

Accepting or providing gifts or entertainment is never acceptable during a procurement process whether we are responding to a proposal request or participating in such process for CH2M HILL or a customer.

If you are offered gifts or entertainment that do not fit these guidelines, decline politely, citing CH2M HILL's *Employee Ethics & Business Conduct Principles*. If, in good faith, you believe that declining an offer may not be in CH2M HILL's best interest, get written approval from a supervisor before accepting it.

Employees of the U.S. Government, other national governments, and most states, provinces, and municipalities have strict rules regulating the acceptance of gifts and entertainment. Something as simple as lunch or a cup of coffee may require cumbersome disclosure and would be unwelcome. Before offering gifts or entertainment to any government employees, review our [Gifts and Entertainment Policy](#). In particular, review the section titled [Special Considerations When the U.S. Government is our Client](#) and receive appropriate approvals before offering anything of value to a U.S. Government employee. Also contact our Government Affairs Office when considering gifts or entertainment for government employees at any level. The [Government Affairs Office](#) will help to make sure we only offer or accept permitted gifts and entertainment, and that everything is fully disclosed as required.



Key Point:

Do not offer any gifts or entertainment to government officials unless approved by our Government Affairs Office.

■ What if?

Q: David, one of our business development managers, works closely with Mr. Powers, a member of the board of directors for a charitable foundation that CH2M HILL supports. Mr. Powers is also an employee of the Public Works Department for one of CH2M HILL's municipal clients. David wants to invite Mr. Powers to join CH2M HILL's table for the Mayor's annual "State of the City" event, because the Foundation is very active in the municipality. Can he do it?

A: Entertaining a government employee, for whatever purpose, is subject to regulations of the agency for which your guest works and is addressed in CH2M HILL's [Gift and Entertainment Policy](#). Before extending an invitation, David should check with his supervisor and coordinate the matter with our regional Government Affairs Office to confirm that the invitation is allowed under relevant regulations.

We must also be very careful when offering or accepting gifts or entertainment to or from clients, suppliers, or government officials outside of the United States. At times, it may appear customary to provide such gifts. Laws governing the exchange of business courtesies vary from country to country and the penalties for violating these laws can be severe. For more information on gifts and entertainment of government officials, see the section in this document titled [Corrupt Business Practices](#). For special information on our policies and procedures with respect to non-U.S. Government officials, review our [Policy Against Transnational Bribery and Corrupt Practices](#).

**Key Point:**

Do not use CH2M HILL's name when participating in political activities without prior written approval from our Government Affairs Office.

Political Activities and Contributions

CH2M HILL encourages all employees to participate in the political process and to support candidates and causes of their choice. While individual employees can engage in politics without restrictions, CH2M HILL's political engagement is regulated by strict laws in every jurisdiction where we do business. These regulations dictate what the company can and cannot do. The regulations also often regulate what our officers, directors, and employees can and cannot do in the name of the company.

CH2M HILL's [Government Affairs Office](#) provides guidance on permitted political activities, and laws and regulations that apply to political contributions. All political contributions made at national, provincial, state or municipal levels, including contributions to political action committees (PACs), whether from corporate or personal funds made in connection with your employment at CH2M HILL, must be coordinated through our Government Affairs Office. CH2M HILL discourages employees from campaigning while at the office, unless such activities are company-sponsored. You should not use CH2M HILL's name in a political context without written approval from the Government Affairs Office.

What if?

- Q:** Phil, a civil engineer in our infrastructure group, would like to run for a council seat. It is a part-time commitment. Does he need to clear it with anyone at CH2M HILL first?
- A:** Although running for a public office is each employee's personal decision, CH2M HILL's Government Affairs Office would like to know about it for coordination purposes. Phil will need written permission from his supervisor (subject to CH2M HILL's Chief Legal & Ethics Officer's approval) to take on another job (public office) while continuing to work for CH2M HILL. If elected, he needs to be very careful about possible conflicts of interest, if CH2M HILL seeks work from the municipality where he is a public official.

**Key Point:**

All political contributions our employees make for CH2M HILL-sponsored causes are always voluntary and are never tied to compensation, increases, or promotions.

We encourage all employees to participate in our Political Action Committees (known as "PACs") and to make personal contributions to candidates and in support of issues important to CH2M HILL's business. All political contributions our employees make in support of candidates or ballot initiatives are voluntarily and are never reimbursed by CH2M HILL. Employees' decisions on whether to participate in PACs, or to engage in any political activities in support of issues important to CH2M HILL, have no bearing on their compensation or promotional opportunities. See CH2M HILL's [Political Contributions Policy](#).

Political contributions and political activities outside of the U.S. are often subject to even greater regulatory scrutiny, and must be coordinated with our Government Affairs team and the CH2M HILL Legal Department. See our [Political Contributions Policy](#) and [Policy Against Transnational Bribery and Corrupt Practices](#) for more information about political contributions outside the United States.

Lobbying Activities

CH2M HILL complies with all laws and regulations that govern our contacts with government officials in all jurisdictions where we do business. These regulations are often complex and require special expertise to ensure compliance. All lobbying activities, advocacy, and outreach to elected officials on behalf of CH2M HILL at the national, provincial, state and municipal levels must be coordinated through our Government Affairs Office. The Government Affairs Office maintains resources at regional levels that can assist you in planning, developing, and implementing your engagement strategies with the government. See our [Lobbying Disclosure Compliance Policy](#) for more information.

Key Point:

All lobbying activities must be coordinated through CH2M HILL's Government Affairs Office.

Relationship with the Supply Chain

Suppliers and subcontractors are a very important part of our business. We reasonably expect them to give us the best service, deliver the best products and materials, and provide us with the best value. We treat members of our supply chain fairly by using a transparent procurement process. We do not abuse our relationship with the members of our supply chain by seeking to gain an undue advantage. Our procurement practices encourage, and do not restrain, fair trade.

We never ask for gifts, entertainment, favors, or anything of value from our suppliers and subcontractors, and we are careful to comply with CH2M HILL's [Gifts and Entertainment Policy](#) when such courtesies are offered to us or members of our families. To do otherwise could create an appearance of a procurement process that lacks transparency and is not consistent with our core values. For more information on CH2M HILL policies on gifts and entertainment, see our Gifts and Entertainment section.

In selecting suppliers and subcontractors, CH2M HILL encourages and supports small, disadvantaged, women-owned, and minority-owned businesses.

Because the business practices of our suppliers and subcontractors impact our reputation and our business, we seek assurances that our suppliers and subcontractors comply with all laws and have policies to require such compliance. We also take steps to make sure that our suppliers and subcontractors have core values similar to those of CH2M HILL regarding business ethics, environmental sustainability, labor and employment, and fair-trade practices. See [Our Supply Chain Ethics & Business Conduct Principles and Supplement for U.S. Government Work](#).

Key Point:

We do not engage in any form of bribery, including offering or accepting kickbacks (a return of a portion of money paid under a contract, as a reward for the contract award).

What if?

Q: Wen Li is involved with procurement of goods and services for CH2M HILL. A supplier is trying to increase his share of CH2M HILL's business and is working to expand his relationship with Wen Li by inviting her to meals and sporting events. Wen Li enjoys the attention but wonders whether accepting it is appropriate. What should she do?

A: A strong relationship with a supplier is important to support our business. An occasional meal (provided it is not lavish) with a supplier's representative is not inappropriate. Accepting gifts or entertainment on a regular basis, however, is not acceptable, as it can create an appearance of an unfair procurement process and can discourage other interested suppliers from bidding for CH2M HILL opportunities. Accepting gifts and entertainment can also create a quid pro quo obligation that is not consistent with CH2M HILL's procurement practices and could violate anti-bribery laws. Wen Li should discuss the situation with her supervisor to determine what is appropriate.

Key Point:
 Treat and protect CH2M HILL assets as you would your own.



Key Point:
 Trade Secrets and Know-How are our intellectual property that provide us with competitive advantages. Keep it secret to protect it.

Protection of CH2M HILL's Assets

It is important that we work together to safeguard CH2M HILL property. It is up to each of us to protect our tangible and intangible assets. We use company assets responsibly and protect them from theft, damage, loss, and misuse.

Physical Assets and Technologies

CH2M HILL's facilities, equipment, vehicles, computers, electronic devices, and other physical assets may only be used for legitimate business purposes. While we may engage in limited personal use of CH2M HILL's communications systems, we may never use them to communicate discriminatory, harassing, or threatening messages. We may not use these systems to conduct work on behalf of others, whether or not that organization competes with CH2M HILL. Employees should have no expectation of privacy or confidentiality for any information that resides on or is processed through CH2M HILL computers, equipment, or communication systems. For detailed information, see our [Communication Systems and Technologies Policy](#).

Confidential Information and Non-Disclosure Obligations

CH2M HILL's confidential information is one of our most valuable assets. Confidential information is not publicly available and can take many forms, including business strategies, acquisition plans, project pursuit and teaming plans, and/or labor and pricing approaches. You may only use our confidential information for its intended purpose, and never for your own personal gain. During or after your employment with CH2M HILL, you may not reveal CH2M HILL's confidential information to others (including your new employer).

Intellectual Property Rights

Our intellectual property rights are our important assets. We bring valuable technologies, processes, and know-how to the work we do for our customers. We protect our intellectual property with patents, when appropriate, and we always reserve our intellectual property rights in our contracts. Unless CH2M HILL agrees otherwise, intellectual property developed by you while working for CH2M HILL is the property of the company. Our intellectual property may include tangible (drawings, specifications, client lists) and intangible (process testing methodologies, project management, know-how) property, and may be patented or copyrighted technology, or a trade secret. If you have a question about how to protect or manage our intellectual property, direct it to the [CH2M HILL Legal Department](#).

Software

To perform our work, CH2M HILL licenses commercial software developed by others. These licenses are subject to terms that we must honor. When using licensed software in your work, be aware of the license limitations of our software. We do not copy software licensed to CH2M HILL for home or other use, nor do we take copies with us when we leave CH2M HILL. We also do not use company equipment to violate copyright laws by illegally downloading or sharing intellectual property that belongs to others.

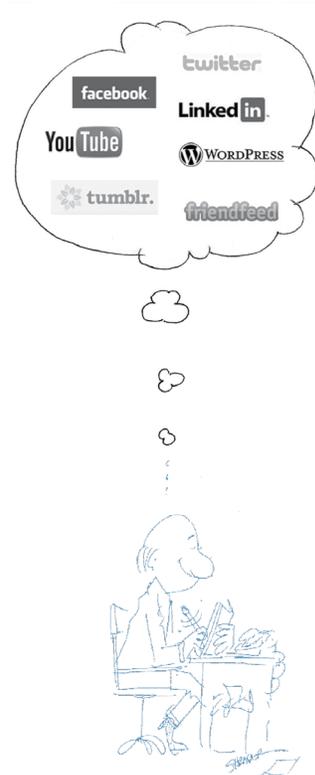
Social Networking

CH2M HILL encourages all employees to use social media to interact and share ideas, knowledge, and opinions inside and outside of the company. CH2M HILL uses social media platforms for employee communications, branding, business development, and public relations strategies. If you engage in a dialog on these platforms about CH2M HILL, we look to you to support CH2M HILL business objectives. Whether you use social media from your personal computer or company-owned equipment, during the work-day or on your own time, you may not engage in discriminatory or harassing communications or communicate company confidential information. CH2M HILL does not restrict employees' communications relating to working conditions or unionization. See our [Social Networking Policy](#) for more information on how employees can use social networking platforms.

Media and Other Inquiries

We are often contacted for comments about our company, our projects, our customers, or events that affect them. To provide complete and accurate information, only designated individuals may speak on behalf of CH2M HILL. If you are asked for information by an outside party (such as a journalist, financial analyst, or attorney), do not respond to these inquiries; direct them to our Director of Media and Public Relations in the Corporate Affairs Office. Avoid "off-the-record" comments. You should not respond to electronic inquiries (email, blogs), or post comments in public forums, including social media forums, which could be attributed to CH2M HILL. When speaking about our business at industry events, or on expert panels, be aware that what you say will be attributed to CH2M HILL and may be quoted by media without your knowledge or consent. As a private citizen, your opinions are your own, but as a CH2M HILL representative, you speak on behalf of our company and must be very careful not to negatively impact our business or our customers. Please see our [Policy on Relations with the Media](#) for additional information.

Direct all inquiries from lawyers, government investigators, or law enforcement officers to the [CH2M HILL Legal Department](#).



V. Respect for Clients and the Global Marketplace

“ We do not inherit the earth from our ancestors; we borrow it from our children. ”

— Native American proverb



Environment and Sustainability

As a responsible global corporate citizen, CH2M HILL has a strong commitment to sustainable development and the environment. Our projects provide long-term sustainable solutions for our customers and preserve our planet's natural resources for future generations.

Each of us must take personal responsibility for the effects CH2M HILL's actions have on communities where we live and work and on our planet as a whole. We are committed to Target Zero, which aims for zero negative environmental impact. CH2M HILL complies with environmental laws and regulations wherever we do business. Whenever possible, we exceed the requirements of such laws, seeking opportunities to apply sustainable development concepts to our work. We expect our partners and subcontractors to embrace the same commitment to environmental sustainability. We evaluate their environmental stewardship reputation and performance history before we agree to do business with them.

Antitrust and Competition Laws

CH2M HILL competes ethically on its merits, and in so doing deals honestly and fairly with our customers, competitors, and suppliers. We always follow procurement practices established by our clients. Antitrust and competition laws generally prohibit agreements between competitors such as bid rigging; inappropriate information sharing; price fixing; and market, customer, or territory allocations. Casual and informal information exchanges are also illegal if the intent is to corrupt the procurement process. If you find yourself in discussions with representatives of a competitor that appear to be about how you can work in concert to set prices, divide markets, or manipulate business opportunities, stop and seek immediate guidance from the [CH2M HILL Legal Department](#). Teaming or joint venturing with competitors in pursuit of project opportunities or markets generally is not a violation of antitrust and competition laws.

■ What if?

Q: Masao just learned that his business group and another business group in our company are chasing the same power project opportunity. Can both business units bid this job as long as they do not exchange information about the bids and submit bids through different legal entities?

A: CH2M HILL is a large company and, on occasion, different business units inadvertently target the same opportunity. Even if no information is exchanged, two CH2M HILL business units may not submit bids for the same project. This is an unacceptable business practice as it creates the perception of anti-competitive conduct. Different business groups can pool their resources and bid for the opportunity together.

“ There is a fine line between failure and success both in getting a project and doing a project. ”

— Jim Howland, *Little Yellow Book*

Corrupt Business Practices

At CH2M HILL, our employees do not offer bribes to secure business. We do not influence clients' procurement decisions through improper means.

Except in very unusual circumstances, CH2M HILL discourages use of agents to secure work. We usually avoid arrangements where fees are contingent on successful contract awards.

Because we perform extensive work for governments around the world, it is particularly important that we know about and comply with anti-corruption and procurement integrity laws in effect everywhere we do business. CH2M HILL has zero tolerance for those who violate the Foreign Corrupt Practices Act (FCPA), UK Bribery Act, CH2M HILL [Policy Against Transnational Bribery and Corrupt Practices](#), and local anti-corruption and procurement integrity laws. We expect our partners, agents, and subcontractors to embrace our zero-tolerance policy. CH2M HILL takes these violations very seriously and will terminate violators.

Refer to our [Policy Against Transnational Bribery and Corrupt Practices](#) for further information on proper conduct with non-U.S. Government officials.

Key Point:

There are no circumstances where we would offer anything of value to government officials (foreign or domestic) to obtain or retain business.

■ What if?

Q: CH2M HILL is pursuing a desalination project in India. We have great credentials for the project and are well positioned to win. Several other qualified teams are competing for this major opportunity. A politically connected local businessman (a former official in the government agency that will award the contract) offers to assist us to secure the project. He will be paid a substantial fee if we win. Can we hire this facilitator to help us?

A: While knowledgeable procurement consultants can, at times, be helpful to us in securing work, particularly with new customers in new markets, we must be very careful to make sure that this help does not involve corrupt practices. We must follow our [Engagement of Political Consultants Policy](#) and investigate the consultant's reputation before engaging him. We also must make sure that the consultant is briefed on CH2M HILL's expectations about integrity in the procurement process, and that he affirmatively agrees to comply with local laws and our [Policy Against Transnational Bribery and Corrupt Practices](#) before we can engage him. Finally, we must be sure that such engagement does not violate the client's procurement rules.

**Key Point:**

Sharing information about restricted technologies with foreign nationals may be prohibited even if the technology never leaves its country of origin. Clear with our Legal Department any information exchange with foreign nationals (even if they are CH2M HILL employees).

Trade and Export Controls

It is our policy to comply with all trade and export control laws of the countries where we work. If your work involves cross-border transactions, familiarize yourself with our [Export Control Compliance Policy](#). Export control laws are complex and you should work with the CH2M HILL Legal Department to address all questions.

Export Licensing

Transfer of certain technologies and information may require an export license. Review our [Export Control Compliance Policy](#) before transferring any of the following:

- Software and other technologies that we use in the design of facilities on U.S. military installations, strategic infrastructure (ports, airports), or security measures (for example, monitoring of water supply)
- Alloy metals, certain valves and pumps, gas turbine engine components, and components of nuclear power generation facilities
- Certain personal protective equipment used in security risk areas or nuclear remediation activities
- Transfer of restricted information or technologies to non-U.S. nationals in the U.S. or abroad
- Unexploded ordnance remediation technologies
- A project site visit for a non-U.S. national when the project uses restricted equipment or technologies

What if?

Q: Wayne is traveling on business outside the U.S. and needs to take his laptop. The laptop contains software that CH2M HILL used to design several major U.S. ports. The information is sensitive, but Wayne does not plan to disclose it to anybody on this trip. What should he do?

A: Wayne needs to contact the CH2M HILL [Legal Department](#) before taking restricted software on this trip. He may need to remove the software from his laptop or, if he needs the software for his work outside the U.S., we may have to obtain an export license before he can take this software abroad.

Boycotts

All of our business activities, even those outside of the U.S., and even those that do not involve U.S. persons, are subject to U.S. laws that prohibit participation in certain boycotts or other restrictive trade practices against countries that are “friendly” to the U.S. (for example, the Arab League boycott of Israel). Requests for boycott cooperation may appear in proposal materials or contract terms. Monitor requests for proposal that we receive for such requests and report them to the [CH2M HILL Legal Department](#). CH2M HILL will not abide by such requests and we must report them to the U.S. Government, even if we decide not to bid the project.

Sanctions

We are prohibited from doing business in certain countries and with certain individuals because of U.S. or U.K. trade sanctions and sanctions against certain countries. For an up-to-date list of these restrictions, contact the [CH2M HILL Legal Department](#).

Employees who violate trade and export control laws and policies put themselves and CH2M HILL in jeopardy. CH2M HILL takes such violations very seriously and will terminate violators.

Fair Treatment of Labor

As part of our commitment to the global community, we respect and protect the rights of those who work on our projects. We provide reasonable working conditions and fair wages. CH2M HILL has a zero-tolerance policy for the use of forced labor or other human trafficking practices and will not knowingly do business with subcontractors, business partners, or suppliers who do not have similar standards. If you become aware of any forced labor practice on any of our projects, report your concerns immediately to *The GuideLine*. For more information on human trafficking, see our [Policy Against Trafficking in Persons](#).

■ What if?

Q: Sasha is working on a construction project in North Africa. She notices that laborers on the project huddle as a group and shy away from others. When she speaks to them, through an interpreter, Sasha finds out that they were promised jobs in the hospitality industry but are now forced to work heavy construction. They also tell her that their “boss” took their passports and will not return them until the project is finished. Several of them want to go home. She learns that the group lives in small shacks with cots and no plumbing. Surprised and alarmed, Sasha wants to help. What should she do?

A: What Sasha learned is potentially a human trafficking situation involving involuntary servitude. Although Sasha may not have enough information to determine that this situation is indeed human trafficking, she should immediately report what she has observed to her supervisor and the [CH2M HILL Legal Department](#).

Community Relations

We encourage all employees to engage in the communities where they live and work. We have a robust charitable giving program that is coordinated by our Foundation and our [Community Investment Team](#). We carefully evaluate all community engagement opportunities to assess their fit with our corporate objectives, balancing available resources against benefits to CH2M HILL's interests. Use of CH2M HILL resources and facilities, and/or engagement in charitable drives during working hours or by using CH2M HILL communication technologies, should be discussed with and approved in advance by your supervisor.

Employment of Government Officials

The governments of many countries, states, provinces, and municipalities have rules about private companies employing current or former government officials. Regulators often require that outgoing government officials avoid working for industries they regulated for a period of years after leaving government service. It is CH2M HILL's policy to comply with all restrictions on employment of government officials. If you are contacted by a government employee about potential employment opportunities with CH2M HILL, refer the matter to the OneHR Director for your business unit. If you have questions or concerns about hiring current or former government officials, direct them to the CH2M HILL Legal Department. For additional information about employment of former, current, or outgoing U.S. Government officials, refer to the [Special Considerations When the U.S. Government is our Client](#) section of these Principles.

Key Point:

Never engage in discussions of possible employment opportunities with any government officials while bidding on work for agencies where they work.

■ What if?

Q: Rafael spent the last 3 years as a high-ranking official for the U.S. Department of Energy. He is stepping down from his role and wishes to return to the private sector. Rafael calls Deryl (a senior marketing VP in CH2M HILL's Energy Group, whom he met on many occasions in Washington, D.C.) about employment opportunities with CH2M HILL. Deryl believes that Rafael's experience would be very valuable to CH2M HILL in securing work. Can Deryl invite Rafael to join CH2M HILL?

A: The U.S. Procurement Integrity Act (PIA), among other laws, controls when and how U.S. Government officials may solicit or accept future employment opportunities with contractors who compete for business they oversee. Deryl should discuss the matter with his OneHR Director and contact the [CH2M HILL Legal Department](#) to make sure that our relationship with Rafael complies with all relevant legal requirements.



Key Point:

CH2M HILL employees are never asked to breach their confidentiality obligations.

Confidential Information of Clients, Suppliers, and Partners

We protect confidential information that belongs to our customers, suppliers, subcontractors, and joint venture partners. If through your work at CH2M HILL you become aware of confidential information of others, you may not disclose it to unauthorized persons, or use it for unintended purposes. This confidentiality obligation continues even after your employment with CH2M HILL ends. You may never use such confidential information for your own personal gain.

Competitive Information

We do not need our competitors' confidential information in order to be successful. We must never ask co-workers to reveal information about former employers, customers, or business partners, if this disclosure violates obligations of confidentiality.

If you possess proprietary competitive information from your prior employer that is relevant to your work at CH2M HILL, do not disclose the information. If you have any concerns that the knowledge you have may influence the work you are doing for CH2M HILL, discuss the situation with your supervisor so you can work together to address this conflict of interest. If information you have from a prior employer may undermine (or create an appearance of undermining) the integrity of our client's procurement, we will reassign you to another opportunity in the Company.

■ What if?

Q: CH2M HILL is bidding against a competitor on a new liquid waste remediation project. Alexa's supervisor asks her for information about the competitor's bidding strategy and pricing, because before joining CH2M HILL, Alexa was a part of the competitor's pursuit team for the same project. Alexa has information that could be useful to CH2M HILL, but is not sure whether it would be ethical to share the information. What should she do?

A: Alexa should not share the information and should ask the supervisor whether it is a conflict for her to participate on CH2M HILL's project pursuit team. If she has any concerns about the supervisor's reaction or if she believes there is a conflict of interest that her supervisor does not see, Alexa should call *The GuideLine* for assistance.

Accurate Record Keeping

Accuracy of our business records is essential. Accurate reporting of our revenues is imperative to meet our obligations to our shareholders and to the securities regulators such as U.S. Securities and Exchange Commission and U.K. Financial Services Authority. We must record our time charges, expenses, project and cost information, mandatory training, and health and safety incidents accurately and timely. Falsification, fabrication of our business records, or intentional inaccurate revenue reporting contradict our core values and may be illegal. These actions may result in penalties for the individual involved and CH2M HILL.

Accurate Financial Reporting

CH2M HILL is a publically registered and reporting company and is subject to many financial and internal controls regulations of the U.S. Securities and Exchange Commission and U.K. Financial Services Authority. CH2M HILL securities are also subject to financial reporting regulations of several countries outside of the United States and United Kingdom because they are held by employees resident in these countries. We disclose our financial conditions accurately and timely on a quarterly and annual basis. Our senior executive and financial officers abide by a strict [Ethics Code for Senior Executives and Financial Officers](#). Report any concerns about accounting or auditing irregularities to our Chief Financial Officer, Chief Legal & Ethics Officer, or any member of CH2M HILL's Board of Directors.

Insider Trading

As part of our work, we may come across information about CH2M HILL, our customers, or our business partners that is not available to the public at large (or to other employee-shareholders). It is illegal to buy or sell stock if you have material, non-public information. Carefully consider every transaction you make in CH2M HILL's Internal Market or public securities market to ensure that you are not making your trading decisions based on material, non-public information. All our senior executives and other employees who may be involved in significant transactions are required to pre-clear their sales or purchases of CH2M HILL stock (including stock option exercises) as provided in our [Insider Trading Policy](#).

Because of the unique nature of CH2M HILL's Internal Market, we take care to disclose relevant and material information about our projects and important developments with all our shareholders. Most employee-shareholders, therefore, can participate freely in our Internal Market without concern that they have "inside" information that is not otherwise available to others. On occasion, you may find that you are in possession of material, non-public information (for example, a pending acquisition or a major project win) that could prevent you from participating in the Internal Market until such information becomes public. The [CH2M HILL Legal Department](#) will notify you of such situations. If you have questions about whether you may be in possession of material information please call *The GuideLine* or the [CH2M HILL Legal Department](#) before executing trades in CH2M HILL securities.



Key Point:

Material, non-public information is information that has not been publicly disclosed and has the potential to influence stock value or a decision to buy, sell, or hold a stock.

■ What if?

Q: Through his work on a new project, Miguel learns about a process recently developed by one of CH2M HILL's business partners, a publicly traded company. Miguel is planning to buy stock in the company before this information becomes public and the company's stock price goes up. Can he do so?

A: Miguel may not trade in our partner's securities because through his employment at CH2M HILL he holds material, non-public information. If he buys stock in CH2M HILL's partner company, he will be violating securities laws and CH2M HILL's policy.



Government Inquiries

If a representative of a government agency asks that you take part in an investigation of CH2M HILL or an employee, we must always cooperate with these requests. Seek immediate assistance from the CH2M HILL Legal Department if you become aware of any government inquiries. We must be forthright and, at no time may we conceal, alter, or destroy any requested records or information in anticipation of such an inquiry. We must never attempt to influence the results of an investigation or an audit. For information on how to respond to subpoenas or investigation requests, refer to our [Responding to Government Inquiries Policy](#). For further information about our procedures in this area, please contact your supervisor, your onsite manager, or the [CH2M HILL Legal Department](#).

Record Retention and Destruction

Our record retention and destruction practices reflect legal requirements and our internal control procedures. If you are notified that documents in your possession are relevant to litigation, investigation, audit, or a regulatory inquiry, follow the guidelines set forth in the notification. Do not alter or conceal any document covered by the notification. For information about records retention and destruction procedures, see our [Records Retention and Destruction Policy](#) and direct all your questions to the Records Custodian who supports your business unit. If you have questions or concerns about our record retention or destruction processes please reach out to *The GuideLine*.

VI. Special Consideration When the U.S. Government is our Client

“ Rules are for everyone. ”

— Jim Howland, *Little Yellow Book*

Key Point:

All work for the U.S. Government must be performed through specially designated legal entities and with assistance from our Federal Contract Administrators.

One of our largest customers is the U.S. Government. The work we do for the U.S. Government varies in type and location, but the additional requirements that we must observe while doing this work do not vary. CH2M HILL has significant systems, procedures, practices, and controls to ensure these mandatory requirements are observed. CH2M HILL performs work for the U.S. Government only through legal entities that are dedicated to U.S. Government work and other work financed with U.S. taxpayers funds. For information on how to contract this work, refer to our [Federal Contract Legal Entity Selection Policy](#).

When working on U.S. Government contracts, make sure you understand the special, often much stricter requirements that govern this work. Our policy is to always involve Contract Administrators on all U.S. Government work because their special training and experience is critical to do this work correctly. For more information please see our [Role of Contract Administrators on U.S. Federal Government Proposals, Prime Contracts, and Subcontracts Policy](#).

The following is a summary of a few key laws, regulations, and concepts that apply to the procurement and delivery of U.S. Government work. This summary does not attempt to be exhaustive. Before engaging in the procurement or delivery of work for U.S. Government clients, refer to CH2M HILL's [Procurement Policies and Procedures Manual](#).

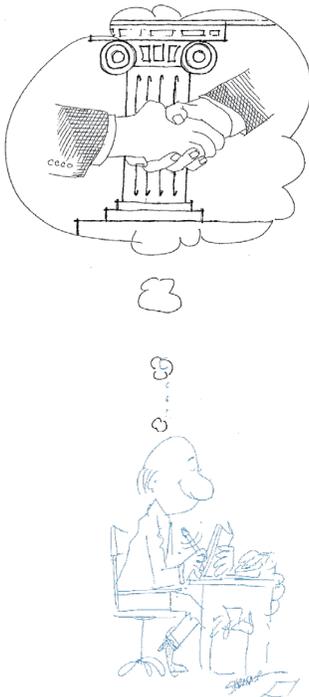
Timekeeping

Employees of legal entities performing work for the U.S. Government must follow our established time reporting practices in order to comply with the requirements of our U.S. Government contracts.

Accurately reporting time worked on each project is important to keep track of our time and labor charges and to effectively and accurately capture project costs. U.S. Government time charging rules are straightforward and apply to all hours worked whether you are charging a client or an overhead number:

- Record all hours worked daily
- Do not average your time between days or projects
- Always charge correct projects for time worked
- Do not allow others to change or enter time for you in our timekeeping system—it is your personal responsibility.

If you have any questions about time charging or have concerns on how time may be charged on a U.S. Government project, ask your supervisor, refer to CH2M HILL's [Time Reporting Policy](#), or consult *The GuideLine*.



■ What if?

- Q:** Elena is working on one of CH2M HILL's U.S. Government projects. She records her time daily based on hours worked each day. When she totals her time on the project for the week, she worries that she should have accomplished more in 50 hours. To look more efficient, she charges only 40 hours. Elena reasons this only makes her look better, helps the client, and will not hurt anyone. Is she right?
- A:** Federal Acquisition Regulation and other laws that govern U.S. Government work require accurate time and record keeping. It is imperative to record all time worked when working for the U.S. Government. While Elena may think that her practice is helpful, she is hurting CH2M HILL and our U.S. Government client by providing an inaccurate picture of the staff and time needed for a project.

U.S. Government Contract Procurement

The following laws, regulations, and general principles are important when competitively bidding, negotiating, or performing U.S. Government projects.

Federal Acquisition Regulation (FAR)

FAR is the principal set of rules that governs the U.S. Government contracts procurement process, including how U.S. Government contracts are solicited, negotiated, awarded, and performed; how contractors account for their costs; and how U.S. Government projects are documented and audited. Our Contract Administrators are well versed in FAR and you should always rely on them to assist you with FAR compliance.

Truth in Negotiations Act (TINA)

TINA requires U.S. Government contractors to provide accurate project cost and pricing information to support procurement negotiations and evaluations. Contractors must certify that information provided to the U.S. Government is accurate, current, and complete. Complete TINA training before participating in any project procurement negotiations with U.S. Government clients.

Procurement Integrity Act (PIA)

PIA and other U.S. laws mandate ethical conduct rules for U.S. Government officials and U.S. Government contractors. PIA prohibits U.S. Government employees from soliciting or accepting (and U.S. Government contractors and their representatives from offering) future employment, gifts, gratuities, or entertainment as a quid pro quo for contract awards. PIA also prohibits unauthorized disclosure or solicitation of U.S. Government information developed by government agencies, or competitor proprietary information for contract procurement purposes.



Key Point:

U.S. Government Procurement Integrity Act and Truth in Negotiations Act training are available through CH2M HILL University and must be completed before you can participate in any U.S. Government procurements.

■ What if?

Q: Priya is working on a large environmental remediation procurement for the U.S. Environmental Protection Agency (EPA). During the contract clarification phase, she receives an unsolicited email that appears to contain a confidential EPA internal evaluation of a competing bid. Priya believes that the memo may contain valuable information that could help us win the contract. What should Priya do?

A: As soon as Priya realizes the confidential nature of the memo, she should stop reading it, notify her supervisor, and contact the [CH2M HILL Legal Department](#). Priya should take every precaution to keep the memo secured to make sure that nobody has access to it, and should follow instructions from the Legal Department on its disposition. Use of confidential information from a government agency for contract procurement purposes is illegal, may taint the procurement process, and may result in our disqualification for this and other U.S. Government work.

Organizational Conflicts of Interest

Organizational Conflicts of Interest (OCIs) arise when our work for one client may provide us with an unfair advantage, or impact our objectivity, about a project we may perform for a U.S. Government client. Before engaging in any work that may result in a real or perceived OCI with a U.S. Government client, consult the CH2M HILL Legal Department. U.S. Government OCI rules are very strict, and even an inadvertent violation may result in sanctions.



Key Point:

Organizational conflicts of interest are not unique to our work for U.S. Government clients; they can occur just as often when we work for commercial clients.

■ What if?

Q: Carol is a project manager for our water business group. Her team has an opportunity to bid on a wastewater treatment plant that will be funded by the U.S. Government. She learns that several years ago a different CH2M HILL team developed the master infrastructure plan for the municipal client that will award the project. Carol sees this as an opportunity to have an inside track to win the project. Is she right?

A: U.S. Government-funded projects are subject to strict OCI rules. Carol should consult with the CH2M HILL Legal Department on whether our prior work for the municipality will create an OCI. Most likely, she will be asked to disclose CH2M HILL's prior engagement on the project. Full disclosure is always the best way to avoid negative consequences in an OCI situation and failure to disclose may result in our disqualification for this and other U.S. Government work.

U.S. Government Project Delivery

The following laws, regulations, and general principles are important when delivering U.S. Government projects.

Reasonable and Unallowable Costs

When working on U.S. Government projects, every effort should be made to capture all project costs. Some costs, even when accurately recorded, cannot be billed to a U.S. Government client. For example, merger and acquisition-related costs, political contributions, costs of lobbying activities, or cost of alcohol consumed with meals, cannot be charged to U.S. Government clients either directly or indirectly, nor can they be included in our overhead rates.

When working for the U.S. Government, we must be extremely careful not to charge any inappropriate or unreasonable costs to this client. We must strictly comply with U.S. Government regulations, and only charge costs allowable for reimbursement under a project. If you are working on a U.S. Government project, familiarize yourself with the relevant FAR on allowable costs for the project, and check with your project manager or contracts administrator if you have questions.



Key Point:

Regulatory restrictions on gifts and entertainment for government officials apply enterprise-wide and our compliance is based on the aggregate giving, not on individual transactions.

Gifts and Entertainment for Government Officials

U.S. Government employees are often prohibited from accepting any gifts or entertainment from contractors. U.S. Government employees are required to disclose any gifts or entertainment received from contractors because such gifts may be seen as influencing their impartiality. Before offering anything of value to U.S. Government employees, check with our [Government Affairs Office](#) or the [CH2M HILL Legal Department](#).

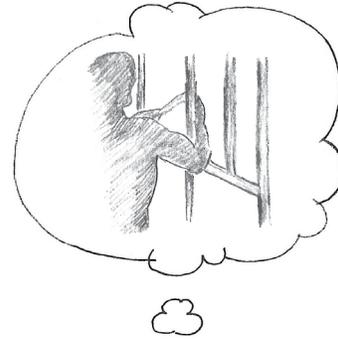
For more information about our gifts and entertainment policies, see Gifts and Entertainment section and our [Gifts and Entertainment Policy](#).

■ What if?

- Q:** Gloria works very closely with her contracting officer (CO) on a complex project. She wants to cement her relationship with the CO and invites him and his spouse to a popular restaurant. The CO likes working with Gloria but politely declines citing disclosure and cumbersome paperwork requirements. As an alternative, Gloria invites the CO to her home for a BBQ. Is it permissible?
- A:** U.S. Government employees must maintain impartiality to preserve the integrity of U.S. Government contracts. Dining in a contractor representative's home might give the appearance of an improper relationship; Gloria should not make such invitations.

Human Trafficking and U.S. Government Work

The U.S. Government has a zero tolerance policy for its contractors and their employees supporting, directly or indirectly, trafficking in persons, procurement of commercial sex acts, or use of forced labor (collectively known as “human trafficking”). CH2M HILL shares our clients’ intolerance for human trafficking practices. See our [Policy Against Trafficking in Persons](#), which addresses our commitment to not to participate in human trafficking and to vigilantly guard against the use of involuntary labor on all of our U. S. Government and other projects.



Intellectual Property

Intellectual property developed by us under U.S. Government contracts belongs to the U.S. Government. Report all intellectual property developed under U.S. Government contracts and, always properly account for all related research and development costs.

False Claims Act (FCA)

The FCA helps the U.S. Government to surface waste and abuse of government property and resources by inviting taxpayers to report such violations and even file lawsuits against U.S. Government contractors. FCA covers any improper claim for payment under a contract with the U.S. Government. The financial consequences of a FCA violation can be very large (sometimes three times the amount of any wrongful claim), and even without intent to defraud the U.S. Government you can have FCA liability. Improper charges by our subcontractors may result in CH2M HILL FCA violations. Always follow U.S. Government contracting procedures, contract payment provisions, and applicable FAR guidance when requesting payment or dealing with possible overpayment for U.S. Government work.



Contingent Fees

Federal law and CH2M HILL policy prohibit the payment of contingent fees for soliciting or obtaining U.S. Government contracts. Violations of the contingent fee prohibition may result in rejection of a contractor’s proposal, annulment of a tainted contract, refund to U.S. Government of all amounts paid under the tainted contract, and suspension or debarment from future U.S. Government work. Before engaging any consultant to assist with our business development activities for the U.S. Government or U.S. Government-funded work, consult with the [CH2M HILL Legal Department](#).

Key Point:
 Paying fees contingent on award of U.S. Government work is against our policies and often is against the law.



Anti-Kickback Act (AKA)

The AKA prohibits CH2M HILL and our employees from accepting, soliciting, or offering kickbacks to secure U.S. Government work. It also prohibits inclusion of kickbacks into the contract price of any U.S. Government prime or sub contract. Violation of the AKA may result in criminal sanctions, fines and imprisonment, and significant civil penalties against CH2M HILL and individuals involved. It also can result in suspension or debarment of CH2M HILL from doing U.S. Government work. CH2M HILL and our employees do not engage in kickbacks in connection with U.S. Government or any client's work.

Protection for Whistle-Blowers

Many U.S. Government regulations (including, without limitation, 10 U.S.C. section 2409, as described in subpart 203.9 of the Defense Federal Acquisition Regulations) provide special protections to U.S. Government contractors' employees, as well as other citizens, who report violations of the FAR, DFAR or any other laws or regulations that govern U.S. Government work. If you have concerns regarding CH2M HILL's compliance with laws and regulations, including how CH2M HILL uses U.S. Government resources, contact *The GuideLine*. CH2M HILL never retaliates against those who report concerns in good faith.

This protection specifically prohibits CH2M HILL or our subcontractors working on Department of Defense projects from discharging, demoting or otherwise discriminating against an employee as a reprisal for reporting to a Member of Congress, Inspector General, the Government Accountability Office, a DoD employee responsible for contract oversight or management, an authorized official of the Department of Justice or other law enforcement agency, a court or grand jury, the CH2M HILL Ethics and Compliance Department, the CH2M HILL Legal Department or a manager or supervisor any information that one may reasonably believe is evidence of gross mismanagement of a DoD contract, a gross waste of DoD funds, an abuse of authority relating to a DoD contract, a substantial and specific danger to public health or safety, or a violation of law, rule or regulation related to a DoD contract (including the competition for or negotiation of a contract).



Key Point:

Those who use *The GuideLine*, our confidential hotline, to report violations of laws or policies help protect our reputation by helping us identify and rectify isolated instances of waste and abuse.

Mandatory Disclosure of Violations

When working on U.S. Government projects, CH2M HILL is required to promptly disclose to the U.S. Government any circumstances where we have credible evidence that we violated applicable law or received overpayment. If you have reason to believe that we violated laws or received overpayment, promptly disclose your concerns to your project manager and refer the matter to the CH2M HILL Legal Department. Based on your report and an investigation, CH2M HILL will make a determination whether we have a disclosure obligation. CH2M HILL requires all of our senior employees involved in our U.S. Government business (principals) to annually certify whether they are aware of any circumstances that require disclosure. Failure to make timely notification to the U.S. Government of violations of laws or receipt of overpayment may result in termination of our U.S. Government contract, and/or suspension or debarment from doing U.S. Government work. Incorrect certification to CH2M HILL about violations of laws or overpayment known to you may result in termination of your employment.

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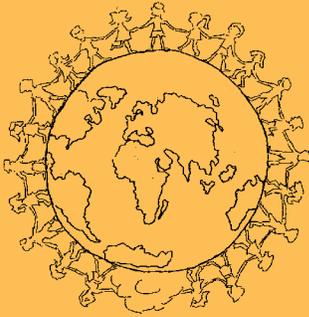
Fax: +720.286.9250

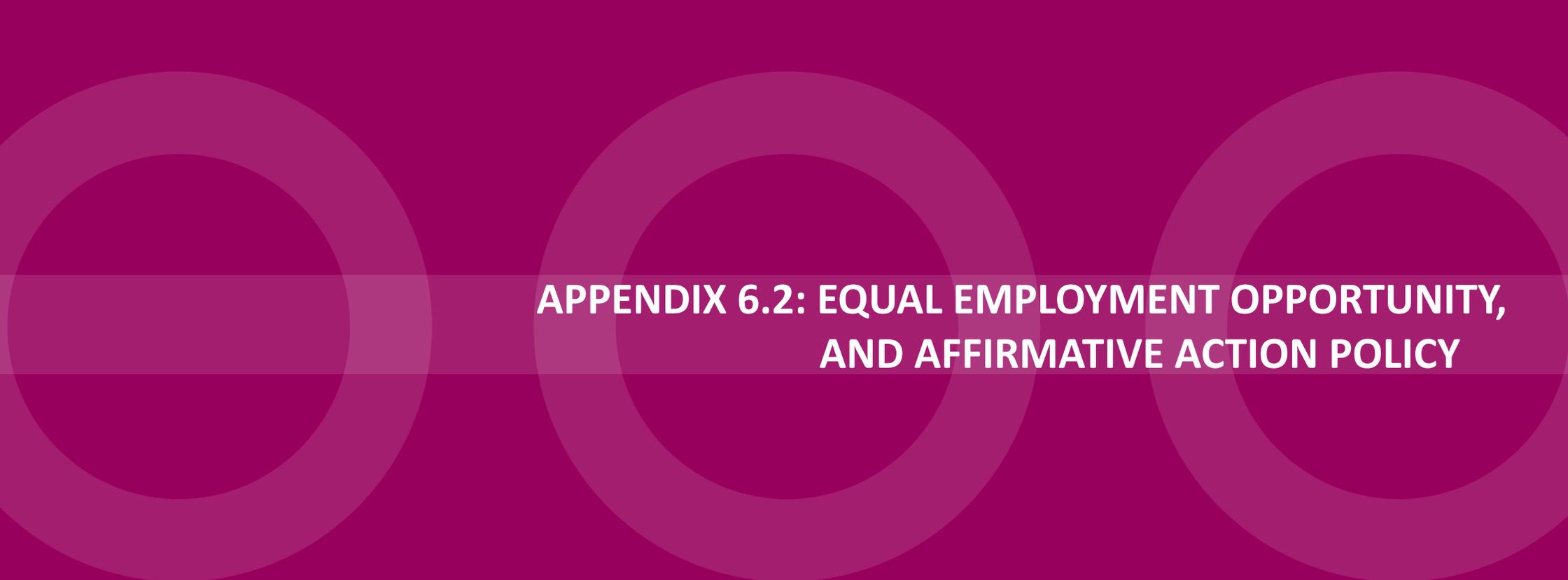
The GuideLine:

+1-866-924-4843 (+1-TO-MY-CH-GUIDE)
(within the U.S. or Canada)

+1-720-286-4843
(outside North America)

www.reportlineweb.com/ch2mhill





**APPENDIX 6.2: EQUAL EMPLOYMENT OPPORTUNITY,
AND AFFIRMATIVE ACTION POLICY**



Policy Number: 812

Category: Human Resources

U.S. Equal Employment Opportunity, Affirmative Action, and Title VI Policy

Revision: 5

Effective Date: November 18, 2015

Global Human Resources

Policy Owner: Enterprise Services Director

PURPOSE

The intent of the U.S. Equal Employment Opportunity, Affirmative Action, and Title VI Policy (“this Policy”) (Policy 812) is to ensure compliance with U.S. federal and state laws regarding equal opportunity and affirmative action, and to reaffirm CH2M’s commitment to this Policy of non-discrimination and affirmative action.

POLICY

Nondiscrimination

It is the policy of CH2M to ensure equal employment opportunity to all job applicants and employees, and to make employment-related decisions based upon qualifications and abilities without regard to: (1) race, (2) color, (3) creed, (4) religion, (5) sex, (6) national origin, (7) age, (8) disability, (9) veterans’ status, (10) sexual orientation, (11) citizenship, (12) gender identity, (13) genetic information, (14) marital status, and (15) any other status protected by law. CH2M shall recruit, hire, assign, transfer, promote, train, compensate, provide benefits, and administer programs without consideration of these differences. CH2M will provide a work environment free from discrimination and harassment based upon any of these protected differences.

Title VI – Individuals and Subcontractors

CH2M is committed to complying with the regulations of Title VI of the Civil Rights Act of 1964, as amended, and other nondiscrimination laws and authorities that include regulations relative to nondiscrimination in federally assisted programs of the Department of Transportation (DOT), Title 49, Code of Federal Regulations (CFR), and the Federal Highway Administration’s Title 23, CFR 200. CH2M will not discriminate against any person on the basis of race, color, national origin, sex, age, disability, or low-income status.

In addition, CH2M will not discriminate on the grounds of race, religion, color, sex, national origin, age, or disability in the selection and retention of subcontractors, including in the procurements of materials and leases of equipment, and will not participate either directly or indirectly in the discrimination prohibited by 49 CFR, Part 21.5.

In all solicitations, either by competitive bidding or negotiation made by CH2M for work to be performed under a CH2M subcontract, including for procurements of materials or equipment, each potential subcontractor or supplier shall be notified of its obligations under the contract and the CFR relative to nondiscrimination on the grounds of race, color, national origin, sex, age, disability, and low income status. CH2M will include the necessary provisions in every subcontract, including for procurements of materials and leases of equipment, unless such subcontract is exempt by the CFR (or directives issued pursuant thereto) from such provisions.

CH2M will ensure nondiscrimination and equal employment opportunity in all programs and activities in accordance with Title VI of the Civil Rights Act of 1964, as amended.

Valuing Diversity and Inclusion

In all respects, CH2M is committed to valuing diversity. Embracing differences provides dignity and worth to each of CH2M's employees and promotes an environment in which all employees are free to realize their full work potential and meaningfully contribute to the fulfillment of CH2M's goals. Moreover, part of CH2M's success depends on the utilization of a qualified and diverse workforce because the diverse perspectives and backgrounds that exist within CH2M provide a competitive advantage in the marketplace.

Affirmative Action

Furthermore, CH2M shall affirmatively seek out qualified minorities, women, disabled individuals, and protected veterans for hire and promotion as opportunities arise. CH2M is firmly committed to the advancement of these individuals at all levels of management and decision-making positions.

EXCEPTIONS

None.

APPLICABILITY

This Policy applies to all U.S. employees of CH2M legal entities and their U.S. subsidiaries, business units, and controlled affiliates, including partnerships, limited liability companies, corporations, and joint ventures where CH2M has a majority ownership position or exercises management control.

RESPONSIBILITIES

Responsibility for compliance with this Policy rests with every CH2M director, officer and employee.

Questions

If you have any questions regarding this Policy, please contact [EmployeeConnect](#).

REFERENCES

None.



**APPENDIX 6.3: DISABILITIES AND REASONABLE
ACCOMMODATION POLICY**



Policy Number: 804

Disabilities and Reasonable Accommodation Policy

CATEGORY: Human Resources
 REVISION: 3
 EFFECTIVE DATE: November 11, 2014
 POLICY SPONSOR: OneHR Leadership Team

PURPOSE

To ensure that CH2M HILL or (“the Company”) complies with Americans with Disabilities Act (“ADA”) as amended by the ADA Amendments Act of 2008 (“ADAAA” or “Amendments Act”), requiring equal employment opportunities for individuals with Disabilities.

POLICY

Nondiscrimination

It is the Policy of CH2M HILL to ensure equality of opportunity to all Qualified Individuals as defined below. This Policy applies to all employment-related decisions including recruitment, advertising, job application procedures, hiring, promotion, demotion, transfer, lay-off, job terminations, compensation, training, and assignments. Additionally, CH2M HILL will comply with the Genetic Information Nondiscrimination Act of 2008 (GINA), which prohibits employers and other entities covered by GINA Title II from requesting or requiring genetic information of employees or their family members.

CH2M HILL’s Commitment to Equal Opportunity in Employment

As part of its commitment to eliminate discrimination based upon Disability, CH2M HILL will work to remove physical, architectural, or communication barriers impeding equal employment opportunities for Qualified Individuals, unless to do so would cause CH2M HILL Undue Hardship or the individual poses a Direct Threat of harm to themselves or others. Every manager and employee is expected to conduct him or herself in accordance with this commitment. In addition, all employees and managers should promote an environment that respects each employee’s dignity, worth, and opportunity to realize his or her full work potential.

Definitions

- **Direct Threat** – A significant risk of substantial harm to the health or safety of the individual or others that cannot be eliminated or reduced by Reasonable Accommodation. The determination that an individual poses a Direct Threat shall be based on CH2M HILL’s individualized assessment of the individual’s present ability to safely perform the essential functions of the job. CH2M HILL may exclude from employment or restrict the employment of those individuals with Disabilities who would pose a Direct Threat of harm to themselves or to others.
- A person who has a **Disability**:
 - Has a physical or mental impairment that substantially limits one or more Major Life Activities
 - Has a record of such an impairment
 - Is regarded as having such an impairment
- **Major Life Activities** - Include, but are not limited to, breathing, standing, reaching, thinking, reading, hearing, seeing, speaking, learning, sleeping, sitting, and major bodily functions such as normal cell growth, bowel, brain, bladder, blood, digestive, and skin. These lists are not exhaustive.
- **Mitigating Measures** - Include, but are not limited to, the following: medications, medical supplies, equipment, or appliances, low-vision devices (defined as devices that magnify, enhance, or otherwise augment a visual image), prosthetics including limbs and devices, hearing aid(s), and cochlear implant(s) or other implantable hearing devices, mobility devices, oxygen, therapy equipment, and supplies; use of assistive technology; Reasonable Accommodations or auxiliary aids or services; learned behavioral or adaptive neurological modifications or psychotherapy, behavioral therapy, or physical therapy. However, Mitigating Measures do not include ordinary eyeglasses or contact lenses that are intended to fully correct visual acuity or to eliminate refractive error.

Mitigating Measures will be taken into account when determining whether an individual is a Qualified Individual or a Direct Threat.

- **Qualified Individual**– An individual with a Disability who satisfies the requisite skill, experience, education, and other job-related requirements of the employment position such individual holds or desires and, with or without Reasonable Accommodation, can perform the essential functions of such position. This definition does not include individuals currently engaging in the illegal use of drugs, when CH2M HILL acts on the basis of such use.
- **Reasonable Accommodation** – Any modification or adjustment to a job, job schedule, or the work environment that will enable a qualified candidate or employee with a disability to participate in the application process or to perform essential job functions, or enjoy other benefits and privileges of employment as are enjoyed by other similarly situated employees without a Disability. However, CH2M HILL is not required to provide a Reasonable Accommodation if doing so would impose an Undue Hardship on the Company or pose a Direct Threat to the health or safety of the individual or others.

A Reasonable Accommodation may include, depending on the circumstances and by way of example only, the following:

- Making existing facilities readily accessible and usable by individuals with Disabilities; job restructuring or modified work schedules; reassignment to a vacant position; acquisition or modification of equipment or devices; appropriate adjustment or modification of examinations, training materials or policies; or the provision of interpreters.
- **Regarded As** – An individual has been subjected to an action prohibited by the ADA, as amended, because of an actual or perceived impairment that is not both “transitory and minor.”
- **Undue Hardship** – Accommodation is not required if it imposes an Undue Hardship on CH2M HILL. Undue Hardship, with respect to the provision of a Reasonable Accommodation, refers to significant difficulty or expense incurred by the Company in light of several factors including, but not limited to: the nature and cost of the accommodation needed in relation to the size, resources, nature, and structure of the Company’s operations. CH2M HILL will assess whether a particular Reasonable Accommodation would cause an Undue Hardship on a case-by-case basis.

Requesting an Accommodation

CH2M HILL must provide Reasonable Accommodation to a Qualified Individual with a known Disability. This requirement generally will be triggered by a request from an individual with a Disability. However, an individual’s representative may ask, on the individual’s behalf (verbally or in writing), a manager/supervisor or Human Resources Delivery Partner for an adjustment or change at work or the application process because of a Disability. If the individual does not request an accommodation the Company is not obligated to provide one, except where an individual’s known Disability impairs his/her ability to know of or effectively communicate a need for an accommodation that is obvious to CH2M HILL.

Interactive Process for Determining Appropriate Reasonable Accommodation

To determine the appropriate Reasonable Accommodation, if any, it may be necessary for CH2M HILL to initiate an interactive process with the individual in need of the accommodation. CH2M HILL and the individual must participate in the interactive process (i.e., an ongoing dialogue) in good faith and communicate directly, so as to work towards the shared goal of identifying an effective Reasonable Accommodation. The individual must respond to reasonable requests for information in a timely manner. It is important to note that the Company is not required to provide a Reasonable Accommodation to an individual who meets the definition of disability solely under the “regarded as” definition of Disability.

Time Frame for Processing Requests and Providing Accommodations

CH2M HILL will process requests for Reasonable Accommodation and then provide accommodations, where they are appropriate, in as short a time frame as reasonably possible. However, the time necessary to process a request will depend on the nature of the accommodation requested and whether it is necessary to obtain supporting information.

Confidentiality

Medical information obtained in the course of the pre-employment, post-employment or interactive process will be kept confidential and will be disclosed only on a restricted, need-to-know basis and as otherwise permitted or required by law.

Reporting Suspected Violations and No Retaliation:

CH2M HILL will not tolerate retaliation or reprisal against any employee for having reported suspected violations of this Policy. Employees are encouraged to report any suspected violations of this Policy to their Human Resources Partner (available on VO), or any appropriate Company manager or supervisor. Employees may also contact:

- The employee’s supervisor or line management at any level unaffected by the violation
- The employee’s Human Resource Delivery Partner
- The OneHR Employee Relations Director

- The Legal Department
- The GuideLine
 - 1-866-924-4843 (U.S. and Canada)
 - 1-720-286-4843 (worldwide)

Online at: <https://guideline.ch2m.com/>

External Complaint Process

Any employee or applicant who believes s/he has been the subject of discrimination based on Disability may choose to file a complaint with a federal agency (e.g., the Equal Employment Opportunity Commission) or any other state or local agency.

EXCEPTIONS

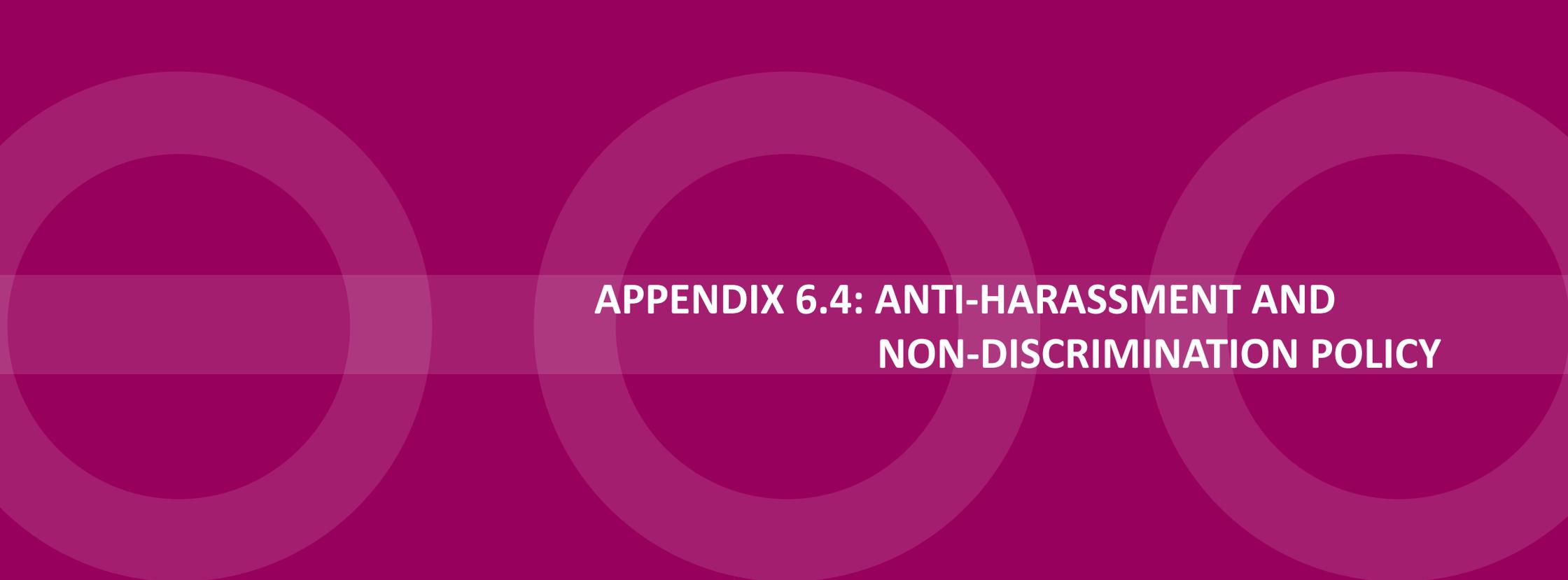
None

APPLICABILITY

This Policy applies to CH2M HILL, its subsidiaries, business units, and controlled affiliates, including partnerships, limited liability companies, corporations, and joint ventures where CH2M HILL has a majority ownership position or exercises management control.

RESPONSIBILITIES

Executive leadership, market presidents, business unit leaders, and OneHR Leaders are responsible for ensuring the Company and employee compliance with the requirements of this Policy. It is also the responsibility of CH2M HILL and its employees to comply with this Policy. If you have any questions regarding this Policy, please contact your Human Resources Delivery Partner.



**APPENDIX 6.4: ANTI-HARASSMENT AND
NON-DISCRIMINATION POLICY**



Policy Number: 805

Anti-Harassment and Non-Discrimination Policy

CATEGORY: Human Resources
 REVISION: 5
 EFFECTIVE DATE: November 11, 2014
 POLICY SPONSOR: OneHR Leadership Team

PURPOSE

Ensure, promote, and maintain a work environment free from all forms of harassment and discrimination, preventing harassment and discrimination through education of employees, and encouraging employees and supervisors to report concerns or complaints.

POLICY

Harassment- and Discrimination-Free Environment

CH2M HILL's policy is to ensure, promote, and maintain a work environment free from all forms of harassment and discrimination, including harassment and discrimination based upon race, color, creed, religion, sex, national origin, age, disability, veterans status, citizenship, sexual orientation, gender identity, marital status, genetic information and any other status protected by law. Harassment or discrimination on the basis of any of these protected characteristics will not be tolerated whether committed by co-workers, supervisors, managers, executives, or third parties (e.g. clients, consultants, or vendors).

Harassment and Discrimination

Harassment, including sexual harassment, is a form of discrimination and discrimination has no place at CH2M HILL. CH2M HILL's commitment to a diverse workforce means that employees must work together to eradicate and prevent discrimination. In general, discrimination arises when a person or a group is the target of unequal treatment because of one or more protected characteristics listed in the [Harassment- and Discrimination-Free Environment](#) section above. Harassment or discrimination generally refers to any form of conduct that creates an intimidating, hostile, abusive, or offensive work environment where the behavior is unwelcome. CH2M HILL prohibits all forms of harassment and discrimination, regardless of whether or not the harassment or discrimination happens to be illegal under the law of the jurisdiction where it occurs or whether it happens to be acceptable within local cultural norms in a country where CH2M HILL is working. What may appear to be common behavior in certain countries because of local customs may still be a prohibited conduct because it is not consistent with CH2M HILL's values and policies.

Forms of Harassment and Discrimination

Harassment and discrimination may take a variety of forms and includes conduct or behavior which is personally offensive, abusive/hostile (verbally and/or physically), demeaning, intimidating, threatening, or which impairs morale or interferes with work effectiveness.

Some forms of harassment and discrimination are unlawful and may subject both CH2M HILL and those individuals personally committing the unlawful acts to legal liability; however, conduct and behavior do not have to rise to the level of unlawful harassment or discrimination in order to violate this Policy.

Examples of Harassment and Discrimination

- Offensive, demeaning, unsolicited remarks
- Negative stereotyping (for example, statements such as, "You're too old to change your ways"; or "This is women's work") on the basis of any protected characteristic listed in the [Harassment- and Discrimination-Free Environment](#) section above
- Unwelcome physical gestures or contact
- Unwelcome invitations or suggestions
- Display or circulation (including over e-mail, Intranet, Internet, or text message) of written materials, pictures, posters, or photographs that depict in a degrading or offensive manner one or more of the protected characteristics listed in the [Harassment- and Discrimination-Free Environment](#) section above
- Conduct or comment which is intimidating or which threatens physical touching, harm, or violence

-
- Verbal abuse, insults, or epithets concerning or directed at any employee or group of employees on the basis of any protected characteristic listed in the Harassment- and Discrimination-Free Environment section above

Definition of Sexual Harassment

Sexual harassment is defined by the Equal Employment Opportunity Commission (EEOC) as any unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature when any of the following occur:

- Submission to the conduct is made either an explicit or implicit term or condition of employment
- Submission to or rejection of the conduct is used as the basis for employment decisions affecting the individual
- The conduct has the effect of:
 - Unreasonably interfering with an individual's work performance or opportunities
 - Creating an intimidating, hostile, or offensive work environment

It is important to understand that sexual harassment may occur between supervisors and employees; co-workers; employees and third parties (e.g., clients, vendors, and consultants); or between persons of the same sex or opposite sex. The victim of sexual harassment does not necessarily have to be the one to whom the remark or conduct is directed, but may be someone in the same room who overhears and is offended by the comment or behavior. Also, non-sexual conduct may also be sexual harassment if an employee is harassed because she is female, rather than male, or because he is male, rather than female. For example, it may be sexual harassment if only one female carpenter is working on a project, and her male co-workers sabotage her work because she is a woman.

Examples of Sexual Harassment

While it is not possible to list all circumstances that may be considered to be sexual harassment, some examples of conduct that may violate this Policy include, but are not limited to, the following:

- Sexual comments or inappropriate references to gender
- Sexually explicit statements, questions, jokes, or anecdotes regardless of the means of communication (oral, written, electronic, etc.)
- Communication of unwelcome sexual propositions, requests for dates, sexual favors, or lewd remarks or sounds
- Repeated requests for dates that are turned down or unwanted flirting
- Unwelcome touching, patting, hugging, leering or staring, stroking gestures, massaging a person's neck or shoulders, brushing against a person's body, or interfering with a person's ability to move
- Inquiries and commentaries about sexual activity, experience, or orientation
- Display of inappropriate sexually oriented materials in a location where others can view them

Impact versus Intent

Conduct and behavior under this Policy are measured and assessed by determining the impact on the targeted person or group. The intent of the individual is not the focus when determining offensiveness. The questions asked are whether a reasonable person would be offended under the circumstances and whether the complaining party was personally offended. Keep in mind that differences in sex, race, color, national origin, ethnicity, age, disability, veterans status, gender identity, sexual orientation, and citizenship may result in different views as to what is offensive and what is not.

Supervisor/Subordinate Consensual Relationships Prohibited

Consensual romantic and/or sexual relationships between a subordinate employee and anyone who has supervisory authority ("Supervisor" for purposes of this paragraph) over the subordinate employee undermine the atmosphere of trust essential to the employment relationship and may result in claims of sexual harassment. Also, there are unique risks in romantic and/or sexual relationships between employees in inherently unequal positions of power. The power differential inherent in such relationships may compromise the subordinate employee's free choice. As a result, the relationship may be less consensual than the Supervisor believes. Additionally, other employees who believe they are treated and/or evaluated unfairly because of such a relationship may make claims of harassment.

Consequently, it is a violation of this Policy for a subordinate employee and Supervisor to become involved in a romantic and/or sexual relationship. When a romantic and/or sexual relationship develops or exists, the Supervisor must immediately disclose the relationship to his or her immediate supervisor ("Immediate Supervisor") and the Human Resources Partner. The

subordinate employee may disclose the relationship to the Immediate Supervisor and the Human Resources Partner. The Immediate Supervisor and the Human Resources Partner, in consultation with the Legal Department, will determine the appropriate course of action including, but not limited to transfer or termination of one or both employees. However, under no circumstances shall the Supervisor make or participate in any decisions that affect the compensation, evaluations, working hours, or any other employment conditions of the subordinate employee.

Harassment or Discrimination by Third Parties

This Policy applies to the conduct of third parties, such as clients, vendors, or consultants. If an employee believes s/he has been harassed or discriminated against, or has witnessed harassment or discrimination, or is aware of or suspects conduct by a third party that violates this Policy, the employee should follow the reporting process described in [Reporting Harassment or Discrimination](#) below.

NOTE: For the purposes of the following paragraphs set forth below: [Reporting Harassment or Discrimination](#), [Consequences of Engaging in Harassing or Discriminatory Behavior](#), [No Retaliation for Reporting Harassment or Discrimination](#), and [External Complaints of Harassment or Discrimination](#), harassment and sexual harassment shall collectively be referred to as “harassment.”

Reporting Harassment or Discrimination

Harassment and discrimination are problems that CH2M HILL must know about so that prompt and appropriate action can be taken. An employee who feels s/he is being harassed or discriminated against, is aware of or suspects harassment or discrimination, or desires counseling regarding harassment or discrimination, should promptly report the offensive conduct to a supervisor s/he trusts or a Human Resources representative or any lawyer in the Legal Department. If an employee's supervisor is the harasser or discriminator, the employee must report such harassment or discrimination to his/her next-level supervisor, not alleged to be involved in the harassing or discriminatory behavior, to another manager, to a Human Resources representative, or to any lawyer in the Legal Department. As well, an employee may also contact any of the following at any time to report harassment or discrimination:

- The employee's supervisor or line management at any level unaffected by the violation
- The employee's Human Resource Delivery Partner
- The OneHR Employee Relations Director
- The Legal Department
- The GuideLine
 - 1-866-924-4843 (US and Canada)
 - 1-720-286-4843 (worldwide)

Online at: <https://guideline.ch2m.com/>

However, even in circumstances where an employee reports harassing or discriminatory behavior to the allegedly harassing supervisor or manager, such supervisor or manager must immediately report the complaint to Human Resources.

Supervisors and managers who are aware of harassment or discrimination, even if the occurrence is not directly within their line of supervision or responsibility, have the obligation to immediately report such harassment or discrimination to a Human Resources representative. This obligation remains in effect even if the employee asks the supervisor or manager not to report the incident. Managers and supervisors who are aware of and who allow workplace harassment or discrimination to continue, or who fail to take appropriate action, will be subject to disciplinary action.

Upon reporting, all harassment and discrimination complaints, including anonymous complaints alleging violations of this policy, will be promptly investigated as confidentially as possible, and appropriate corrective action(s), if necessary, will be taken by management. Unless directed by the Legal Department otherwise, all complaints of harassment or discrimination will be directed to and investigated by the Human Resources function in accordance with established investigation procedures. It is extremely important that the Human Resources function lead this process to provide the appropriate level of protection to all parties involved, and to ensure that this policy is fully honored and implemented.

Consequences of Engaging in Harassing or Discriminatory Behavior

Any employee found to have harassed or discriminated against another employee will be subject to disciplinary action ranging from reprimand to termination, depending on the severity of the offense. By supporting this Policy, CH2M HILL will preserve the right of every employee to work in an environment free of harassment, discrimination, and intimidation.

No Retaliation for Reporting Harassment or Discrimination

CH2M HILL prohibits retaliation against anyone for reporting discriminatory activity, reporting harassment, filing a complaint pursuant to this Policy, assisting in making a discrimination complaint, or cooperating in an investigation. Some examples of conduct that may violate this Policy include, but are not limited to, the following post-complaint conduct or actions:

- Termination, demotion, transfers or assignments, refusals to promote, threats, reprimands, or negative evaluations not supported by documentation
- Co-worker hostility or retaliatory actions, including intimidation, gossip, rumors, insults, or otherwise offensive conduct that would subject a person to public ridicule or humiliation

If an employee believes that s/he has been the victim of retaliation, s/he must follow the same reporting procedure set forth under [Reporting Harassment or Discrimination](#). Even in circumstances where the victim of retaliation reports the retaliatory conduct to the allegedly retaliating supervisor or manager, such supervisor or manager must immediately report the complaint to Human Resources.

Complaints of retaliation will be promptly investigated and may result in disciplinary action, up to and including termination.

External Complaints of Harassment or Discrimination:

Nothing in this Policy is intended to prevent employees from pursuing other avenues of recourse if they believe they have experienced or are experiencing harassment or discrimination in the workplace. Such recourse may include filing a complaint with a federal agency (e.g. the EEOC), or any other state or local agency.

EXCEPTIONS

None.

APPLICABILITY

This Policy applies to CH2M HILL, its subsidiaries, business units, and controlled affiliates, including partnerships, limited liability companies, corporations, and joint ventures where CH2M HILL has a majority ownership position or exercises management control.

RESPONSIBILITIES

Each business group president and functional leader is responsible for ensuring employee compliance with the requirements of this Policy. It is also the responsibility of CH2M HILL employees to comply with this Policy. If you have any questions regarding this Policy, please contact your Human Resources Delivery Partner.



**APPENDIX 6.5: SUPPLY CHAIN ETHICS AND
BUSINESS CONDUCT PRINCIPLES**



CH2MHILL®

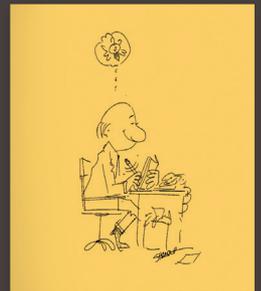
Our Supply Chain Ethics & Business Conduct Principles

when doing business with CH2M HILL

October 2011



Principles based on co-founder
Jim Howland's
The Little Yellow Book,
written in 1978



Message from the CEO

A reliable and highly ethical supply chain is critical for CH2M HILL's ability to support our customers' goals around the globe. Integrity, safety, and quality are hallmarks of CH2M HILL's performance. Our customers rely on us to work with suppliers, subcontractors, and joint-venture partners who share these fundamental values.

We view the relationship we have with our supply chain as true partnerships. We treat members of our supply chain fairly by always using transparent procurement processes and by fostering a collaborative environment, the main objective of which is value enhancement for our customers and our shareholders. We encourage and support small, disadvantaged, woman-owned and minority-owned businesses, whose presence on our projects is important to CH2M HILL and to our customers.

To ensure business integrity across our projects, we insist that members of our supply chain endorse our values on business ethics, environmental sustainability, labor and employment, and fair-trade practices. Our *Supply Chain Ethics & Business Conduct Principles* outline our expectations on how our suppliers, subcontractors, and joint-venture partners should work when partnering with CH2M HILL.

As you partner with us, there will undoubtedly be occasions when you will face ethical questions. It is imperative that you make the right call on these important and often difficult issues. When considering how to deal with an unexpected ethical dilemma, always err on the side of taking an action, which when scrutinised after the fact would not undermine the integrity of our customer's project, your reputation, or ours.

These *Principles* represent our mutual commitment on how we do business and are an integral part of every commercial relationship you have with CH2M HILL.

Thank you for doing your part in helping maintain the highest standards of business integrity.

Respectfully,



Jacqueline Hinman
Chairman and Chief Executive Officer



"A good test to determine if a contemplated action is ethical is to ask, 'Would I want to see it in the headlines tomorrow morning?'"

— The Little Yellow Book

In 1978, co-founder and former CH2M HILL President James Howland wrote a collection of management quotations to capture the values on which our company was built.

The quotations became the basis for **The Little Yellow Book**, which is the foundation of The CH2M HILL Way of doing business.

Learn more about The Little Yellow Book, at: www.ch2mhill.com/ethics

