

# ETHICAL STANDARDS OF CONDUCT POLICY

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### 1. Overview

The purpose of this Ethical Standards of Conduct Policy (the “Policy”) is to adopt written policies that will guide the conduct of Alamo NEX Construction, LLC (the “Company”) and its employees – including supervisory and management personnel – as well as DB Contractor-Related Entities (collectively “Covered Persons” and individually a “Covered Person”) with respect to (a) dealing with TxDOT and TxDOT’s consultants and (b) employment relations. This policy supersedes neither Law nor the DB Agreement. All Covered Persons will be bound by – and must familiarize themselves with – this Policy.

### 2. Enforcement / Compliance

In order to ensure awareness of – and compliance with – this Policy, a copy of the Policy will be provided to (and signed by) each Covered Person who is also an employee of the Company, including (but not limited to) the Company’s directors, members, officers and supervisory and management personnel. To promote and monitor compliance with this Policy by non-employee Covered Persons, the Company will (i) include a hyperlink to access a copy of this Policy in all Subcontracts entered into after the date of this Policy; (ii) include provisions in all Subcontracts which specifically address ethics, conflicts of interest, and anti-corruption requirements (and require the same to be included in all lower-tier Subcontracts); and (iii) retain the right to audit a non-employee Covered Person’s books, records and other relevant documents for the purpose of assessing or verifying compliance with this Policy. The Company may also require an authorized principal of any non-employee Covered Person to sign a copy of this Policy on behalf of the non-employee Covered Person. Any Covered Person who violates any of the provisions of this Policy is subject to disciplinary action up to and including, as appropriate, termination. A Covered Person who violates any Law may be subject to civil or criminal penalties in addition to internal disciplinary action. Capitalized terms not otherwise defined herein shall have the meanings ascribed in the DB Agreement.

### 3. Standards of Conduct

#### A. A Covered Person shall not:

1. Give, make contributions to, or lobby – either directly or indirectly – any Person, including the Company, TxDOT, TxDOT’s consultants, or the Texas Transportation Commission and any of their respective commissioners, directors, officers, and employees, for the purpose of illegally or improperly influencing such Person. (See, Section C.1 (Business Gifts) for additional guidance.)

2. Engage in unethical practices in selection, use, hiring, compensation, or other terms and conditions of employment, or in firing, promotion and termination of employees. (See, Section C.2 (Employment Practices) for additional guidance.)
3. Engage in retaliatory actions (including discharge, demotion, suspension, threat, harassment, pay reduction or other discrimination in the terms and conditions of employment) in response to reporting of illegal (including the making of a false claim), unethical, or unsafe actions or failures to act by any DB Contractor-Related Entity. (See, Section C.3 (Reporting Violations; Retaliation) for additional guidance.)
4. Engage in any transaction or activity, including receiving or offering a financial incentive, benefit, loan, or other financial interest that is – or, to a reasonable person, appears to be – in conflict with or incompatible with the proper discharge of duties or independence of judgment or action in the performance of duties, or adverse to the interests of the Project or employees. (See, Section C.4 (Conflicts of Interest) for additional guidance.)
5. Use his or her office or job position for a purpose that is – or, to a reasonable person, would appear to be – primarily for the private benefit of a director, member, officer or supervisory or management Person, rather than primarily for the benefit of the Company or the Project, or primarily to achieve a private gain or an exemption from a duty or responsibility for a director, member, officer, or supervisory or management Person. (See, Section C.5 (Use of Office) for additional guidance.)
6. Perform any of the Work if the performance of such services would be prohibited under TxDOT’s published conflict of interest rules and policies applicable to TxDOT’s design-build agreement program, or would be prohibited under Laws, including Section 572.054 of the Texas Government Code. (See, Section C.6 (TxDOT Rules and Policies; Law) for additional guidance.)

**B. A Covered Person shall:**

1. Perform his or her duties in an ethical, lawful and professional manner.
2. Engage in ethical practices in selection, use, hiring, compensation, or other terms and conditions of employment, or in firing, promotion, and termination of employees.
3. Report to the management of the Company any illegal (including the making of a false claim), unethical, or unsafe actions or failures to act by and DB Contractor-Related Entity.
4. Maintain independence of judgment or action in the performance of his or her duties.

5. Use his or her office or job position for the primary benefit of the Company and the Project.
6. Adhere to all of TxDOT's published conflict of interest rules and policies applicable to TxDOT's design-build agreement program and all Laws.

**C. Conduct Guidelines:**

1. **Business Gifts.** A Covered Person shall not bribe any Person or give or accept undue payments of any kind from third parties, including gifts, donations or favors that are outside market use that, due to their value, characteristics or circumstances could reasonably alter the nature of the commercial, administrative, or professional relationship.
2. **Employment Practices.** A Covered Person shall assume responsibility for maintaining a working environment free of all discrimination, intimidation and conduct that involves personal harassment. All Persons must be treated fairly and with respect by their supervisory and management personnel, subordinates, and colleagues. No abusive, hostile, or offensive conduct – whether verbal or physical – shall be tolerated. The Company is committed to ensuring that its employees carry out their professional activities based on the principle of merit. Decisions on promotion will always be based on objective criteria and assessments.
3. **Reporting Violations; Retaliation.** It is the responsibility of each Covered Person to report, immediately, any and all knowledge or suspicion of violations of the Policy. A Covered Person shall cooperate with the Company, TxDOT, and any other Governmental Entity in connection with any investigation related to the matters covered by the Policy. The Company does not tolerate any form of retaliation against any Person who, in good faith, reports a complaint. Alternatively, such problem or complaint may be reported anonymously in writing to the management of the Company. The Company's policy is to protect those who report violations or possible violations of this Policy. The anonymity of reporting Persons will be protected to the maximum extent possible. No employee of a Covered Person will be discharged, demoted, suspended or harassed by reason of reporting a possible violation. Although Covered Persons cannot insulate themselves from discipline by reporting their own violations, self-reporting may be a mitigating factor in any subsequent disciplinary action.
4. **Conflicts of Interest.** A Covered Person shall not engage in any activity that would create a conflict of interest or even the appearance of a conflict. In general, conflicts of interest tend to arise in the following areas: personal investments, outside employment and inventions, outside board memberships, business opportunities found through work, personal relationships at work, and accepting gifts and other business courtesies. A Covered Person shall not have any personal financial or other personal interest in any real property acquired for the Project and participate in its acquisition on behalf of the Company. A Covered Person shall not make a personal

investment in any enterprise, receive or offer a financial incentive, benefit, loan, or other financial interest that would create a substantial conflict between their private interest and their duties. A Covered Person is further prohibited from engaging in practices – or requiring others to engage in practices – contrary to professional ethical standards and policies of an organization or Governmental Entity granting a professional license.

5. Use of Office. A Covered Person must not use any of the Company’s property, information or position, or opportunities arising from these for personal gains or to compete with – or to tarnish the image of – the Company or the Project.
6. TxDOT Rules and Policies; Law. Copies of the conflict of interest rules and policies are available at:

<https://www.txdot.gov/inside-txdot/division/debt/strategic-projects.html>

**4. Certification**

The Company’s Policy, as set forth herein, has been prepared as a guide to the basic ethical and legal principles to which the Company’s employees – including supervisory and management personnel – and DB Contractor-Related Entities are expected to adhere.

By signing below, the Covered Person certifies that the Covered Person has read, understands and will comply with this Policy.

Signature: \_\_\_\_\_

Name of Covered Person: \_\_\_\_\_

Name and Title of Signatory:  
(if Covered Person is an entity) \_\_\_\_\_

Date: \_\_\_\_\_