



POLICY TITLE

United States Supplier Code of Conduct and Ethics

POLICY NUMBER

STO 003.02

CONTACT

Brian Fields, CEEO
 +1 (212) 251-9279
 brian.fields@structuretone.com
 compliance@structuretone.com

EFFECTIVE DATE

December 1, 2015

¹ The United States companies of the Structure Tone Organization refers to a group of separate legal entities including Structure Tone, Inc., Structure Tone Southwest, Inc., Pavarini Construction Co., Inc., Pavarini McGovern, LLC, and L.F. Driscoll Company, LLC, as well as their subsidiaries, joint ventures, divisions or affiliates. Each member company is an independent legal entity operating and providing services solely under its own name.

Structure Tone Organization

UNITED STATES SUPPLIER CODE OF CONDUCT AND ETHICS

Introduction

Structure Tone is committed to uncompromising integrity, transparency, and the highest standard of business conduct. This commitment is integral to Structure Tone's success. We do the right thing—every day, for every client, on every jobsite. The Company believes that partnering with ethical and socially-responsible businesses positively impacts the Company's worldwide clients, employees, and the communities in which we do business.

This Supplier Code of Conduct and Ethics helps Structure Tone select business partners that follow workplace standards and business practices consistent with our Company's core values. We look forward to working with suppliers that embrace our core values and exemplify a genuine dedication to ethical and honest dealing.

Implementation and Enforcement

The United States Supplier Code of Conduct and Ethics (the "Supplier Code") has been approved by Structure Tone's Executive Management Team. It sets forth the minimum standards of conduct expected of businesses that provide goods or services to the United States companies of the Structure Tone Organization (collectively, "Structure Tone" or "the Company").¹ The Supplier Code applies to all persons and entities that provide goods or services to Structure Tone and its clients including, but not limited to, vendors, subcontractors, and consultants (collectively, "Suppliers").

Structure Tone requires all Suppliers and their employees to commit to this Supplier Code as a condition of doing business. Suppliers must also operate in full compliance with the letter and spirit of all applicable federal, state, and local laws and regulations. Structure Tone reserves the right to audit our Suppliers for compliance with this Supplier Code.

The Supplier Code is a companion to Structure Tone's own Code of Conduct and Business Ethics (STO 001.02) (the "Business Ethics Code"). Suppliers are expected to adhere to Structure Tone's core values reflected in its Business Ethics Code, which can be downloaded at www.structuretone.com. The most current version of Structure Tone's Business Ethics Code is hereby incorporated by reference and made a part hereof as if fully set forth in length.

Suppliers are responsible for their vendors, sub-suppliers, and subcontractors of any tier that perform any part of a contract or perform any work at a Structure Tone worksite. Suppliers are responsible for providing their vendors, sub-suppliers, and subcontractors with this Supplier Code and ensuring that they operate according to its terms. Structure Tone reserves the right to audit our Suppliers' vendors, sub-suppliers and subcontractors in the event there is an actual or alleged violation of this Supplier Code.

Failure to act in a manner consistent with the Supplier Code may result in the Supplier's breach of a project-specific contract and immediate termination of the business relationship. Structure Tone reserves the right to refuse to do business with noncompliant Suppliers in the future.

For questions, comments, or training support with respect to a Supplier's obligations under this Supplier Code, Suppliers are encouraged to contact their Structure Tone representative or Structure Tone's Compliance and Ethics email address: Compliance@structuretone.com.

Employment Practices

All Suppliers must maintain and enforce policies requiring compliance with the following employment practices:

1. **Child Labor:** Suppliers must comply with all applicable child labor laws. Additionally, Suppliers may only employ workers who meet the applicable minimum legal age requirement in the jurisdiction in which they are working, but in no event may Suppliers employ workers younger than the age for completing compulsory education.
2. **Involuntary Labor:** Suppliers may not use any indentured, involuntary, or forced labor. They may not employ any form of slavery or involuntary servitude. Suppliers may not require employees to relinquish any personal identification or travel documentation as a condition of employment.
3. **Wages and Hours:** Suppliers will set working hours, wages, and overtime pay in compliance with all applicable laws. Workers must be paid at least the minimum legal wage, or a wage that meets local industry standards, whichever is greater.





4. **Discrimination:** Suppliers may not discriminate in recruitment, hiring, training, and employment practices (including compensation, promotion, discipline or retirement) on the basis of personal characteristics or beliefs, including race, color, gender, nationality, religion, age, disability, union membership, sexual orientation, maternity, marital status, or any other category protected by law that does not affect the individual's ability to perform the required work.
5. **Harassment:** Suppliers must treat all workers with respect and dignity. They may not subject workers to corporal punishment, or physical, sexual, psychological, or verbal harassment. Suppliers must provide an environment that allows employees to raise concerns without fear of retaliation.
6. **Freedom of Association:** When allowed by law, Suppliers must respect the rights of workers to bargain collectively, freely organize, and join associations of their own choosing (or refrain from joining).
7. **Statutory Social Security and Welfare Benefits:** Suppliers must contribute to all statutory social security and welfare funds to which employers are required by law to contribute, including medical and injury insurance.
8. **Reporting:** Suppliers should have a formalized system that allows employees to report their concerns, any possible violation of Supplier policy, and any possible violation of this Supplier Code, without fear of retaliation. Where law allows, employees should be permitted to report issues anonymously.

Health, Safety and Environment

The health and safety of Structure Tone employees and other personnel associated with its projects is the Company's highest priority. Our Suppliers must have established policies and procedures that provide their workers with a clean, safe, and healthy work environment that supports accident prevention, minimizes exposure to health risks, and is in compliance with all applicable, legally-mandated standards. This includes, but is not limited to, the Occupational Safety and Health Act for Construction (29 CFR 1926).

The maintenance of a safe and healthy workplace also requires that the workplace be free of drugs, alcohol, and violence. The use, possession, purchase, sale, or the offer to sell, provide, or share illegal drugs during work on a Structure Tone worksite is strictly prohibited, as is being in possession of, or under the influence of, medication prescribed wrongfully or for someone else. Suppliers must inform their Structure Tone representative if they suspect that any member of their workforce is under the influence of illegal drugs, prescription drugs, or over-the-counter medication that could affect the employee's ability to work safely or efficiently.

Similarly, work must never be performed while under the influence of alcohol. Alcohol may not be consumed on a Structure Tone worksite or while working on behalf of Structure Tone, including during breaks and meal times. Violence at the workplace is also not tolerated. Suppliers must not engage in violent behavior or bring weapons of any kind onto the worksite.

Suppliers must have a system for workers to report health and safety incidents, and to investigate and track such incidents. Suppliers must implement a corrective action plan to address reported incidents and mitigate future risk.

Further, Suppliers must maintain policies and procedures that require their operations to be conducted in an environmentally responsible manner and in accordance with applicable environmental laws. Materials that are considered harmful to the environment, including, but not limited to, dangerous chemicals, should be used only in accordance with government regulation.

Suppliers are responsible for obtaining, faithfully executing, and complying with the most current version of all applicable Structure Tone corporate safety manuals. These materials are available at the Company's website, located at www.structuretone.com.

Suppliers (and by extension their vendors, sub-suppliers, and subcontractors) are also required to participate in and enforce the site-specific safety and loss prevention programs established for the project for which they are providing goods or services. Further, all Suppliers must cooperate fully with Structure Tone, the designated owner of the worksite, and all insurance carriers and loss prevention engineers to achieve loss and accident prevention.

Anti-Corruption

Structure Tone maintains a zero-tolerance policy for bribery, kickbacks, and similar payments and expects its Suppliers to enforce anti-corruption policies that mandate the same. Bribery is the direct or indirect giving or receiving of anything of value intended to improperly influence business judgment. Bribes may include any direct or indirect benefit or consideration, including money, gifts, travel expenses, services, entertainment, vacations, below-market loans or products, reciprocal favors, or political or charitable contributions. Bribes, kickbacks, and similar payments are strictly prohibited under any circumstances. This ban applies even if local laws or practices permit or condone such activity.

Structure Tone employees are subject to the anti-corruption provisions of the Business Ethics Code and of the Company's Anti-Corruption Policy, which can be located at www.structuretone.com. In any dealings with Structure Tone or any work at a Structure Tone jobsite, Suppliers are bound by the same anti-corruption provisions of the Business Ethics Code and Anti-Corruption Policy as if they were directly employed by the Company. The most current version of the Anti-Corruption Policy is hereby incorporated by reference and made a part hereof as if fully set forth in length.





To this end, Suppliers are required to comply with the U.S. Foreign Corrupt Practices Act (the "FCPA") as well as local anti-bribery laws in each jurisdiction in which they do business. In that regard, the Supplier represents and certifies that the Supplier, its owners, directors, officers and employees:

1. are familiar with and agree to comply with applicable U.S. and foreign anti-bribery laws and regulations, including, without limitation, the FCPA, the U.K. Bribery Act of 2010, any laws enacted to comply with the UN Convention Against Corruption and the OECD Convention and such laws and regulations of any foreign countries in which the Supplier is chartered, incorporated, licensed, or operates any of its business (collectively, "Anti-Corruption Laws");
2. have not and will not, directly or indirectly, pay, offer, promise, or authorize the giving of any money or anything of value to any (i) government official, partner or employee; (ii) political party, holder of public office, or candidate for public office; (iii) employee or official of a commercial or nonprofit entity in which a government body has any ownership interest or the ability to control ("Instrumentality"); or (iv) any official, partner, or employee of a public international organization (collectively "Officials" and each singly an "Official") either:
 - ♦ for the purpose of influencing any act or decision of such Official in his, her or its official capacity or inducing such Official to do or omit to do any act in violation of the lawful duty of such Official; or
 - ♦ for the purpose of (i) inducing such Official to use his, her, or its influence with a foreign government or any organization or Instrumentality thereof; (ii) affecting or influencing any act or decision of a government organization or Instrumentality; or (iii) assisting the Supplier in obtaining business, retaining business, directing business, or securing any improper business advantage;
3. have kept and will keep complete and accurate records of all transactions and expenses related to its business in Structure Tone's products and services. Such records accurately state in reasonable detail the purpose of each expense and the receipt and distribution of assets;
4. must conduct appropriate due diligence on parties to which it pays commissions, referral, marketing, or other fees related to its Structure Tone business, and that it has no reason to believe that any of its agents, resellers, representatives, consultants or any other persons retained or paid by the Supplier in connection with any Structure Tone business have violated the Anti-Corruption Laws;
5. have implemented a program to provide appropriate training on anti-corruption compliance to its owners, directors, officers, employees and to inform its agents, resellers, representatives, consultants and any other persons engaged in its business related to Structure Tone; and

- confirm that all information provided in the Self Service Prequalification Questionnaire Process submitted to Structure Tone by the Supplier remains accurate and complete as of the date of the Supplier's acknowledgment of this Supplier Policy.

The Supplier further agrees to cooperate in good faith in any investigation by Structure Tone and its auditors, attorneys, and representatives in the event of any actual or alleged violation of the Anti-Corruption Laws, this Supplier Code, or the Structure Tone policies incorporated by reference herein. Such cooperation includes providing Structure Tone and its representatives prompt and complete access to relevant records and to its owners, directors, officers, employees and agents for interviews. The Supplier further agrees that if future developments cause the representations and certifications provided herein to no longer be accurate or complete, it will promptly send Structure Tone a written report detailing the causes and extent of the changes.

Conflicts of Interest, Gifts, Entertainment, and Business Courtesies

Structure Tone's Suppliers must have and enforce policies that prohibit providing and receiving improper benefits through their relationships with Structure Tone.

Structure Tone employees are subject to the conflict of interest rules articulated in the Company's Business Ethics Code. While acting as a party to any contract with Structure Tone and/or working on any Structure Tone worksite, Suppliers are bound by the same conflict of interest provisions of the Business Ethics Code as if they were directly employed by the Company.

Structure Tone employees are also subject to the gifts and entertainment ("Corporate Hospitality") provisions of the Business Ethics Code and Structure Tone's Gift and Entertainment Policy (STO 004.02) (the "G&E Policy"). The most current version of the G&E Policy is hereby incorporated by reference and made a part hereof as if fully set forth in length. It is available at the Company's website, located at www.structuretone.com. In any dealings with Structure Tone or any work at a Structure Tone jobsite, Suppliers are bound by the same Corporate Hospitality provisions of the Business Ethics Code and G&E Policy as if they were directly employed by the Company.

Anti-Money Laundering

Structure Tone employees are subject to the anti-money laundering provisions of the Business Ethics Code and the Anti-Corruption Policy. Structure Tone's Suppliers must also follow applicable anti-money laundering laws that require the reporting of cash and other suspicious transactions. In any dealings with Structure Tone or any work at a Structure Tone jobsite, Suppliers are bound by the same anti-money laundering provisions of the Business Ethics Code and Anti-Corruption Policy as if they were directly employed by the Company.





Record Keeping

Suppliers must maintain accurate and complete records and documentation of all work performed for or with Structure Tone. This includes, but is not limited to, employment contracts, health and safety logs, industrial injury reports, residence and work permits, work time and pay records, bid backup documentation, purchase orders, change orders, proof of work tickets and proof of age documentation.

Financial Controls

Suppliers must:

1. maintain an effective system of internal financial controls;
2. keep accurate and complete financial and operational books, records, and accounts;
3. create and maintain business records in accordance with applicable legal and contractual requirements; and
4. keep accurate and complete records prepared for Structure Tone or its clients, including records of work performed and expenses.

M/WBE and DBE Suppliers

Structure Tone is committed to providing business opportunities to minority and women owned business enterprises ("M/WBE") and disadvantaged business enterprises ("DBE"). Structure Tone's business engagements with M/WBEs and DBEs are governed by the Supplier Code and the Company's M/WBE—DBE Policy, STO 009.02, and are hereby incorporated by reference and made a part hereof as if fully set forth in length. We expect our Suppliers to share Structure Tone's commitment to providing opportunities to M/WBEs and DBEs and follow Structure Tone's M/WBE and DBE Policy.

In addition, any Supplier representing that they are an M/WBE or DBE must provide certification of M/WBE or DBE status during prequalification. Suppliers are required proactively to update their certification information if it is renewed, lapses, is suspended, or its validity is otherwise affected. Goods or services contracted for with the M/WBE or DBE Supplier may not be provided by another Supplier without written authorization from Structure Tone. M/WBE and DBE Suppliers must perform commercially useful functions consistent with contractual obligations. Claiming goods and services were provided by an M/WBE or DBE when, in fact, they were not, may constitute fraud and result in the termination of the business relationship. M/WBEs and DBEs subject to joint or common ownership with non-M/WBE or DBE Suppliers (1) must be legitimate, stand-alone entities; (2) may not commingle any part of the work with the non-M/WBE or DBE Supplier; and (3) must ensure that the goods or service be provided only by the MBE- or DBE-certified entity.

Confidentiality and Structure Tone Resources

Structure Tone is committed to protecting the confidentiality of Company information, including sensitive information relating to its business interests, employees, business partners, and clients. Suppliers must abide by all regional and national laws and regulations concerning data privacy and confidentiality. Personal data and non-public information must be treated in accordance with applicable law and consistent with contractual obligations. Suppliers must maintain, handle and, if applicable, process any confidential information internally and on a need-to-know basis only, with utmost care and in accordance with applicable law.

Structure Tone employees are subject to the data privacy and confidentiality provisions of the Business Ethics Code. In any dealings with Structure Tone or any work at a Structure Tone jobsite, Suppliers are bound by the same data privacy and confidentiality provisions of the Business Ethics Code as if they were directly employed by the Company.

Suppliers must also take all reasonable steps to safeguard Structure Tone resources, including property, assets, and intellectual property. Specifically, Suppliers must:

1. protect Structure Tone resources utilized in the course of performing work;
2. use Structure Tone's resources only for legitimate business purposes to further the interests of Structure Tone; and
3. comply with and protect the intellectual property rights of Structure Tone, its clients, and other third parties associated with the project at all times.

News and Social Media

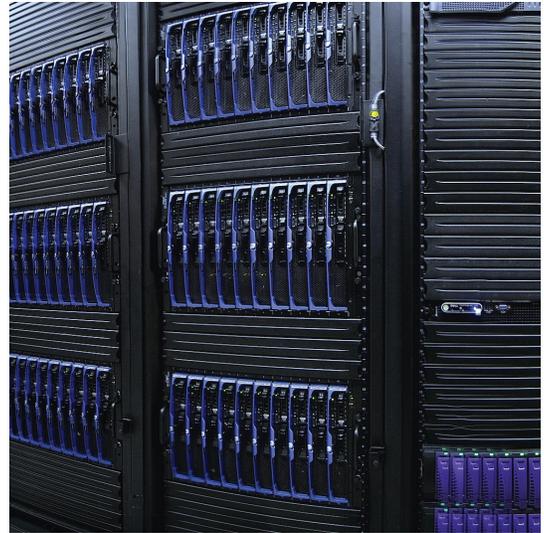
Suppliers may not represent themselves to the media as speaking on behalf of Structure Tone unless expressly authorized to do so by Structure Tone's Executive Management team. Media inquiries must be immediately referred to your Structure Tone representative.

Suppliers also should maintain processes to ensure that the use of social media does not negatively affect Structure Tone's reputation.

Competing Fairly

Structure Tone believes that only legitimate factors such as merit, quality, and price should determine who succeeds in the marketplace. Our Suppliers are expected to compete honestly and fairly, and refrain from engaging in collusive bidding, price discrimination, anti-competitive behavior, and other unfair trade practices.

Structure Tone's employees are subject to the antitrust provisions of the Business Ethics Code. In any dealings with Structure Tone or any work at a Structure Tone jobsite, Suppliers are bound by the same antitrust provisions of the Code as if they were directly employed by the Company.





Communication and Reporting

Suppliers are expected to assist Structure Tone in enforcing this Supplier Code by making a copy of the Supplier Code available to all employees and communicating the Supplier Code's principles to supervisors and employees with specific jobsite responsibility. Suppliers must also communicate this Supplier Code to their vendors, sub-suppliers, and subcontractors. Suppliers have an affirmative duty to report any allegation of misconduct or corruption, or any violation of this Supplier Code. Violations should be reported to the Supplier's Structure Tone representative responsible for the particular project or to Structure Tone's Compliance and Ethics email address: Compliance@structuretone.com. Except as required by law, persons reporting concerns may request that they remain anonymous. Suppliers may also make anonymous reports through Structure Tone's 24/7 third-party reporting line via phone at (866) 593-6479 or the Internet at structuretone.ethicspoint.com.

Structure Tone will investigate all reports thoroughly and consistent with applicable law. A Supplier may also be asked to participate in an investigation, and Structure Tone expects Suppliers to cooperate unconditionally. Investigations will be kept confidential to the extent possible. When necessary and in accordance with applicable law, investigations or the results of investigations may be reported to law enforcement or to a Structure Tone client.

Structure Tone strictly prohibits retaliation against any person reporting in good faith a suspected violation of applicable law or regulation, this Supplier Code, or the Structure Tone policies incorporated by reference into this Supplier Code.

This Supplier Code is not a contract. It does not confer rights on any Supplier, nor does it impose obligations on Structure Tone. Please contact Structure Tone's Legal Department if you believe that any provision of the Supplier Code conflicts with the specific terms of your contract.

ACKNOWLEDGMENT OF STRUCTURE TONE SUPPLIER CODE OF CONDUCT AND ETHICS

(Applicable to Vendors, Subcontractors and Consultants)

Structure Tone and its subsidiaries, joint ventures, divisions and affiliates (collectively, "Structure Tone" or the "Company") is committed to the highest ethical and legal standards in the conduct of its business. Structure Tone requires all registered vendors, subcontractors, and consultants ("Suppliers") with which the Company conducts business to acknowledge and agree to abide by the policies and principles set forth in Structure Tone's Supplier Code of Conduct and Ethics (the "Supplier Code"). All registered Suppliers are required to have an acknowledged Supplier Code on file with Structure Tone prior to issuance of any purchase order or contract.

ACKNOWLEDGMENT

I, on behalf of _____ (the name of the vendor/subcontractor/consultant), hereby acknowledge and agree to abide by the policies and principles of Structure Tone's Supplier Code of Conduct and Ethics and ensure that the employees, officers, directors, agents, representatives of _____ (the name of the vendor/subcontractor/consultant) are aware of and abide by such policies and principles in the process of preparing and submitting bids and proposals for Structure Tone work, for provision of goods and services to Structure Tone, and during the performance of all agreements entered into with Structure Tone for such purposes.

Authorized Signatory: _____

Name (printed): _____

Title: _____

Date: _____