

G•UB•MK POLICIES AND PROCEDURES

Title:

Code of Conduct / Business Ethics

Policy:

It is the policy of G•UB•MK Constructors to conduct all business with the highest level of ethical standards.

The success of G•UB•MK Constructors depends on the integrity and professionalism that we demonstrate in our day to day dealings with others. As a business, G•UB•MK Constructors is committed to complying with the law and conducting all activities with the highest level of integrity and ethical standards.

We uphold this commitment by conducting ourselves in a manner that protects the reputation of G•UB•MK Constructors, is consistent with current community and corporate standards, and complies with all applicable laws.

Each Joint Venture company that comprises G•UB•MK Constructors, have policies in place which contain the principles that guide our business conduct. You were required to review and sign acknowledgement of these policies with your respective company. Their policies apply to all non-manual employees assigned to G•UB•MK Constructors, all our business interests and activities and to everyone working at, or engaged by, G•UB•MK Constructors. Complying with your applicable Joint Venture company policy is imperative.

Non-Manual employees employed by or assigned to the G•UB•MK joint venture, are required to review and sign acknowledgement of the attached G•UB•MK Constructors *Code of Conduct*. A copy of this code of conduct is required to be available for review at all G•UB•MK site/area offices upon request.

Contract Requirement – In accordance with our current TVA contract, G•UB•MK Constructors is required to timely disclose to TVA whenever, in connection with award, performance or closeout of our contract any credible evidence that a principal, employee, agent or a G•UB•MK Constructors subcontractor has committed (i) a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in title 18 of the United States Code; or (ii) a violation of the civil False Claims Act.

Process:

If you are ever in doubt as to whether or not you are doing the right thing, or you need information about issues that are not covered by our company policies, your most immediate resource for any matter related to the G•UB•MK Constructors *Code of Conduct* is your supervisor. They may have the information you need or be able to refer the question to an appropriate source.

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Page : 2 of 2

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G•UB•MK POLICIES AND PROCEDURES

There may be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concerns with the G•UB•MK Program Director (865-632-1030), G•UB•MK Resource Manager (865-632-1085) or one of the G•UB•MK parent company hotlines listed below.

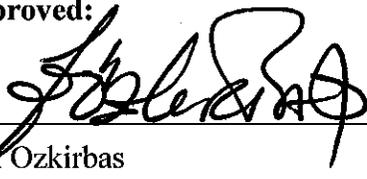
Contacts:

- Immediate Supervisor or Site / Area Manager
- G•UB•MK Resource Manager, 865-632-1085
- G•UB•MK Parent Company hotlines:
 - 866-462-4224 (URS)
 - 866-851-4078 (Williams)
 - 866-557-0683 (WorleyParsons)

Attachments:

- Posting AP-46.1
- G•UB•MK Constructors *Code of Conduct*, May 2009

Approved:



Erol Ozkibas

5/15/2009
Date

G•UB•MK Program Director



Code of Conduct / Business Ethics

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If you are ever in doubt as to whether or not you are doing the right thing, or you need information about issues that are not covered by our company policies, your most immediate resource for any matter related to the G•UB•MK Constructors *Code of Conduct* is your supervisor. They may have the information you need or be able to refer the question to an appropriate source. There may be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concerns with the G•UB•MK Resource Manager or one of the G•UB•MK parent company hotlines listed below.

- Contacts:
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Approved:

Erol Ozkibas

G•UB•MK Program Director

5/15/2009

Date



Code of Conduct

Purpose of the Code:

- Provides a benchmark for professional behavior at all locations throughout G•UB•MK
- Supports G•UB•MK's business reputation and our corporate responsibility within the community
- Makes us all aware of the consequences if we breach the code

As a diverse and multifaceted organization, G•UB•MK's Code of Conduct outlines the standards that guide our actions. It is expected that we:

- Are law abiding and work to avoid conflicts of interest
- Act honestly and fairly in all our business dealings
- Are open and accurate in all our communications
- Are economical and responsible in utilizing G•UB•MK and client resources
- Respect the confidentiality of the technical and commercial information of our clients
- Are reliable and diligent in discharging Company and job responsibilities
- Respect the rights of others and support community values and expectations

May 2009

Contents

Introduction	3
Standards of Conduct	4
Good Corporate Citizenship	4
Complying with Laws and Regulations	4
Government Transactions	4
Acting with Professional Integrity	5
Conflicts of Interest	5
Companies and other entities owned by your associates and family members or in which they have a significant interest	6
Employment of family members	6
Financial Interests in Other Businesses	6
Anti-Competitive Activities	6
Bribes, Financial Inducements and Commissions	6
Giving and Receiving Gifts	7
Political Contributions and Activities	7
Protecting G•UB•MK Assets and Resources	7
Loss, Theft and Unauthorized Use of Assets	7
Use of Electronic Communications for Non-Business Purposes	7
Software	8
Protecting Information and Records	8
Company Records	8
Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting	8
Respecting Privacy	9
Confidential and Proprietary Information	9
Media Statements	10
Working with One Another	10
Equal Opportunity, Anti-Discrimination and Harassment Free Workplace	10
Occupational Health and Safety	10
Alcohol and Drug Use	10
Reporting a Breach of this Code	11
Reporting Unlawful and Unethical Behavior	11
Additional Assistance and Escalations	11
Consequences of a Breach	11
Breach Reporting Checklist	12
No Retaliation	12
Declaration	

Rev 0 May 2009

Introduction

The success of G•UB•MK depends on the integrity and professionalism that we demonstrate in our day to day dealings with others. As a business, G•UB•MK is committed to complying with the law and conducting all activities with the highest level of integrity and ethical standards.

We uphold this commitment in the marketplace by conducting ourselves in a manner that protects the reputation of G•UB•MK, is consistent with current community and corporate standards, and complies with all applicable laws. G•UB•MK's reputation is an important asset and one of the purposes of this Code is to protect this asset. This Code contains the principles that guide our business conduct. The Code applies to all our business interests and activities worldwide and to everyone working at, or engaged by, G•UB•MK.

The Code does not describe or address every situation you may encounter where decisions need to be made about business conduct. If you are ever in doubt as to whether or not you are doing the right thing, or you need information about issues that are not covered in this Code, ask your manager or the Resource Manager for guidance. You may need to ask your manager for more information about specifics not covered in this Code, including site or location specific standards or practices. Complying with this Code is imperative in order for you to fulfill the terms of your engagement with G•UB•MK.

All G•UB•MK Policies and Procedures (Administrative, Health and Safety, Quality, Labor Relations, etc.) are also required to be reviewed and followed by all employees.

Thank you for your commitment to protect and promote G•UB•MK policy and by signing the declaration in this document, you indicate that you have read and understand the standards of behavior expected of you and outlined in this Code of Conduct.

While this Code of Conduct emphasizes G•UB•MK requirements, employees are required to conform to and work within all applicable client requirements. In situations where G•UB•MK requirements conflict with client requirements, the more stringent requirements take precedence while assigned to a client project.

Standards of Conduct

Good Corporate Citizenship

G•UB•MK is committed to being a good corporate citizen. We demonstrate this by:

- Creating and sustaining a workplace free of work related injury, illness and incident
- Acting in a socially responsible manner that respects and supports community values and expectations
- Acting in an environmentally responsible manner which promotes sustainable development of resources
- Providing a fair and equitable workplace for our employees, so that we enjoy harmonious and professional working relationships
- Acting honestly and fairly in all our business dealings and communications.

We work with our customers to deliver cost effective solutions to promote efficient and sustainable use of resources.

Complying with Laws and Regulations

G•UB•MK is committed to complying with the laws and regulations of the states in which we operate. These laws relate to health, safety and environment, financial, corporate, continuous disclosure, fair trading and other legal and statutory requirements. All of us must:

- Comply with any laws and regulations relevant to our work
- Be aware of the duties and obligations that apply to our role.

Ignorance of the law is not a valid excuse for non-compliance. If you require advice, contact your manager or the G•UB•MK Resource Manager.

Government Transactions

Compliance with federal, state and local laws is the responsibility of all employees doing business with the government. All employees dealing with the government must keep informed of changes in government procurement laws and regulations, as well as government enforcement standards and practices, and seek advice whenever there is a question regarding appropriate conduct. Failure to comply with applicable laws, regulation, and contract requirements may result in criminal, civil, contractual, and administrative penalties being assessed against G•UB•MK and individual employees.

The government often imposes special accounting, administrative, billing and invoicing, product quality, inspection and testing, progress reporting and performance obligations and requirements. Each employee involved in performing government contracts must learn, understand and fully comply with the requirements of the contracts they help to

perform. Employees have an independent responsibility for timely and accurate recording of charges. Whenever feasible, charges should be recorded as work is performed. At a minimum, time should be recorded on a daily basis. Supervisors are responsible for reviewing and approving all their employees' time charging records and providing time charging education and training.

Financial records, cost reports, time cards, schedule reports, test and inspection records, technical reports, and progress reports created in connection with performance of government contracts and subcontracts must be accurate and complete. Products, services and work performed for or delivered pursuant to government contracts and subcontracts must comply fully with all applicable specifications, standards and contract requirements. Invoices submitted in connection with government contracts and subcontracts must accurately reflect the amount we are entitled to receive at that time under the contract. Disclosures, representations and certifications made in connection with government contracts and subcontracts must be accurate and complete when made and must not knowingly omit information in order to mislead or misinform.

The Federal Procurement Integrity Act prohibits competing contractors from engaging in specific unethical behavior such as offering a gratuity to a government procurement official; soliciting or receiving procurement-sensitive information from any agency employee; discussing employment or other business opportunities with a procurement official.

The Truth in Negotiation Act requires government contractors to certify that cost and pricing data in their proposals, bids, and other submittals are accurate, complete and current. Federal criminal and civil laws and regulations prohibit or restrict employment discussions with certain current government employees. These laws and regulations also prohibit permanently, or limit for certain periods of time, the type of work that may be performed by a former government employee. Because these laws and regulations change periodically, you should consult the Resource Manager before responding to or initiating any contact with a government employee concerning present or future employment opportunities.

Acting with Professional Integrity

As employees of G•UB•MK, we have a responsibility to work for the Company's best interests. Our professional integrity is upheld through all our actions. Some of these responsibilities apply even when we are off-duty.

Conflicts of Interest

A conflict of interest occurs when your loyalty is divided between G•UB•MK and your own personal affairs, compromising your ability to make impartial business decisions. A potential conflict exists when a decision you make could be seen to provide you, an associate, or a member of your family with an improper gain or benefit. All business transactions must be conducted solely in the best interests of G•UB•MK and our client.

If you are in doubt about whether a conflict of interest exists, you should disclose the issue to your manager so that it can be properly considered. However, in relation to family members and associates, all employees should generally adhere to the following rules.

Companies and other entities owned by your associates and family members or in which they have a significant interest

In general, if an associate or family member owns, or has a significant interest in, a company or other entity and that entity is a competitor, customer, supplier or partner of G•UB•MK, a conflict of interest will potentially exist. In those circumstances, you should make sure you are not part of the process which will decide whether, for example, a contract will be awarded to that entity. Note that the interest must be 'significant'. G•UB•MK does not consider the mere holding of a small number of shares in a company as a 'significant' investment.

Employment of family members

You should not allow yourself to be in a position where a family member will report to you or you will report to a family member. Similarly, you should ensure you are not in a position to influence, in any way, the employment conditions of a family member including their work assignments, salary or other benefits.

Financial Interests in Other Businesses

You must avoid having a significant ownership interest in any other enterprise if that interest compromises your obligations to G•UB•MK.

In the interests of openness and transparency, if you do have a significant interest in another enterprise, tell your manager and exclude yourself from making any decisions relating to that enterprise and its business with G•UB•MK.

Anti-Competitive Activities

We are subject to laws which facilitate competitive and fair business markets. These laws outlaw anti-competitive agreements or understandings between competitors, 'exclusive' supply or distribution arrangements or misleading or deceptive conduct. Breaching these laws has potentially serious consequences for G•UB•MK and anyone who is involved could be prosecuted. Breaching these laws is strictly prohibited. Examples of anti-competitive activities are:

- Deceiving a customer about price or attributes of a service
- Imposing conditions on the purchase of a service such as forcing a customer to use a specified supplier of another service
- Making an agreement with a competitor to fix prices.

Bribes, Financial Inducements and Commissions

In doing business for G•UB•MK you may come under pressure to receive or make payments to individuals to induce them to give us a favorable business decision, such as awarding a contract for our services. G•UB•MK does not offer, solicit or receive gifts or payments in kind.

These requirements apply equally to agents and third parties who are engaged by us and represent our interests.

You must not:

- Pay or receive money, gifts, loans or other favors which may influence business decisions or compromise independent judgment
- Pay or receive rebates, 'kickbacks' or secret commissions when winning business for or from G•UB•MK
- Facilitate payments or pay bribes to government officials to obtain favorable rulings.

Giving and Receiving Gifts

Employees are to conform to and work within all applicable client requirements.

Political Contributions and Activities

G•UB•MK maintains impartiality with respect to party politics. We do not make political donations.

Protecting G•UB•MK assets and Resources

Client Assets and Resources Fall under Client Directives

Loss, Theft and Unauthorized Use of Assets

You have a responsibility to protect G•UB•MK and our client properties and assets that are under your control. You are expected to safeguard them from loss, theft and unauthorized use. G•UB•MK property and assets include cash, business plans, third party information, intellectual property (computer programs, software, models and other items), confidential and proprietary information, office equipment and office supplies.

You must not:

- Steal goods, money or property
- Commit fraud
- Improperly use Company assets
- Willfully or recklessly damage Company property.

Use of Electronic Communications for Non-Business Purposes

Any use of G•UB•MK / client electronic communications systems or equipment for non-business purposes is prohibited.

All messages transmitted by email are treated as business messages and constitute the property of G•UB•MK. You must not use G•UB•MK / client electronic communications systems to:

- Access or download material that is offensive, pornographic, obscene, sexually related or profane
- Access or download destructive material of any kind
- Access games, radio stations, music files or any other entertainment features
- Publish confidential material, trade secrets or proprietary information to

- non-authorized staff or third parties
- Publish information that may constitute harassment, discrimination, coercion or any other unlawful act
- Copy electronic files without permission
- Further personal business activities or engage in excessive personal (non-business) activities.

Software

Reproducing or distributing software without authorization may violate license agreements and copyright laws. This may expose G•UB•MK to prosecution and severe penalties under copyright law and as such is strictly prohibited. G•UB•MK is committed to fulfilling its software licensing and copyright agreements. We must:

- Use only G•UB•MK approved software at work
- Not reproduce or distribute unauthorized software
- Not duplicate G•UB•MK software (other than for backup or archival purposes).

Protecting Information and Records

Company Records

Every document created anywhere throughout G•UB•MK is considered a business record. All G•UB•MK records, books and accounts must reflect the precise nature of transactions recorded. All documents must comply with prescribed accounting and business procedures and controls at all times. This includes:

- Preparing timesheets and expense statements
- Approving invoices
- Signing for the receipt of purchased materials
- Issuing quality control reports.

Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting

The integrity of our records and public disclosure depends on the validity, accuracy and completeness of the information supporting the entries to our books of account.

Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited.

Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business.

As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls;
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the books” fund; and
- each employee working on a government contract understands and follows all government accounting requirements which may apply to the employee’s area of responsibility, the reporting of labor costs and proper charging of time worked. We cannot make any charge for labor, supplies, or other expenses to any account or client except to the activity for which the charge is properly allocable. Any cost incurred on behalf of a department, work order, or contract must be charged to the department, work order, or contract irrespective of whether it is billable to the client.

Our accounting records are also relied upon to produce reports for our management, joint venture companies, stockholders and creditors, as well as for governmental agencies.

Respecting Privacy

G•UB•MK respects the privacy of all staff. Any personal information kept on file must be kept confidential. Distribution or sharing of personal information should be appropriately authorized and undertaken with due care and prudence.

Confidential and Proprietary Information

Confidential information is valuable. Client confidentiality is vitally important to our business. You must not disclose or use confidential information about G•UB•MK or its clients unless the information is already legitimately public knowledge. You must carefully consider what constitutes proprietary or confidential information, whether or not it is marked as such. Examples of such information, for both G•UB•MK and its clients include:

- Business strategies
- Processes and formulas
- Employee, customer and supplier lists and information
- Organizational structures and charts
- Financial projections, data and reports
- Intellectual property such as patents, trademarks and copyrights.

Your obligation to protect this information extends after you leave G•UB•MK.

Media Statements

The only people who may make statements to the public or the media about G•UB•MK are the:

- Program Director
- His delegates.

All media statements must comply with the Continuous Disclosure Policies and the External Communications Guidelines of the Parent Companies.

Working with One Another

Equal Opportunity, Anti-Discrimination and Harassment Free Workplace

G•UB•MK is committed to equal employment opportunity and a workplace free from any kind of discrimination, harassment or intimidation of employees.

A fair and equitable workplace means that we can enjoy professional and harmonious working relationships. It means being treated equally, regardless of race, gender, sexual orientation, age, religion, disability, color, national or ethnic origin.

Harassment can occur when employees create an intimidating, hostile or offensive workplace. This is destructive to our work environment and all individuals concerned.

We will not tolerate unwelcome sexual advances, abusive language, physical violence or the threat of physical violence at G•UB•MK. Such conduct is not acceptable and may result in the termination of employment.

Occupational Health and Safety

A core value of G•UB•MK is Zero Harm. We are committed to maintaining a healthy and safe working environment. All of us must act to keep the workplace safe and minimize risk to everyone's health. Each of us is responsible for taking appropriate steps to:

- Prevent workplace injury or illness
- Contribute to a safe working environment.

Alcohol and Drug Use

While on the job, G•UB•MK will not tolerate:

- The abuse of legal drugs
- The use or after effects of alcohol or illegal drugs.

Each of us is responsible for ensuring that we are not impaired by legal or illegal drugs or alcohol while at work or when engaged in G•UB•MK business. You must make yourself aware of local restrictions and site specific rules with regard to the use of drugs and alcohol, as rules will vary from place to place, site to site. On some sites you may be subject to random testing designed to identify any risks to the health and safety of employees.

Reporting a Breach of this Code

If you are ever in doubt as to whether or not you are doing the right thing, or you need information about issues that are not covered by our company policies, your most immediate resource for any matter related to the G•UB•MK Constructors *Code of Conduct* is your supervisor. They may have the information you need or be able to refer the question to an appropriate source.

There may be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concerns with the G•UB•MK Program Director (865-632-1030), the G•UB•MK Resource Manager (865-632-1085), or one of the G•UB•MK parent company hotlines listed below.

Reporting Unlawful and Unethical Behavior

If you believe that a breach of this Code has occurred or may occur, contact your immediate manager. He or she will assist you to create a report.

Additional Assistance and Escalations

If this is not feasible because your manager is unavailable, or it would be inappropriate because, for example, your manager is the individual in breach of the Code or is complicit in the suspected violation, then you should seek assistance from:

- Resource Manager
- Program Director

Employees also have access to G•UB•MK Parent Company Ethics Help Lines – 866-557-0683 (toll free) or 610-855-2514 (WorleyParsons), 866-462-4224 (URS), or 866-851-4078 (Williams).

If you believe a possible breach is very serious or you have some concerns about making a report or you are not satisfied with the response to your report, you may report the matter directly to:

- Program Director
- Ethics help lines listed above

Management may always be approached in instances of suspected fraud, misappropriation of G•UB•MK assets, suspected cases of bribery and corrupt acts or business transactions.

Consequences of a Breach

When it is considered that a breach of the Code of Conduct has occurred, G•UB•MK will act seriously, quickly, fairly and confidentially. If required, G•UB•MK will inform the appropriate authorities of any breach of the law.

Breaches of this Code may result in counseling, disciplinary action or, in extreme circumstances, dismissal or termination of employment or engagement of those involved in the breach.

Breach Reporting Checklist

The checklist below provides guidance on what to include when reporting a possible breach:

- 1) Make sure you have all the facts
- 2) Record date, time and location details of breach
- 3) Identify any relevant contract or project details
- 4) Provide details of the potential breach with names and details of incident
- 5) Check if there are any other witnesses who can support the report
- 6) Identify the location of any equipment or materials that are relevant to incident

No Retaliation

If you raise a genuine concern regarding suspected breaches of Company policies or this Code you will not be subject to retaliation.

To the maximum extent possible, confidentiality will be maintained in relation to reports made.

If you have a reasonable basis for believing that there has been a breach of G•UB•MK Policy or Standards outlined in this Code, you should raise your concerns. If you do so and it is discovered that your concern was unfounded, there will be no action taken against you. However, if anyone knowingly provides false information or makes false accusations, G•UB•MK will consider disciplinary action up to and including termination of employment or engagement.

Declaration

While this Code of Conduct emphasizes G•UB•MK requirements, employees are required to conform to and work within all applicable client requirements. In situations where G•UB•MK requirements conflict with client requirements, the more stringent requirements take precedence while assigned to a client project.

- I have read and understand this Code of Conduct.
- I understand that I must comply with the terms of my employment or engagement by G•UB•MK, including complying with the specific policies and procedures that are in effect, as well as behaving according to the standards outlined in this Code.
- I understand that any breach may result in counseling, disciplinary action or the termination of my employment or engagement.

G•UB•MK Employee Number _____

Signature

Name

Date

Location