



COMPLIANCE

Business Partner Code of Conduct

Compliance

**CDM
Smith**



Business Partner Code of Conduct

In this Business Partner Code of Conduct (“Code”), ‘business partner’ means all persons and companies engaged to work in partnership with or on behalf of CDM Smith including consultants, contractors, subcontractors, agents, joint venture partners, teaming partners, vendors and other third parties that may be engaged by CDM Smith. Business partners are expected to follow the standards set out in this Code.

Who We Are

CDM Smith is a privately-owned engineering and construction firm providing legendary client service and smart solutions in water, environment, transportation, energy and facilities. Passionate about our work and invested in each other, we are inspired to think and driven to solve the world’s environmental and infrastructure challenges.

Our Core Values

Our Core Values – **Integrity, Shared Commitment, Initiative, Teamwork and Excellence** - are the fundamental principles that guide our collective and individual decisions, strategies and actions. CDM Smith seeks like-minded business partners who share these values and above all our commitment to doing business with integrity.

Compliance

Business partners must comply with all applicable laws, rules and regulations in the countries where they do business as well as the standards set out in this Code. In the event of a failure to comply with these standards, CDM Smith reserves the right to implement corrective actions or terminate the business relationship.



Anti-Corruption and Integrity

CDM Smith has zero tolerance for corruption. Business partners must not engage in corruption or bribery in any form. Improper payments of any kind are strictly prohibited.

Business partners are required to comply with U.S. laws and the laws of other countries governing corruption.

Business partners must not—directly or indirectly — offer, promise or give anything of value to anyone with the intention to: (1) influence someone to obtain or retain business or an improper advantage; or (2) cause or reward improper performance of official business or professional obligations.

In addition, business partners must not—directly or indirectly—request, agree to receive or accept anything of value as an incentive or reward for acting improperly.

“Anything of value” is defined broadly to mean any item or benefit including, but not limited to cash, cash equivalents (such as gift cards, gift certificates and mobile phone cards), loans, gifts, entertainment, meals, transportation, lodging expenses, per diems, favors, services and business or employment opportunities.

In addition to the anti-corruption requirements, business partners shall not commit any other integrity violations while working in partnership with or on behalf of CDM Smith. Integrity violations include fraudulent, coercive, and collusive practices, undisclosed conflicts of interest, and obstructive practices.



Books and Records

Business partners are expected to keep and maintain accurate and reasonably detailed books and financial records that reflect payments made under, and in connection with, their agreements with CDM Smith. If CDM Smith has a reasonable basis for believing that a violation of this section has occurred, it reserves the right to conduct an audit of the business partner’s books and records related to its agreement with CDM Smith.



Confidentiality/Data Privacy

Business partners must handle and disclose personal data and confidential information that they obtain during their relationship with CDM Smith only as authorized and directed by CDM Smith and as required by applicable laws and regulations. Business partners must protect personal data and confidential information against unauthorized and unlawful use, disclosure, access, loss, alteration, damage and destruction.



Conflicts of Interest

Business partners may not engage in any activities that would create an actual or potential conflict of interest regarding their duties, interests and obligations to CDM Smith. We expect our business partners to immediately notify CDM Smith if any conflicts of interest arise.



Contributions

Business partners are not permitted to make any charitable or political contributions on behalf of CDM Smith.



Environment Laws and Regulations

Business partners must comply with all applicable environmental laws and regulations in the countries where they conduct business.



Facilitation Payments

Facilitation payments are small payments made to government officials to expedite routine, non-discretionary actions. Business partners shall not make facilitation payments when working on behalf of CDM Smith.



Gifts and Entertainment

Business partners shall not offer or accept gifts or entertainment expenses on CDM Smith’s behalf.



Government Officials

Business partners must notify their CDM Smith business contact in writing if they hire a Government Official, or a close relative of a Government Official, to provide services in fulfillment of a contract with CDM Smith. "Hire" includes making the Government Official or Government Official's family member an owner, officer, director, employee, subcontractor, agent or partner of the business partner's firm.



Human Rights and Modern Slavery

We expect all business partners to share a commitment to human rights. Business partners must not engage in any form of modern slavery, human trafficking, child labor or forced labor. Business partners must comply with all applicable modern slavery and human trafficking laws and regulations in the United States and in the countries in which they conduct business. We also expect our business partners to respect the rights of indigenous peoples in each country in which they work.



Non-Discrimination and Equal Employment Opportunity

CDM Smith expects business partners to promote a working environment free from harassment and discrimination. Business partners must not engage in or tolerate any discriminatory conduct against any individual in their employment or hiring practices. This includes, but is not limited to discrimination based on race, color, religion, creed, sex, pregnancy, sexual orientation, gender identity, national origin, age or any other status protected by applicable laws.



Reporting Concerns

Business partners must report any suspected violations of applicable laws or regulations or CDM Smith policy, including this Code. CDM Smith has a non-retaliation policy that protects reporters, including business partners, when reports are made in good faith.

If a business partner believes that a violation of this Code has occurred and they are uncomfortable reporting to their manager or wish to remain anonymous, issues or suspected violations can be reported through the following channels:

- CDM Smith's Integrity Line; www.cdmsmith.ethicspoint.com.
- CDM Smith's [Compliance Department](#).
- A CDM Smith manager.



Workplace Standards

Business partners are required to follow all general workplace standards and must comply with all applicable laws and regulations, including those that relate to labor, wage, working hours, discriminatory hiring and employment practices, and health and safety. This commitment establishes and ensures a safe working environment for all employees.