to appropriately correct the situation. High Bridge will not retaliate against any employee who makes a good faith report of alleged harassment, even if the employee was in error.

HBA accepts no liability for harassment of one employee by another employee. The individual who makes unwelcome advances, threatens or in any way harasses another employee is personally liable for such actions and their consequences. HBA will not provide legal, financial or any other assistance to an individual accused of harassment if a legal complaint is filed.

C. The Value of Integrity

HBA adheres to the highest professional and ethical standards, without compromise. We have developed the following guidelines to assist you in maintaining this high standard:

1) Conflicts of Interest

As professionals, each of us should understand the position of trust that we hold both individually and professionally. You should disclose all known or potential conflicts of interest by promptly informing HBA of any business association, interest, or other circumstances that could influence or appear to influence our independent judgment or quality of service.

Outside employment may also constitute a conflict of interest if it lessens the efficiency, alertness, or productivity normally expected of employees on their jobs. Accordingly, outside employment of full-time employees is not encouraged.

2) Business Gratuities

Employees should not accept substantial or excessive entertainment from clients, suppliers, or others seeking to influence the objectivity of HBA professional decisions. To avoid even the appearance of impropriety, do not accept any gifts or promotional items of more than nominal value. You may accept meals, drinks, or entertainment only if such business courtesies are unsolicited, infrequently provided, and reasonable in amount. Do not accept free lodging or travel without the written approval of your supervisor. Conversely, be sensitive to similar standards in a client's organization and/or other organizations. Avoid potentially embarrassing situations by not offering gratuities that would violate the recipient's own rules.

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3) Government Projects and Political Contributions

Comply with local, state, and federal laws and regulations governing relations between government clients and suppliers. Such laws may prohibit or modify marketing activities used with other customers. Do not contribute or donate HBA funds, services, or other resources for any political cause, party, or candidate without the advance written approval of HBA Management. (You may make voluntary personal contributions to any lawful political causes, parties, or candidates as long as you do not represent that such contributions come from HBA.)

4) Confidential and Proprietary Information

You should not disclose confidential or proprietary information concerning the business affairs or technical processes of any present or former client of HBA without express written consent.

5) Honesty in Contract Negotiations

In negotiating contracts, be accurate and complete in all representations. The submissions to a client of a proposal, report, statement for services, or other document that is intentionally false or misleading can result in civil and/or criminal liability for HBA, the employee, and supervisors who condone such a practice.

6) Theft

Theft of company property; theft of the property of fellow employees; unauthorized possession or removal of any company property, including documents, from the premises without prior permission; unauthorized use of company equipment or property for personal reasons; and using company equipment for profit is prohibited.

7) Help With Ethical Issues

When you are in doubt as to how a specific ethical situation should be handled, you should seek help from within HBA. As a general rule, you should initially address such questions to your supervisor. If the supervisor's response is not satisfactory or if, because of the nature of the issue, you would prefer to report the problem to someone else, you should contact the next highest level manager. If you do not receive a satisfactory response at that level, you should address your concerns to HBA's corporate staff.

8) Refusing Unethical Requests

If you are approached by anyone inside or outside of HBA with a request to do something illegal or unethical, you should refuse to do so. Tell the person making the request that such conduct is contrary to HBA's policy and report the incident to your supervisor immediately. No supervisor may direct a subordinate to violate HBA's Code of Conduct.

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9) Substance Abuse

HBA is committed to providing its employees with a safe workplace and an atmosphere which allows them to protect inventory and other assets placed in their care; HBA employees should not be subject to any safety threats from fellow workers. You are expected to be in suitable mental and physical condition while at work, allowing you to perform your job effectively and safely.

Whenever use or abuse of any mood altering substance (such as alcohol or other drugs) interferes with a safe workplace, appropriate action must be taken. HBA has no desire to intrude into its employees' personal lives. However, both on-the-job and off-the-job involvement with any mood altering substances can have an impact on the workplace and on HBA's ability to achieve its objectives of safety and security. Therefore you are expected to report to the workplace without mood altering substances in your body. While you may make your own lifestyle choices, HBA cannot accept the risk in the workplace which substance use or abuse may create. The possession, sale, or use of mood altering substances at the workplace, or coming to work under the influence of such substances, is regarded as a violation of safe work practices and will be subject to disciplinary action, including possible dismissal.

10) Personal Appearance

Dress, grooming, and personal cleanliness standards contribute to the morale of all employees and affect the business image HBA presents to customers and visitors. While performing Company duties, you are expected to present a clean and neat appearance and to dress according to the requirements of your position. Consult your supervisor if you have questions as to what constitutes appropriate attire.

11) Smoking Policy

As a result of changing attitudes of employees and the public, HBA has a no-smoking policy in all Company buildings. A variety of national reports, including those from the Surgeon General's office, verify the fact that smoking is a serious health hazard to smokers and to nonsmokers who work around smokers. Should you choose to smoke use designated areas. When working for a client you should conform to their smoking policies.

IV. The Rules We Work By

Every day you have many opportunities to demonstrate your professional attitude and be a positive reflection of our Company. We are counting on you to strive for the best possible relations with our clients, the public, and your coworkers.

Any group working together must honor rules for their common good and safety and to maintain a consistent standard of action for all. Therefore, some rules have been established to protect you and your rights from arbitrary actions by others. These rules are not intended to restrict you, but to provide uniform guidelines on which to base actions and decisions.

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A. Work Rules

The following rules apply to you while on HBA/Client property or while performing HBA/Client duties. These items are prohibited and may subject you to disciplinary action up to and including discharge:

- 1) Failure to use your timecard; falsification of your own timecard or records or attendance documents; or falsifying another employee's timecard or records, or causing someone to falsify your timecard or records.
- 2) Theft, vandalism, or careless destruction of property belonging to High Bridge, the client or other co-workers.
- 3) Being under the influence of, in possession of, using, engaging in unlawful manufacture, distribution, dispensation, selling, or trading illegal drugs or alcohol.
- 4) Use or possession of firearms.
- 5) Making fraudulent statements on employment applications or job records.
- 6) Performing work of a personal nature on HBA time.
- 7) Soliciting for any purpose during working hours or in work areas unless specifically authorized by your supervisor.
- 8) Gambling or conducting a lottery.
- 9) Insubordination or willful disregard of a supervisor's instructions.
- 10) Fighting.
- 11) Excessive absenteeism.
- 12) Threatening, intimidating or coercing fellow employees on or off the premises - at any time, for any purpose.
- 13) Malicious and/or spreading rumors; engaging in behavior designed to create discord and lack of harmony; interfering with another employee on the job; willfully restricting work output or encouraging others to do the same.
- 14) Any act of harassment, sexual, racial or other; telling sexist or racial-type jokes; making racial or ethnic slurs.

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- 15) Obscene or abusive language toward any manager, employee or customer; indifference or rudeness towards a customer or fellow employee; any disorderly/ antagonistic conduct on company premises.
- 16) Failure to observe proper work schedules with regard to starting times, meal times, and quitting times.
- 17) Sleeping on the job; loitering or loafing during working hours.
- 18) Excessive use of company telephone for personal calls or charging personal long distance calls to the client or HBA.
- 19) Creating or contributing to unsanitary conditions.
- 20) Posting, removing or altering notices on any bulletin board on company property without permission.

The above list of work rules is not all-inclusive and may be amended at any time without notice.

V. Internet and Computer Usage

Following is an overview of HBA's policy regarding access to and disclosure of messages, files and other data sent, received or stored with the use of its electronic mail, modem communications, internal computer networks or external computer access systems (eg., systems accessing the Internet, value added networks and bulletin boards). It also includes policies on the proper use of these systems by HBA employees and contractors. **This policy applies to use of HBA's client's electronic equipment as well.** Questions concerning related topics not specifically addressed herein should be directed to HBA management.

A. Terms

As used in this Policy, the term "Electronic Communications System" means voice telephone, wireless telephone, radio, electronic mail, modem communications, internal computer network, or external computer access (e.g.: systems accessing the Internet, value added networks and bulletin boards) systems owned, leased or operated, by HBA/CLIENT. The term "Messages" means all messages, files or other data created, uploaded, downloaded, sent, received or stored on any Electronic Communications System.

B. Ownership of System and Data

All Electronic Communications Systems and all Messages stored on them are **HBA property or property of HBA clients**. All Messages are High Bridge/CLIENT records.

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C. Business Use

Any Electronic Communications System shall be used primarily for Company/Client business. Personal Internet Usage, allowed with prior Supervisory approval, should be kept to a minimum.

D. Proprietary Rights

Employees may not transmit or duplicate material such that the transmission or duplication infringes the copyright, trademarks, trade secrets or patent rights of any person or organization. No employee shall send, post or divulge HBA/CLIENT confidential information outside of the Company/Client or inside the Company/Client to unauthorized personnel.

E. Use of Encrypted Software or Material

Neither encryption software nor encrypted information or data may be sent or received in violation of U.S. law or regulations. Encryption should be used to store confidential and sensitive business documents and to transmit these documents by e-mail. The encryption included in standard applications such as Excel, Word and Outlook does not provide adequate protection. Strong encryption with a key length of at least 128 bits must be used. However, keys to decrypt the information must be provided to a central Company/Client key repository to insure that authorized Company/Client officials can retrieve the information. Encryption SHALL NOT BE USED unless provisions have been made for encryption key recovery. Should the keys used to encrypt information be lost or become unavailable due to someone leaving the Company/Client or becoming disabled, that information CANNOT BE RETRIEVED.

F. Outside Business Ventures

No one may use Company/Client computers or electronic communications systems to conduct outside business ventures.

G. Disclaimers

No one may knowingly violate any state or federal laws, regulations or the acceptable use policies of any organization through which communications are being made. Messages created or sent shall be in accordance with professional business practices. Employees must not access confidential information without authorization. Messages containing opinions and views of the author should contain a disclaimer that such opinions and views are those of the author and not HBA/CLIENT, unless the opinions and views are given in the performance of the author's duties or have been approved by the author's supervisor.

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H. Expectation of Privacy

No one should assume that any Messages are private. Despite systems features that may give the appearance of privacy including passwords, encryption such as that provided by Excel and Word and the apparent ability to delete messages - Messages are not necessarily private for the following reasons:

- 1) Electronic communications may not be secure.
- 2) Messages may be audited by HBA/CLIENT at any time, as noted below.

I. High Bridge/CLIENT's Right to Monitor

HBA/CLIENT reserves the right to monitor, access, retrieve and review all activity using HBA/CLIENT computers and communications access systems, and to disclose the nature and content of any such activity to law enforcement officials or other third parties, without any prior notice to the employee or employees involved. Managers may review activities of employees they supervise or manage, and employees whose normal job responsibilities include data integrity and security may review the information stored on and transmitted to and from HBA/CLIENT computer and communications system. Employees must cooperate with reasonable security investigations.

J. Client Site Policies

In the event that a client site(s) policy differs from this policy, **the more restrictive policy shall apply** when employees use client electronic communication systems.

VI. Safety

Your safety is a major concern, and we make every reasonable effort to provide you with a safe place to work. Safety is to be given primary importance in every aspect of planning and performing all HBA activities. Don't take chances.

A. In Case of Injury

If you are injured on the job, you are directed to seek medical attention at once and to report the injury to your supervisor immediately, even if you think the injury only requires first aid.

B. Safety Rules

Below are some general safety rules. Your manager or department head may post other safety procedures in your department or work area:

- 1) Avoid overloading electrical outlets with too many appliances or machines.
- 2) Use flammable items, such as cleaning fluids, with caution.

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- 3) Walk - don't run.
- 4) Use stairs one at a time.
- 5) Report to your manager if you or a co-worker becomes ill or is injured.
- 6) Ask for assistance when lifting heavy objects or moving heavy furniture.
- 7) Keep cabinet doors and file and desk drawers closed when not in use.
- 8) Sit firmly and squarely in chairs that roll or tilt.
- 9) Avoid "horseplay" or practical jokes.
- 10) Start work on any machine only after safety procedures and requirements have been explained (and you understand them).
- 11) Keep your work area clean and orderly, and the aisles clear.
- 12) Stack materials only to safe heights.

The above list of safety rules is not all-inclusive and may be amended at any time without notice.

VII. Disciplinary Actions

Unacceptable behavior which does not lead to immediate dismissal may be dealt with in the following manner:

- ◆ Verbal Warning
- ◆ First Written Warning
- ◆ Dismissal

All pertinent facts will be carefully reviewed, and the employee will be given a full opportunity to explain his or her conduct before any decision is reached. The President or another member of senior management will give a second opinion concerning the unacceptable behavior before dismissal occurs.

A. Verbal Warning

Verbal warnings are given to improve areas of unsatisfactory work performance and to clarify work rules and policy. Whenever possible, they should be given in private, with the supervisor clearly stating the reason for the warning and with the employee having the opportunity to discuss and/or refute the action. The supervisor must make clear his/her expectations for change from the employee. The supervisor should maintain an informal record of this meeting within the department and a record of the warning may be kept in your personnel file as deemed appropriate by the supervisor and the Human Resources Manager.

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B. Written Warning

Written warnings will include the reasons for the manager's dissatisfaction and any supporting evidence. You will have an opportunity to defend your actions and rebut the opinion of your manager at the time the warning is issued.

C. Termination

Employment and compensation with HBA is "at will" in that employment can be terminated with or without cause, and with or without notice, at any time, at the option of either HBA or yourself, except as otherwise provided by law.

If your performance is unsatisfactory due to lack of ability, failure to abide by HBA rules, or failure to fulfill the requirements of your job, you will be notified of the problem. If satisfactory change does not occur, you may be dismissed. Some incidents may result in immediate dismissal.

D. Resignation

If it is your intent to resign from employment, a two-week notice is requested. This will provide us with an opportunity to make arrangements to cover the vacancy created by your leaving. Upon termination, you will be paid all wages earned. You will also be given information concerning the disposition of other employee benefits, including your medical insurance coverage.
