



CODE OF BUSINESS
ETHICS
AND CONDUCT

Table of Contents

Purpose	2
I. Introduction	2
II. Ethical principles	
A. Business Integrity	2
B. Personal and Organizational Conflicts of Interest.....	3
C. Recruiting and Employments of Present and Former Government Personnel...	3
D. False Claims Act.....	3
E. Anti-Kickback Act.....	4
F. Antitrust and Trade Regulations.....	4
G. Truth in Negotiations Act (TINA).....	4
H. Insider Information and Investment in Securities.....	5
I. Political Activities and Contributions.....	5
J. Quality of Service and Products.....	5
K. Equal Opportunity Employment.....	5
L. Use of Millennium DPI Resources	5
M. Financial Accounting and Disclosure.....	6
N. Relationships With Suppliers and Representatives.....	6
III. Whistleblower's Act Protection.....	6
IV. Requirements for Compliance.....	7
V. Summary.....	7

Purpose

The purpose of this section is to establish and implement the written procedures governing business ethics and conduct as required by Federal Acquisition Regulation (FAR) 52.203-13 applicable to all employees performing work under covered federal contracts as well as all other applicable policies and federal regulations. These procedures will be known as the Millennium DPI Partners (“Millennium DPI”) Code of Business Ethics and Conduct and will communicate Millennium DPI’s continuing values and standards for ethical conduct in business operations, including all conduct in furtherance of federal contracts.

I. Introduction

FAR 52.203-13, Contractor Code of Business Ethics and Conduct, is applicable to solicitations and contracts with a total value expected to exceed \$5,000,000 and with performance periods expected to equal or exceed a period of 120 days. Millennium DPI, as a federal contractor, is required to create and implement a written code of business ethics and conduct and make copies available to each of the employees engaged in the performance of work under covered federal contracts.

This Code of Business Ethics and Conduct is intended to further inform employees of Millennium DPI’s policies and procedures regarding ethical business conduct and to remind employees of established Millennium DPI processes available to assist employees in obtaining guidance and addressing any questions regarding Millennium DPI’s standards of conduct. The Code of Business Ethics and Conduct is one of several documents that new employees are required to read and receive and to acknowledge in writing, that they have received a copy and will act in compliance.

II. Ethical Principles

A. Business Integrity

MILLENNNIUM DPI will conduct its business fairly, impartially, and in an ethical and proper manner in accordance with the MILLENNNIUM DPI’s mission and values and in full compliance of all laws and regulations.

B. Personal and Organizational Conflicts of Interest

MILLENNNIUM DPI complies with the Procurement Integrity Act (41 U.S.C. 423) and other regulations associated with government procurements and related conflict of interest laws and regulations. Violations of the Conflict of Interest Regulations by MILLENNNIUM DPI or its employees can result in civil and/or criminal fines and/or penalties, imprisonment, and administrative actions such as canceling a solicitation, rescission of a contract, or initiation of suspension or debarment proceedings.

MILLENNNIUM DPI personnel should avoid situations that create or appear to create conflicts between their personal interests and the interests of MILLENNNIUM DPI. All

decisions made by MILLENNNIUM DPI personnel in the course of their professional responsibilities to MILLENNNIUM DPI are to be made solely on the basis of their desire to promote the best interests of MILLENNNIUM DPI. If an individual's personal interests might lead an independent observer reasonably to question whether the individual's actions or decisions on behalf of MILLENNNIUM DPI are influenced by those personal interests, the individual should recuse himself or herself from the decision making process and notify the responsible MILLENNNIUM DPI officials.

C. Recruiting and Employment of Present and Former Government Personnel

Current and former U.S. Government employees, including military officers, are subject to federal conflict of interest laws and regulations that may limit the ability of a contractor to recruit and hire certain individuals and may limit the activities in which they can participate after hire. Since federal laws and regulations change periodically, legal guidance should be sought prior to if a current or former government employee is a finalist for a position with MILLENNNIUM DPI or is being considered for a contract.

D. False Claims Act

The purpose of the Federal False Claims Acts are to deter persons from knowingly causing or assisting in causing federal governments to pay claims that are false or fraudulent. The Acts also provide remedies for obtaining treble damages and civil penalties when money is obtained from federal government by reason of a false or fraudulent claim.

No MILLENNNIUM DPI employee shall:

- i. Knowingly present or cause to be presented to an officer or employee of an agency a false or fraudulent claim for payment or approval;
- ii. Knowingly make, use, or cause to be made or used a false record or statement to get a false or fraudulent claim paid or approved by an agency;
- iii. Conspire to submit a false or fraudulent claim to an agency or to deceive an agency for the purpose of getting a false or fraudulent claim allowed or paid;
- iv. Have possession, custody, or control of property or money used or to be used by an agency and, intending to deceive the agency or knowingly conceal the property, deliver or cause to be delivered less property than the amount for which the person receives a certificate or receipt;
- v. Be authorized to make or deliver a document certifying receipt of property used or to be used by an agency and, intending to deceive the agency, make or deliver the receipt without knowing that the information on the receipt is true;
- vi. Knowingly buy or receive, as a pledge of an obligation or a debt, public property from an officer or employee of an agency who may not sell or pledge the

property lawfully; or

- vii. Knowingly make, use, or cause to be made or used a false record or statement to conceal, avoid, or decrease an obligation to pay or transmit money or property to an agency

E. Anti-Kickback Act

Individuals with expenditure authority on behalf of MILLENNNIUM DPI must avoid any behavior that involves a real conflict of interest or any appearance, however remote, of using affiliation with MILLENNNIUM DPI as a means of furthering personal interests or showing favoritism to any individual, or current or potential supplier. Requesting or accepting any favor or special consideration from any individual or organization doing or seeking to do business with MILLENNNIUM DPI that may result in any direct or indirect financial gain by an employee (or a member of his/her family) with the capability of influencing a source selection process involving that individual or organization, is not allowed.

Should a questionable situation arise, the employee shall consult his or her immediate supervisor, or the CEO for guidance and disposition.

F. Antitrust and Trade Regulations

MILLENNNIUM DPI is subject to federal antitrust laws, which are aimed at protecting competition. Federal anti-trust laws are designed to prohibit monopolies and agreements that unreasonably restrict trade. Conduct that is strictly prohibited under these regulations include price fixing, bid rigging, market division, concerted refusals to deal, tying arrangements, exclusive dealing, reciprocity, monopolization, or other unfair methods of competition. In order to comply with antitrust laws employees must conduct their day-to-day business with integrity, understand the rules, and ensure business decisions use independent judgment.

G. Truth in Negotiations Act (TINA)

TINA requires government contractors to submit cost or pricing data and to certify that the data is current, accurate, and complete on the date of final agreement on price. TINA applies to all federal government contracts or contract modifications in excess of \$650,000 unless 1) adequate price competition exists; 2) the price is set by law or regulation; 3) the acquisition is for a commercial item; or 4) the head of the contracting activity for the government agency grants a waiver. All employees who participate in proposal development, bid preparation, and contract negotiation must be aware of the applicability and requirements of TINA.

H. Insider Information and Investment in Securities

Insider investment is generally defined as investing or trading while in the possession of material non- public information regarding the security traded. Information is considered

to be material if it is the type of information that a reasonable investor would consider important in deciding whether to buy or sell a particular security. Information is considered to be non-public if it has not been disseminated in a manner reasonably intended to reach the general public. All MILLENNNIUM DPI employees are prohibited from engaging in insider trading. No employee shall invest or trade on the basis of any material non-public information regarding any security, nor shall any employee recommend to any client or person outside MILLENNNIUM DPI that they should do so.

I. Political Activities and Contributions

MILLENNNIUM DPI encourages individual participation by employees in the political process. This includes service on governmental bodies and participation in partisan political activities. However, such activities should not be carried on in a way that interferes with the employee's job responsibilities or creates a conflict of interest.

J. Quality of Service and Products

MILLENNNIUM DPI aspires to maintain a reputation for the highest level of excellence. Further, MILLENNNIUM DPI seeks to create real value for its clients and business partners. An emphasis on quality permeates every business practice. MILLENNNIUM DPI strives to do the best possible job in all work, to be as efficient as possible, and to work diligently to avoid mishaps, correcting them promptly should they occur. MILLENNNIUM DPI is dedicated to helping clients and business partners succeed. Satisfied clients and business partners are the most important mark of success in business. Each MILLENNNIUM DPI employee should make every effort to listen, work hard, be straightforward, respect, and communicate freely and openly with every client and business partner. If there is a problem, MILLENNNIUM DPI is committed to its prompt resolution.

K. Equal Opportunity Employment

The continued success of MILLENNNIUM DPI depends on the ability to hire qualified people and to provide each person with a challenging, inclusive and positive environment in which to work. To these ends, MILLENNNIUM DPI provides equal employment opportunity for all employees--regardless of race, color, creed, religion, national origin, sex, age, disability, marital status, status as a disabled veteran or Vietnam era veteran, or Government or political affiliation. The policy of equal employment opportunity covers all employment practices including recruiting, training, compensation, promotions, transfers, terminations, layoffs, working conditions, and benefits.

L. Use of MILLENNNIUM DPI Resources

In general, personal use of supplies, equipment, or facilities belonging to MILLENNNIUM DPI is prohibited, unless prior permission is received from the appropriate level of MILLENNNIUM DPI administration. Any user of MILLENNNIUM DPI computing facilities or equipment will recognize that they are intended to support the mission and functions of MILLENNNIUM DPI and assume full responsibility for using these facilities in an effective, efficient, ethical, lawful, professional, and courteous manner. Every employee is responsible for safeguarding assets under his or her control.

Additionally, MILLENNNIUM DPI supports and encourages its employees to develop and publish scholarly and creative works, educational materials and products, and other intellectual property which may be subject to copyright or patent and which may generate royalty income. Such activities increase professional knowledge, provide creative models for fellow professionals, and bring recognition to MILLENNNIUM DPI. These developments may involve the use of MILLENNNIUM DPI time and resources.

M. Financial Accounting and Disclosure

All books, records and accounts must conform both to generally accepted accounting principles and to MILLENNNIUM DPI's accounting policies and procedures. Employees of MILLENNNIUM DPI shall not make false, misleading or artificial entries in any financial books, records and accounts. This includes such data as quality, safety and personnel records, as well as all financial records.

All MILLENNNIUM DPI personnel are required to fully cooperate with all audits and investigations as requested by the MILLENNNIUM DPI, federal agencies, auditors, and regulators. All information provided must be truthful and accurate. MILLENNNIUM DPI employees will not conceal, alter or destroy or cause to be concealed, altered or destroyed, documents or records in response to an investigation or other lawful request.

N. Relationships with Suppliers and Representatives

MILLENNNIUM DPI recognizes the value of a diverse supplier base and its impact on the business community and MILLENNNIUM DPI operations. All suppliers must be confident that they will be treated lawfully and in an ethical manner. The MILLENNNIUM DPI's suppliers must be chosen with the same care, and treated with the same respect, as any other representative or dealer. MILLENNNIUM DPI's policy is to adhere to all federal procurement laws and regulations.

MILLENNNIUM DPI seeks to utilize small businesses to participate as suppliers and in the performance of contracts to the fullest extent consistent with the efficient performance of business goals, and federal regulations without compromising cost, quality, reliability, or timeliness expectations or legal requirements.

III. Whistleblower's Act Protection

MILLENNNIUM DPI is committed to maintaining a workplace where personnel are free to raise good faith concerns regarding the MILLENNNIUM DPI's business practices and encourages such reporting. MILLENNNIUM DPI personnel should report suspected violations of applicable laws, government or MILLENNNIUM DPI regulations, government or industrial contract and grant requirements, or this Code. This reporting should normally be made initially through standard management channels, beginning with the immediate supervisor. Alternatively, personnel may go to a higher level of management and may also report suspected violations or problems to the CEO. If a violation is reported anonymously, MILLENNNIUM DPI will investigate the violation if sufficient detail is provided to allow for an investigation. All personnel should cooperate

fully in the investigation of any suspected violation.

MILLENNNIUM DPI will not retaliate against any person who, in good faith, has reported a suspected violation of law or made a complaint against MILLENNNIUM DPI or another individual or entity with which MILLENNNIUM DPI has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or MILLENNNIUM DPI policy. Any person who believes they have been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the situation to the Chief Executive Officer.

IV Requirement for Compliance

Each person is responsible for ensuring that his or her own conduct and the conduct of anyone reporting to him or her fully complies with laws and regulations and MILLENNNIUM DPI rules and procedures, including this Code. Employees are also responsible for reporting suspected violations of MILLENNNIUM DPI rules and procedures, including this Code. Violations will result in a recommendation for appropriate disciplinary action up to and including discharge from employment. Conduct representing a violation of this Code may, in some circumstances, also subject an individual to civil or criminal charges and penalties.

V. Summary

MILLENNNIUM DPI personnel should recognize that MILLENNNIUM DPI has earned and must maintain a reputation for integrity and quality that goes beyond compliance with laws, regulations, and contractual obligations. MILLENNNIUM DPI strives for excellence in administration and implementation of contracts. Even the appearance of misconduct or impropriety can cause severe damage to the MILLENNNIUM DPI's reputation. As such, MILLENNNIUM DPI personnel must strive at all times to maintain the highest standards of quality and integrity.

The MILLENNNIUM DPI and its employees must obey all applicable and relevant laws that affect the MILLENNNIUM DPI and its business conduct. Such laws include, without limitation, those that apply to procurement integrity, securities, fraudulent conduct, workplace behavior, anti-trust, civil rights and anti-discrimination, copyright protection, campaign finance, organizational conflict of interest, and taxation. While MILLENNNIUM DPI does not expect its employees to be experts in legal matters, it holds each employee responsible for being familiar with the laws governing his or her areas of responsibility and to be generally aware of possible legal issues and exposures. Any employee having questions regarding definitions, applicability, enforcement, or compliance with this code should direct their concern to the supervisory chain or to MILLENNNIUM DPI Partners CEO.