

CODE OF BUSINESS

ETHICS

AND CONDUCT

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**Purpose**

The purpose of this section is to establish and implement the written procedures governing business ethics and conduct as required by Federal Acquisition Regulation (FAR) 52.203-13 applicable to all employees performing work under covered federal contracts as well as all other applicable policies and federal regulations. These procedures will be known as the Millennium Partners (“Millennium” or “MP”) Code of Business Ethics and Conduct and will communicate Millennium’s continuing values and standards for ethical conduct in business operations, including all conduct in furtherance of federal contracts.

**I. Introduction**

FAR 52.203-13, Contractor Code of Business Ethics and Conduct, is applicable to solicitations and contracts with a total value expected to exceed $5,000,000 and with performance periods expected to equal or exceed a period of 120 days. Millennium, as a federal contractor, is required to create and implement a written code of business ethics and conduct and make copies available to each of the employees engaged in the performance of work under covered federal contracts.

This Code of Business Ethics and Conduct is intended to further inform employees of Millennium’s policies and procedures regarding ethical business conduct and to remind employees of established Millennium processes available to assist employees in obtaining guidance and addressing any questions regarding Millennium’s standards of conduct. The Code of Business Ethics and Conduct is one of several documents that new employees are required to read and receive and to acknowledge in writing, that they have received a copy and will act in compliance.

**II. Ethical Principles**

**A. Business Integrity**

Millennium will conduct its business fairly, impartially, and in an ethical and proper manner in accordance with the Millennium’s mission and values and in full compliance of all laws and regulations.

**B. Personal and Organizational Conflicts of Interest**

Millennium complies with the Procurement Integrity Act (41 U.S.C. 423) and other regulations associated with government procurements and related conflict of interest laws and regulations. Violations of the Conflict of Interest Regulations by Millennium or its employees can result in civil and/or criminal fines and/or penalties, imprisonment, and administrative actions such as canceling a solicitation, rescission of a contract, or initiation of suspension or debarment proceedings.

Millennium personnel should avoid situations that create or appear to create conflicts between their personal interests and the interests of Millennium. All decisions made by Millennium personnel in the course of their professional responsibilities to Millennium are to be made solely on the basis of their desire to promote the best interests of Millennium. If an individual's personal interests might lead an independent observer reasonably to question whether the individual's actions or decisions on behalf of Millennium are influenced by those personal interests, the individual should recuse himself or herself from the decision making process and notify the responsible Millennium officials.

**C. Recruiting and Employment of Present and Former Government Personnel**

Current and former U.S. Government employees, including military officers, are subject to federal conflict of interest laws and regulations that may limit the ability of a contractor to recruit and hire certain individuals and may limit the activities in which they can participate after hire. Since federal laws and regulations change periodically, legal guidance should be sought prior to if a current or former government employee is a finalist for a position with Millennium or is being considered for a contract.

D. **False Claims Act**

The purpose of the Federal False Claims Acts are to deter persons from knowingly causing or assisting in causing federal governments to pay claims that are false or fraudulent. The Acts also provide remedies for obtaining treble damages and civil penalties when money is obtained from federal government by reason of a false or fraudulent claim.

No Millennium employee shall:

1. Knowingly present or cause to be presented to an officer or employee of an agency a false or fraudulent claim for payment or approval;
2. Knowingly make, use, or cause to be made or used a false record or statement to get a false or fraudulent claim paid or approved by an agency;
3. Conspire to submit a false or fraudulent claim to an agency or to deceive an agency for the purpose of getting a false or fraudulent claim allowed or paid;
4. Have possession, custody, or control of property or money used or to be used by an agency and, intending to deceive the agency or knowingly conceal the property, deliver or cause to be delivered less property than the amount for which the person receives a certificate or receipt;
5. Be authorized to make or deliver a document certifying receipt of property used or to be used by an agency and, intending to deceive the agency, make or deliver the receipt without knowing that the information on the receipt is true;
6. Knowingly buy or receive, as a pledge of an obligation or a debt, public property from an officer or employee of an agency who may not sell or pledge the property lawfully; or
7. Knowingly make, use, or cause to be made or used a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to an agency

**E. Anti-Kickback Act**

Individuals with expenditure authority on behalf of Millennium must avoid any behavior that involves a real conflict of interest or any appearance, however remote, of using affiliation with Millennium as a means of furthering personal interests or showing favoritism to any individual, or current or potential supplier. Requesting or accepting any favor or special consideration from any individual or organization doing or seeking to do business with Millennium that may result in any direct or indirect financial gain by an employee (or a member of his/her family) with the capability of influencing a source selection process involving that individual or organization, is not allowed.

Should a questionable situation arise, the employee shall consult his or her immediate supervisor, or the CEO of Millennium Partners for guidance and disposition.

**F. Antitrust and Trade Regulations**

Millennium is subject to federal antitrust laws, which are aimed at protecting competition. Federal anti-trust laws are designed to prohibit monopolies and agreements that unreasonably restrict trade. Conduct that is strictly prohibited under these regulations include price fixing, bid rigging, market division, concerted refusals to deal, tying arrangements, exclusive dealing, reciprocity, monopolization, or other unfair methods of competition. In order to comply with antitrust laws employees must conduct their day-to-day business with integrity, understand the rules, and ensure business decisions use independent judgment.

**G. Truth in Negotiations Act (TINA)**

TINA requires government contractors to submit cost or pricing data and to certify that the data is current, accurate, and complete on the date of final agreement on price. TINA applies to all federal government contracts or contract modifications in excess of $650,000 unless 1) adequate price competition exists; 2) the price is set by law or regulation; 3) the acquisition is for a commercial item; or 4) the head of the contracting activity for the government agency grants a waiver. All employees who participate in proposal development, bid preparation, and contract negotiation must be aware of the applicability and requirements of TINA.

**H. Insider Information and Investment in Securities**

Insider investment is generally defined as investing or trading while in the possession of material non- public information regarding the security traded. Information is considered to be material if it is the type of information that a reasonable investor would consider important in deciding whether to buy or sell a particular security. Information is considered to be non-public if it has not been disseminated in a manner reasonably intended to reach the general public. All Millennium employees are prohibited from engaging in insider trading. No employee shall invest or trade on the basis of any material non-public information regarding any security, nor shall any employee recommend to any client or person outside Millennium that they should do so.

**I.** **Political Activities and Contributions**

Millennium encourages individual participation by employees in the political process. This includes service on governmental bodies and participation in partisan political activities. However, such activities should not be carried on in a way that interferes with the employee’s job responsibilities or creates a conflict of interest.

**J. Quality of Service and Products**

Millennium aspires to maintain a reputation for the highest level of excellence. Further, Millennium seeks to create real value for its clients and business partners. An emphasis on quality permeates every business practice. Millennium strives to do the best possible job in all work, to be as efficient as possible, and to work diligently to avoid mishaps, correcting them promptly should they occur. Millennium is dedicated to helping clients and business partners succeed. Satisfied clients and business partners are the most important mark of success in business. Each Millennium employee should make every effort to listen, work hard, be straightforward, respect, and communicate freely and openly with every client and business partner. If there is a problem, Millennium is committed to its prompt resolution.

**K. Equal Opportunity Employment**

The continued success of Millennium depends on the ability to hire qualified people and to provide each person with a challenging, inclusive and positive environment in which to work. To these ends, Millennium provides equal employment opportunity for all employees--regardless of race, color, creed, religion, national origin, sex, age, disability, marital status, status as a disabled veteran or Vietnam era veteran, or Government or political affiliation. The policy of equal employment opportunity covers all employment practices including recruiting, training, compensation, promotions, transfers, terminations, layoffs, working conditions, and benefits.

**L. Use of Millennium’s Resources**

In general, personal use of supplies, equipment, or facilities belonging to Millennium is prohibited, unless prior permission is received from the appropriate level of Millennium administration. Any user of Millennium computing facilities or equipment will recognize that they are intended to support the mission and functions of Millennium and assume full responsibility for using these facilities in an effective, efficient, ethical, lawful, professional, and courteous manner. Every employee is responsible for safeguarding assets under his or her control.

Additionally, Millennium supports and encourages its employees to develop and publish scholarly and creative works, educational materials and products, and other intellectual property which may be subject to copyright or patent and which may generate royalty income. Such activities increase professional knowledge, provide creative models for fellow professionals, and bring recognition to Millennium. These developments may involve the use of Millennium’s time and resources.

**M. Financial Accounting and Disclosure**

All books, records and accounts must conform both to generally accepted accounting principles and to Millennium’s accounting policies and procedures. Employees of Millennium shall not make false, misleading or artificial entries in any financial books, records and accounts. This includes such data as quality, safety and personnel records, as well as all financial records.

All Millennium personnel are required to fully cooperate with all audits and investigations as requested by the Millennium, federal agencies, auditors, and regulators. All information provided must be truthful and accurate. Millennium employees will not conceal, alter or destroy or cause to be concealed, altered or destroyed, documents or records in response to an investigation or other lawful request.

**N. Relationships with Suppliers and Representatives**

Millennium recognizes the value of a diverse supplier base and its impact on the business community and Millennium operations. All suppliers must be confident that they will be treated lawfully and in an ethical manner. The Millennium’s suppliers must be chosen with the same care, and treated with the same respect, as any other representative or dealer. Millennium’s policy is to adhere to all federal procurement laws and regulations.

Millennium seeks to utilize small businesses to participate as suppliers and in the performance of contracts to the fullest extent consistent with the efficient performance of business goals, and federal regulations without compromising cost, quality, reliability, or timeliness expectations or legal requirements.

**III.** **Whistleblower’s Act Protection**

Millennium is committed to maintaining a workplace where personnel are free to raise good faith concerns regarding the Millennium's business practices and encourages such reporting. Millennium personnel should report suspected violations of applicable laws, government or Millennium regulations, government or industrial contract and grant requirements, or this Code. This reporting should normally be made initially through standard management channels, beginning with the immediate supervisor. Alternatively, personnel may go to a higher level of management and may also report suspected violations or problems to the CEO. If a violation is reported anonymously, Millennium will investigate the violation if sufficient detail is provided to allow for an investigation. All personnel should cooperate fully in the investigation of any suspected violation.

Millennium will not retaliate against any person who, in good faith, has reported a suspected violation of law or made a complaint against Millennium or another individual or entity with which Millennium has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or Millennium policy. Any person who believes they have been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the situation to the Chief Executive Officer.

**IV. Foreign Corrupt Practices Act**

Millennium is committed to establishing, maintaining and enforcing an anti-corruption regime and environment that conforms to the requirements of the U.S. Foreign Corrupt Practices Act (“FCPA”), 15 U.S.C. §§ 78dd-1, *et seq*. The FCPA is a federal statute that prohibits offering anything of value to foreign officials for the purpose of improperly influencing an official decision. In accordance with the law, Millennium is considered a “domestic concern” and thus must comply. The FCPA prohibits unlawful political contributions to obtain or retain business. It prohibits the use of false records or accounts in the conduct of foreign business. It prohibits the payment of bribes, kickbacks, payoffs or other consideration to a foreign official regardless of their function (including foreign political parties, party officials, or candidates for foreign public or political party office) as well as officials of public international organizations such as the United Nations and the World Bank made with the purpose of inducing such foreign officials to use their influence with a foreign government, or instrumentality thereof, to influence a decision or obtain an improper advantage with regard to a matter affecting Millennium’s business.

The FCPA also prohibits the payment of or offering to pay anything of value (whether in cash or in-kind in the form of gifts) to a foreign affiliate, local agent or joint venture partner that may be used to channel payoffs to foreign officials (regardless of what position they may hold in a foreign government), political parties, party officials or candidates. Additionally, the FCPA prohibits providing unusual gifts, free vacations or travel that is unconnected to a legitimate site visit or other business-related travel or stay.

In other words, the FCPA prohibits the use of intermediaries to engage in corrupt practices of making payments or gifts, or offers thereof. Thus, a degree of scrutiny or due diligence must be applied by Millennium to the use of foreign agents or representatives since the deliberate avoidance or conscious disregard of the possibility of FCPA violations will not necessarily relieve Millennium from liability.

Therefore, employees, involved in the international operations of Millennium, must be familiar with the FCPA and are expected to fully comply with this policy. Accordingly, no Millennium employee shall make any payment or offer anything of value, directly or indirectly, to any foreign official in order to influence that official in obtaining or retaining business for Millennium.

Specifically, Millennium employees shall not (in a corrupt or improper effort to obtain or retain any business or any commercial advantage for Millennium) offer, promise, or make any payment or transfer anything of value, directly or indirectly to:

(a) any employee or official of any government (U.S. or foreign), including any civil servant, governmental representative, public sector employee (including employees of government-owned or government-controlled corporations or instrumentalities or public international organizations), political party, official of a political party, or candidate for public office, or any family member or close associate of such persons, or

(b) any intermediary for payment or provision to any of the foregoing.

If you have any reason to believe that a violation of the FCPA may have occurred, please contact your supervisor immediately. An investigation of the matter will be undertaken by Millennium, and your vigilance is key to preventing and detecting FCPA violations. If you are found to have engaged in, facilitated or failed to report prohibited conduct, you will be subject to disciplinary measures, up to and including termination from employment, and to other measures that may be required by law enforcement agencies with jurisdiction over the matter.

Certifications for FCPA compliance and training may be provided separately, as needed.

**V. Requirement for Compliance**

Each person is responsible for ensuring that his or her own conduct and the conduct of anyone reporting to him or her fully complies with laws and regulations and Millennium I rules and procedures, including this Code. Employees are also responsible for reporting suspected violations of Millennium rules and procedures, including this Code. Violations will result in a recommendation for appropriate disciplinary action up to and including discharge from employment. Conduct representing a violation of this Code may, in some circumstances, also subject an individual to civil or criminal charges and penalties.

**VI. Summary**

Millennium personnel should recognize that Millennium has earned and must maintain a reputation for integrity and quality that goes beyond compliance with laws, regulations, and contractual obligations. Millennium strives for excellence in administration and implementation of contracts. Even the appearance of misconduct or impropriety can cause severe damage to the Millennium's reputation. As such, Millennium personnel must strive at all times to maintain the highest standards of quality and integrity.

The Millennium and its employees must obey all applicable and relevant laws that affect the Millennium and its business conduct. Such laws include, without limitation, those that apply to procurement integrity, securities, fraudulent conduct, workplace behavior, anti-trust, civil rights and anti-discrimination, copyright protection, campaign finance, organizational conflict of interest, and taxation. While Millennium does not expect its employees to be experts in legal matters, it holds each employee responsible for being familiar with the laws governing his or her areas of responsibility and to be generally aware of possible legal issues and exposures. Any employee having questions regarding definitions, applicability, enforcement, or compliance with this code should direct their concern to the supervisory chain or to Millennium Partners’ CEO.