



## **SOCIAL RESPONSIBILITY POLICY / CODE OF CONDUCT**

This Code of Conduct prescribes specific guidelines that all employees should understand and follow. As used in this code, the term “employee” includes all company directors, officers, managers and supervisors, commissioned, clerical, percentage, and production employees, as well as consultants who work for The CMS Companies as independent contractors and in that role, have contacts with any federal, state or local government on behalf of The CMS Companies. Improper conduct by anyone at The CMS Companies, inadvertent or otherwise, must be reported to the Company. Employees, who violate this Code or applicable policies, will be subject to discipline.

### **Officers, Managers, Supervisors, Clerical Personnel and Consultants (“Covered Employees”)**

Each Covered Employee has the responsibility to be alert to and avoid situations that could result in illegal, unethical or otherwise improper conduct. Each Covered Employee should have a clear understanding of the Code of Conduct, as well as of CMS’ policies. It is the obligation of each Covered Employee to seek clarification or counsel from his or her supervisor or any Officer of the company, if in doubt. All Covered Employees shall at the time of hire, read, understand and sign the statement of commitment to the Code of Conduct, which is distributed with this booklet. Each such employee should annually read, understand and reaffirm their commitment to the Code of Conduct.

### **Other Employees**

Employees other than Covered Employees shall be covered by this Code of Conduct, and shall be provided a copy of the Code of Conduct when published or at the time of hire, whichever is earlier, and shall sign the statement of commitment distributed with this booklet. However, since such employees are generally not involved in bidding or obtaining work, managing contracts, administering records, or billing for work, they are not subject to the training and reaffirmation requirements applicable to Covered Employees. The Manager or any Officer of the company will ensure that employees other than Covered Employees are given all training needed to perform their work in accordance with contracts, tariffs, and sound business practices.

## **Supervisory Employees**

Each company supervisor should take action to provide reasonable assurance that all employees under his or her supervision receive adequate education and training in any relevant portions of this Code of Conduct, and in any company policies that may be relevant. An open work environment should be established to encourage frank discussion of compliance with this Code of Conduct, and applicable policies. Management must also stress to employees the importance of integrating these operating concepts into all daily activities of The CMS Companies. It is also important that managers set an example by making and demonstrating their own personal commitment to this Code of Conduct.

## **Accounting and Financial Reporting**

The CMS Companies' managers and supervisors who are involved in accounting and financial reporting activities, need to ensure that their employees are properly trained and follow established company policies and procedures, and generally accepted accounting principles to include the following:

- Ensure the integrity of The CMS Companies' accounting books, records and reports.
- Compliance with all applicable accounting policies and procedures.

## **Billing**

Managers and supervisors who are involved in reviewing and approving bills need to ensure that all bills are accurate and have been established in accordance with company policies, procedures, contracts, tariffs, and applicable regulations. They must ensure that all billings to customers accurately reflect the actual amount due for the supplies used or services rendered and are properly screened for unallowable or otherwise non-billable costs or fees. They must also ensure that all items on a bill are properly classified and allocated in compliance with pertinent government contracts and accounting regulations (when contracting with the government).

## **Conflicts of Interest**

Conflict of interest situations arise when a person in a position of trust is involved in a private interest that conflicts with the responsibilities of that position of trust. Conflict of interest situations are particularly sensitive because perceptions are as important as are real facts of the situation. Employees must be aware of and avoid any situations when performing their job that might impair or even appear to impair their ability to be fair and objective. In other words, we should avoid even the appearance of a conflict of interest.

## **Gifts, Gratuities and Entertainment**

The CMS Companies' services are offered on the basis of quality, performance and price. No employee or consultant can give gifts, gratuities or favors of significant value to a customer, supplier or anyone else if it could reasonably be viewed as being done to gain preferential treatment or business advantage. Such an act would constitute a serious violation of this Code of Conduct, and could also be a violation of civil and criminal laws.

**To Non-Government Personnel:**

In dealings with customers and suppliers, other than the government, commonly accepted business customs will dictate acceptable practices provided they comply with all pertinent laws as well as the general spirit of this standard. As long as it does not violate the standards of conduct of the recipient's organization, it is an acceptable practice to provide meals, refreshments and entertainment of reasonable value in connection with business discussions with non-government personnel. Gifts, other than those of reasonable value to private individuals or companies, are strictly prohibited.

**To Government Personnel:**

It is important to remember that federal, state, and local laws and regulations govern our relations with government customers and suppliers. These laws and regulations prohibit or modify the customary practices governing our relations with commercial accounts. Persons employed by federal, state, and local government departments and agencies are by law and regulation restricted from accepting entertainment, meals, gifts, gratuities and other items of value from companies and persons with whom those departments and agencies do business or over whom they have regulatory authority. Accordingly, it is CMS' policy that employees not provide or offer gifts, gratuities, entertainment or favors to government customers or officials, including the purchase of meals, when the action may result in a conflict of interest (or an appearance of a conflict of interest), such as an attempt to influence a contract award, or a violation of the government employee's own rules. Permissible exceptions are providing items of nominal values such as refreshments (*e.g.*, soft drinks, coffee or donuts) on an occasional basis in connection with business activities.

**From Suppliers**

No employee shall solicit gifts, gratuities, entertainment or favors of any kind from suppliers or potential suppliers to the company. However, acceptance of meals, refreshments, promotional items and other similar business courtesies that are of reasonable value and consistent with commonly accepted business customs is permitted, provided that such practices comply with applicable laws and the general spirit of this Code of Conduct. Employees are expected to exercise good judgment to ensure that even the appearance of impropriety is avoided. All offers of gifts, gratuities, or favors from suppliers, other than those permitted under this Code of Conduct, must be reported immediately to any Officer of the company; such offers may be accepted only upon prior approval. Our suppliers also are encouraged to report to us any solicitations by employees of gifts, gratuities or favors.

**Employment discussions with Current Government Employees**

No employee may engage in any discussions of future employment with any government employee who is or may be directly or indirectly responsible for negotiating or administering any current or future business with the company. Do not initiate any discussion of future employment with any government employee. If any government employee initiates any discussion with you about any future employment, immediately inform the Corporate Administrator or any Officer of the company.

### **Employment of Former Government Employees**

Government laws provide for statutory bars on certain activities of former government employees for specified periods of time. In addition, former government employees and armed services officers have statutory reporting requirements concerning their responsibilities in their new employment. The company requires that all such employees comply with their respective reporting requirements and other fiduciary responsibilities under the laws. It is also the responsibility of all employees to be alert to and avoid situations which could compromise a fellow employee's compliance with these laws. Any employee who is uncertain about the scope of these laws should seek assistance from the Corporate Administrator or any Officer of the company.

### **Employment of Relatives or Persons in the same Households**

CMS' does not prohibit the hiring of persons related to current employees or persons living in the same household. However, if an employee's relative or a person living in the same household will be hired as an employee or consultant, the Owners or any Officer of the company shall be notified prior to an offer of employment and the nature of the relationship disclosed so that an assessment of any potential conflict of interest may be made. A conflict of interest may exist if your spouse or partner also works at CMS' and is in a reporting relationship to you. Without the approval of the Owners or any Officer of the company, employees should not supervise nor be in a position to influence the hiring, work assignments or assessments of someone with whom they have a close personal or familial relationship.

### **Political Contributions**

Federal laws and certain foreign, state and local laws prohibit a corporation from making a contribution to candidates, campaigns or political parties. Accordingly, Sullivan' will make no direct or indirect contribution of company funds to candidates, campaigns or political parties that are forbidden by law. Employees may engage in political activities in an individual capacity on such person's own personal time and at personal expense.

### **Competitive Information**

Employees and consultants will not use improper means of gathering information about competitors. Illegal or unethical competitive practices such as obtaining or possessing unauthorized proprietary or competitive sensitive information from competitors or customers are prohibited. The misrepresentation of oneself or situation in order to obtain competitor's information is unacceptable and a violation of these Standards of Conduct.

### **Purchasing**

Materials, supplies, consulting and other services will be purchased from qualified suppliers meeting the price, performance, and quality and delivery schedule requirements of Sullivan. Purchasing activities will:

- Meet the highest ethical standards in all areas such as competitive source selection, awards, and negotiation.
- Comply with applicable government regulations and contract provisions.
- Accept for use only those goods that meet contract specifications and pass required inspection procedures.
- Maintain and encourage competition.

- Comply with the guidelines on gifts, gratuities and entertainment in this Code. All offers of gifts, gratuities, or favors from suppliers must be reported immediately to one's supervisor. Our suppliers are also encouraged to report to us any solicitations by employees of such gifts, gratuities or favors.

### **Contracting and Pricing**

Employees and consultants who have responsibility for contracting and pricing of CMS' products and services will:

- Comply with all government procurement rules and regulations (when proposing to the government) governing contracting and pricing activity.
- Adhere to cost accounting standards and the cost principles governing cost allowability (when contracting with the government).
- Establish competitive prices and costs which fairly and realistically reflect all aspects of what is involved to deliver the final product or service to our customers. Conduct negotiations in a competitive but ethical and business-like manner.

### **Company and Customer Resources**

It is the responsibility of each director, employee, and consultant to protect and conserve The CMS Companies' and customer resources. These resources include, but are not limited to, business opportunities which are discovered through the utilization of The CMS Companies' property, information or position. Such business opportunities belong to CMS and may not be taken by individuals for personal gain. Any such opportunities must first be offered to CMS' through an employee's manager or supervisor before any act is taken for personal benefit. If CMS expressly agrees in advance in writing, an employee may take such a business opportunity personally. However, no one may engage in an activity directly in competition with The CMS Companies.

### **Property**

Unauthorized use of company or customer property for other than official company (or customer) business is prohibited. Property includes but is not limited to assets such as equipment, cash, buildings, technology, software and data.

All CMS Companies' property must be safeguarded from misuse, loss or destruction, and accurately

and completely accounted for on the books and records of CMS'. All employees have the obligation to protect and conserve company property.

Customer property in the possession of The CMS Companies should be safeguarded and conserved in

accordance with applicable tariffs, contracts, and industry practice.

Employees must not:

- Remove from their former place of employment any information that is or might be considered private or proprietary by that employer, such as books, computer printouts, notes and trade secrets, unless authorized in writing to do so by official representatives of the employer.

- Disclose or use The CMS Companies' or customer private or proprietary information except as required by the normal business activity of The CMS Companies.
- Take, disclose, or use CMS' or customer private or proprietary information upon terminating employment with Sullivan unless authorized to do so in writing by the President.

### **Corporate Records**

It is essential to the basic integrity of the company to represent accurately, truthfully and completely records normally and customarily maintained by a business concern. Employees and consultants have a responsibility to preserve and maintain the integrity of CMS' records with due care and diligence. Statements and representations to authorized representatives of the government, auditors or other authorized outside persons should be treated in the same manner as corporate records. All corporate records for which employees and consultants are responsible must accurately reflect and be a fair presentation of the activity they record and reflect the nature and purpose of the activity. No false or inaccurate entries shall be made in CMS' records for any reason. The term "records" as used here includes, without limitation, the following: time cards or other time-reporting documents, invoices and related billing documents, travel and business meeting expense reports, property or asset registers and accounting or other financial records. Employees and consultants who are authorized to make expenditures on behalf of the company must ensure that they maintain complete records and that all transactions are properly authorized, approved, and recorded. Accurate record keeping is very important in connection with all business transactions.

### **Record Retention**

Sullivan Moving and Storage has adopted specific document retention policies with which all employees and consultants must comply. The retention policies apply to hard copy documents and records, mechanical, electronic and magnetic records, correspondence, memoranda, electronic mail, invoices, contracts, agreements, orders, notes and drafts. Before corporate records are destroyed, responsible employees must consult with their managers to assure compliance with the company's record retention policies. Documents relevant to any pending, threatened, or anticipated litigation, investigation or audit should not be destroyed for any reason until expressly authorized by the President.

### **Antitrust**

Antitrust laws are designed to protect and promote free and fair competition. Such antitrust laws apply in the U.S. and other countries where Sullivan does business. The laws prevent unfair restraint of trade through practices such as price fixing, unfair customer exclusion, supplier or customer boycotts, or other limitations of production and sales. While expected to compete vigorously, SMS' employees must also compete fairly and in compliance with U.S., state and relevant foreign antitrust provisions. Employees dealing with other competitors are expected to know the U.S. and other applicable antitrust law which may apply. The penalties for violations of antitrust law may be severe and imposed against both CMS and the individual employees involved.

### **Community and Environment**

As a corporate citizen of this nation and a member of the many communities in which we do

business, we have an obligation to obey all laws and to behave in a responsible, ethical manner. All employees share this responsibility in the conduct of their daily activities at Sullivan. We should also respect the environment of these communities and exercise good judgment concerning the impacts of buildings, waste disposal, land use and other factors which may be adverse to those environments.

## **EMPLOYEE SAFETY**

### **Drugs and Narcotic Substances**

Any use or possession of illegal drugs and narcotic substances by Sullivan' employees is strictly prohibited. Drug abuse threatens the welfare of other employees and is detrimental to the Sullivan' work environment and work ethic. Under no circumstances may such drugs or substances be brought onto CMS' premises.

### **Safety in the Workplace**

CMS intends to provide a safe work environment for its employees. Firearms, explosives and other hazardous materials or items not authorized or related to job performance are prohibited on CMS' premises. All employees must exercise due care in the use, handling and storage of hazardous materials and equipment authorized and required in the course of their work. The safety and welfare of the individual and others should be of paramount concern. Adherence to applicable Federal and local safety laws and regulations and SMS' safety rules and precautions are required.

## **ADMINISTRATION OF THE CODE OF CONDUCT**

### **Organization**

The Owners or any Officer of the company has responsibility for ensuring that the ethics program is effectively communicated to employees. He/she will implement employee education, training and awareness programs. On an annual basis, he/she will ensure that Covered Employees sign a statement affirming that they have received, read and understand the Code of Conduct. The affirmation statement should be retained in the employee's personnel folder.

### **Violations**

It is important that all CMS' employees exercise diligence and good common sense in carrying out their daily responsibilities. Careless or deliberate violations of the Code of Conduct may result in serious consequences for CMS and its employees. Any employee charged with a violation of these standards will be given an opportunity to explain his or her conduct before a decision on corrective action is made. Actions that may be taken by CMS for misconduct include one or any combination of the following:

- Require the employee to seek professional counseling/rehabilitation.
- A warning or reprimand which may be entered into the employee's personnel file.
- Probation.
- Reimbursement to the company for losses or damage.
- Suspension.
- Demotion.
- Dismissal.

- Civil or criminal prosecution.

When a review determines that a violation of law or regulation has occurred, the matter will also be reported to proper agencies pursuant to procedures established by CMS.

### **Assistance and Information**

Questions concerning ethics and conduct may be addressed to any of the following staff persons. Employees are encouraged to seek assistance as required.

### **Management**

Your immediate supervisor or manager is available to you for any questions or concerns in regard to compliance with our policies. If, for any reason, it is not appropriate to approach your supervisor or manager, any of the following may be consulted:

### **Owners or any Officer of the company**

The Owners or any Officer of the company will be available to assist you with your questions or concerns.

## **REPORTING VIOLATIONS**

Any CMS' employee or consultant who becomes aware of any matter that involves a potential violation of this Code of Conduct has an affirmative responsibility to report the matter immediately to his or her manager or supervisor, to the Corporate Administrator or any Officer of the company, or to the Hotline.

The procedures for addressing suspected violations may include:

- If circumstances permit, the employee or his/her supervisor advise the person who
- is suspected of wrongdoing that he or she is violating CMS' policy or procedures
- and that corrective action should be taken immediately.
- If the situation is not completely or satisfactorily corrected immediately, the
- matter should be reported to the employee's supervisor for correction; or
- If it is not practical under the circumstances to report it to the employee or the
- employee's supervisor, the situation should be addressed to the Owner or any
- Officer of the company. In the alternative, you may report a suspected violation
- directly to the Hotline.
- If any employee unintentionally violates CMSC' codes or standards, the employee should
- immediately seek assistance as required from any of the above-mentioned sources for
- proper resolution.
- Employees who report violations may do so verbally or in writing. All reports of
- violations:
- Will be treated in confidence unless the employee otherwise agrees or disclosure
- is required by law. CMS will protect the identity of the person suspected of
- wrongdoing to the extent possible unless the violation is proved and results in
- disciplinary or legal action.
- Will be properly investigated and corrective action taken if the reported violation
- appears to be valid.
- Will result in a response to the reporting employee as to whether the matter will



- be investigated or dismissed for reason.
- Written reports of violations should be addressed by email to [rsmith@moovers.com](mailto:rsmith@moovers.com).

It is CMS' policy to encourage reporting of misconduct where it exists. CMS will protect employees who report instances of misconduct against any retribution, discrimination or other adverse consequences of making such a report. It shall be a violation of this Code for any employee to retaliate in any way against any person for reporting in good faith any suspected violation.

**The CMS Companies**  
**21620 88<sup>th</sup> Place South**  
**Kent, WA 98031**  
[custserv@moovers.com](mailto:custserv@moovers.com)