



---

**GUARANTEED RETURNS, LTD.**  
**ADDENDUM TO**  
**CODE OF BUSINESS CONDUCT**  
**AND**  
**CORPORATE COMPLIANCE PROGRAM:**  
**POLICY FOR GOVERNMENT CONTRACTING**

## **INTRODUCTION**

As a provider of services to federal, state, and local governments, Guaranteed Returns operates under strict legal and regulatory requirements imposed upon government contractors. Guaranteed Returns is committed to complying with the letter and spirit of these laws and regulations. This *Policy for Government Contracting* ("*Government Contracting Policy*") is an addendum to and supplements Guaranteed Returns' Code of Ethics and Business Conduct, which sets forth legal and ethical standards for the company and its employees. One purpose of this *Government Contracting Policy* is to reiterate the Company's commitment to the highest standards of integrity in all aspects of our interaction with public sector entities. Public sector entities include federal, state and local governments, public health entities and public hospitals. Additionally, this *Government Contracting Policy* identifies laws, regulations, and other requirements imposed on government contractors such as Guaranteed Returns that are more proscriptive than the requirements that apply when we operate in the purely private sector. The policies contained herein apply to all Company employees who interact with public sector personnel. This includes civilian as well as military personnel and employees of government agencies.

## **RESOURCES AND REPORTING**

Company employees are required to comply with this *Policy* and to seek assistance or clarification in advance of taking action on behalf of the Company in order to avoid unethical or illegal business conduct. If you have questions or need advice or assistance regarding this *Policy*, contact the Company's Legal Counsel or Corporate Ethics and Compliance Officer. Guaranteed Returns also maintains a Compliance Hotline through a third party vendor, InTouch, an independent service devoted to receiving employee complaints and concerns regarding practices or behaviors that may be unethical or in violation of company policies and procedures. The Hotline is available twenty-four (24) hours per day, seven (7) days per week at the following toll free number: 1-844-894-2994. Reports can be made anonymously. It is against company policy to retaliate against any employee who makes a good faith report involving Guaranteed Returns.

Employees of Guaranteed Returns who are aware of or suspect that a violation of law, regulation, contract term, or company policy are required to make a report internally using resources made available by Guaranteed Returns. Personnel may contact the Company's Legal Counsel, Corporate Ethics and Compliance Officer, Hotline, or a company senior manager. The Company is committed to timely and thoroughly investigating all issues raised by employees or third parties. The Company is further committed to meeting its reporting obligations to the government, such as under the Mandatory Disclosure requirements contained in the federal acquisition regulation applicable to government contractors. Contractors that fail to report certain misconduct involving their federal contracts to the US government face serious sanctions, including exclusion from receiving future government contracts.



---

## **ACCURATE STATEMENTS, SUBMISSIONS, CERTIFICATIONS AND REPRESENTATIONS**

In the ordinary course of its business, Guaranteed Returns makes numerous written and oral submissions, certifications, and representations to public sector entities. Examples include proposal information, pricing data and estimates, account reconciliations, and other statements regarding Company services. We have special obligations – and legal risk - whenever we submit information to public sector entities. Criminal and civil fraud sanctions apply to entities and individuals that submit false statements and claims relating to government programs and contracts. To avoid allegations of false statements or false claims, always tell the truth in any communications or submissions that may relate to Company business. If there is any doubt about the accuracy of a statement, do not make the statement or represent it to be accurate until you have assurance of its accuracy. Employees who prepare or submit company information to third parties are required to exercise due diligence to ascertain and ensure that the information is accurate and complete, and not misleading or erroneous.

## **OFFERING GIFTS, GRATUITIES, AND ENTERTAINMENT TO GOVERNMENT PERSONNEL**

There are strict laws and regulations that govern the giving or offering of gifts, gratuities, entertainment, or anything of value to a government employee. Examples of gifts and gratuities include meals, refreshments, transportation, and entertainment. These rules sometimes vary depending on the government agency involved, and often apply to family members of the government employee as well. It is Company's policy that no Guaranteed Returns employee will give or offer a gift or gratuity, regardless of value, to any governmental employee or family without first obtaining written approval from the Guaranteed Returns Corporate Ethics and Compliance Officer. The only blanket exception to this rule is that Guaranteed Returns may provide coffee and other nonalcoholic beverages to government personnel as part of a business meeting on company premises.

## **ACCEPTING KICKBACKS FROM VENDORS AND SUPPLIERS**

The Company is committed to ensuring that all transactions and business dealings are conducted in compliance with the federal Anti-Kickback Act. The Act prohibits government contractors and their employees from soliciting or accepting anything of value from a downstream vendor or supplier for the purpose of obtaining or rewarding favorable treatment in connection with the award of a vendor or supplier agreement. A "kickback" includes: any money, fee, commission, credit, gift, gratuity, or compensation of any kind that is provided, directly or indirectly, to any prime contractor or prime contractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a government contract.

It is Guaranteed Returns' policy that our employees must never solicit or receive a kickback from any party seeking a vendor, supplier, or other contract agreement with Guaranteed Returns. This includes vendors and suppliers who directly assist Guaranteed Returns with the performance of its government contracts, as well as those entities furnishing general supplies and services to the Company, such as accounting services, HVAC vendors and IT vendors.



---

## "OFF-LIMITS" PROCUREMENT INFORMATION

Guaranteed Returns has a policy in its Code of Ethics and Business Conduct requiring that business be won on the merits of the Company's superior performance. The federal Procurement Integrity Act ("PIA") contains strict requirements when bidding on federal government contracts. The Act prohibits the unauthorized disclosure and receipt of various types of "protected" or "off limits" information, including contractor bid and proposal information and government source selection information. To ensure that competitive procurements are free from favoritism or unauthorized competitive advantage, during a competitive procurement process, certain information may not be requested or obtained by contractors such as Guaranteed Returns, unless the information is released to all competitors. Therefore, it is important for Company personnel to be alert when offered information that is marked in any of the following ways:

- Government Source Selection or Procurement Integrity Sensitive
- Competitor Bid or Proposal Information
- Competitor Proprietary or Trade Secrets
- Government For Official Use Only (FOUO)
- Not Releasable Under the Freedom of Information Act
- Draft — Not For Release Outside of the Government.

Protected, or "off limits" information is further defined as:

- "Source Selection Information" is information that is prepared by or for use by a federal government agency (and sometimes state or local agencies pursuant to laws modeled after the federal law) for the purpose of evaluating a bid or proposal to enter into a government contract, if that information has not been previously made available to the public or disclosed publicly. This includes:
  - Bid prices submitted in response to a federal agency invitation for bids or lists of those bid prices before bid opening
  - Proposed costs or prices submitted in response to a federal agency solicitation or lists of those proposed costs or prices
  - Source selection plans
  - Technical evaluation plans
  - Technical evaluations of proposals
  - Cost or price evaluations of proposals
  - Competitive range determinations that identify proposals that have a reasonable chance of being selected for award of a contract
  - Rankings of bids, proposals or competitors
  - Reports and evaluations of source selection panels, boards or advisory councils
- "Bid or Proposal Information" refers to information submitted to a government agency by a company or other entity as part of or in connection with a bid or proposal to enter into a government agency contract, if that information previously has not been made available to the public or disclosed publicly. This includes:
  - Cost or pricing data
  - Indirect costs and direct labor rates



- Proprietary information about manufacturing processes, operations or techniques marked by the contractor in accordance with applicable law or regulation
- Information marked by the contractor as "contractor bid or proposal information" in accordance with applicable law or regulation
- Information marked in accordance with FAR 52.215-12, "Restriction on Disclosure and Use of Data".

Guaranteed Returns employees should never knowingly solicit or obtain source selection or contractor bid or proposal information. Company personnel cannot assume that Guaranteed Returns is permitted to receive all information it is offered and must always take steps to ensure that the company is authorized to receive information provided by government employees or third parties, including consultants. If you receive any of the types of protected or off limits information discussed above, even if the information is not marked with a restrictive legend or if you receive other information that you are not sure you or the Company should have, contact the Guaranteed Returns Legal Counsel or the Corporate Ethics and Compliance Officer *immediately before reviewing the information or sharing it with any other employees or third parties*. Please also be aware that information available publicly, such as on a competitor's website, does not fall into these protected categories.

## **INDEPENDENT PRICING**

The pricing in proposals submitted to public sector entities must be arrived at independently without consultation, communication, or agreement with any other offer or competitor. It is never appropriate for the Company to enter into agreements with our competitors setting prices; allocating customers, suppliers or territories; or in any other way restricting competition in the market for our products and services. Such agreements "in restraint of trade" are against the law and against Company policy. Company employees must avoid any behavior that could leave the company vulnerable to allegations of conspiring with our competitors. While all communications with competitors are not prohibited, exchanging certain types of business information can create the appearance of illegal or unethical conduct. Moreover, terms and conditions of sale; customer and supplier list; costs, profits and profit margins; and distribution and sales methods are confidential and proprietary information. Confidential and proprietary Company business information may only be shared with employees of the Company and business partners with whom the Company has entered into nondisclosure agreements.

## **HOLDING EMPLOYMENT DISCUSSIONS WITH GOVERNMENT PERSONNEL**

Numerous government laws restrict the timing and nature of employment discussions between government personnel. Government personnel generally cannot hold employment discussions with a company over whom the government personnel have oversight or other responsibility until they notify the government's designated ethics official and obtain permission from the agency to proceed with employment discussions. The government broadly defines employment discussions to include activities as limited as exchanging a resume. It is not necessary that salary or other employment terms be discussed to trigger the onset of employment discussions. This prohibition on employment discussions cannot be circumvented by the use of hints, subtlety or ambiguity, the use of hypotheticals, or by communicating an offer "after hours", or in a social setting. All employment discussions with government personnel must be approved in advance by Guaranteed Returns' Legal Counsel.



---

## **“REVOLVING DOOR” RESTRICTIONS PLACED ON FORMER GOVERNMENT PERSONNEL**

There are numerous post-employment or "revolving door" restrictions on the types of activities that former government personnel can perform in the private sector. The laws and regulations impose one-year, two-year, or life-long bans prohibiting current and former government employees from performing certain activities on behalf of a contractor. The restrictions may include, for example, barring the individual from working for some companies for one year, from working on certain contracts and from representing certain companies to the government with respect to particular matters. The restrictions are imposed based upon the individual's responsibilities and, in some cases, grade level, while employed with the government. The determination of which restrictions apply to a current and former government employee is complex and requires a legal analysis.

An offer of employment shall not be made by Guaranteed Returns to any current or former government employee unless approved by the Guaranteed Returns' Legal Counsel.

## **CONTRACT PERFORMANCE OBLIGATIONS**

When Guaranteed Returns is doing business with public sector entities, every aspect of the business transaction, from the initial customer contact and bidding through contract completion and beyond, is subject to detailed laws, rules and regulations. The Company has an obligation to strictly comply with the terms and conditions of every contract. Government and public sector contracting is not simply commercial contracting with a public customer. There are contractual and reporting requirements that are unique to the public sector. Company employees must be careful to identify all of Guaranteed Returns' contractual obligations to make sure that those obligations have been met before the Company requests or receives payment for government work.

## **RECORD RETENTION**

The Company' books and records related to its government contracting work are subject to audit by the government. Those Company personnel involved in obtaining and performing government contracts must retain all records related to those contracts. Record retention requirements applicable to contractors such as Guaranteed Returns are set forth in individual contracts and agency regulations.