



## **Government Contracts Ethics and Compliance Manual Goldbelt, Incorporated**

The successful business operation and reputation of Goldbelt, Incorporated and its subsidiaries (collectively “Goldbelt”) is built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as adherence to the highest standards of conduct and personal integrity.

Goldbelt will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws as well as the established Goldbelt policies and procedures, while refraining from any illegal, dishonest, or unethical conduct. This Manual supplements the personnel manual provided to all employees of Goldbelt. Those employees with responsibilities related to Goldbelt’s Government contracts and subcontracts are also required to read and understand this Government Contracts Ethics and Compliance Manual. This Manual, along with the personnel manual, is an important part of Goldbelt’s commitment to conduct its business in an ethical and legal manner.

I have appointed Corporate Compliance Manager and HR Director(s), as the designee who shall coordinate compliance issues with designated managers at each specific 8(a) subsidiaries. You should contact any of these individuals, or your supervisor, if you have any questions about Goldbelt’s ethics policies and procedures and United States Government contracting compliance or to report suspected violations and improprieties. In addition, Goldbelt has adopted a “Hotline” reporting mechanism for employees to report suspected violations of this Manual or other potential violations related to Goldbelt’s U.S. government contracts. Information about the Compliance Hotline program is available in this Manual and is posted within the corporate website at [www.goldbelt.com](http://www.goldbelt.com). Any reports, whether made to one of these individuals or through the Hotline, will be treated seriously and, if requested, anonymously. In addition, no act of retaliation will be tolerated related to any sincere report made through the Compliance Hotline or through the other means identified within this Manual.

To ensure your understanding of these requirements, you will be required to review Goldbelt’s personnel manual and this Manual on at least an annual basis. You also will be required to attend periodic training sessions on matters related to them and, after these sessions, sign a statement confirming your review of the Personnel manual and the Manual as well as your attendance at the training sessions. A copy of this acknowledgment is provided herein and will be placed in your personnel file.

We cannot emphasize enough the need for each of us to ensure that Goldbelt and its employees conduct business at the highest ethical levels and comply with these policies and procedures and particularly when doing business with the United States Government. I appreciate your cooperation in this matter.

Joe Kahklen  
Chairman, Board of Directors

Elliott Wimberly  
President and CEO

## **PART 1: COMPLIANCE WITH REQUIREMENTS OF GOVERNMENT CONTRACTS**

### **A. Compliance with Contract Performance Requirements.**

When Goldbelt is awarded a government contract or subcontract, the company has a responsibility to comply with its requirements. Changes to a contract's requirements are not permitted unless they are made in accordance with government procedure *and approved by a warranted contracting officer in writing*. Deviating from stated contract requirements without an appropriate written change in place is a breach of contract, and potentially even criminal in nature. This may be so, even if a Government official requested the change and even if the Government arguably received a better product or service because of the deviation!

Examples of impermissible deviations include:

- Failing to deliver materials the Government has paid for under a contract
- Substituting lower quality materials than required by the contract
- Substituting different products than required by the contract
- Not performing testing, inspection, or other quality control procedures required by the contract
- Certifying that required testing, inspection, or other quality control procedures have been performed when they have not
- Using foreign-sourced materials or products where the contract requires domestic materials or products

Goldbelt employees are expected to be familiar with all contract terms and requirements and to adhere to those requirements without exception. Goldbelt employees are prohibited from engaging in any unauthorized contract deviation, including but not limited to those above. If you become aware of any such deviation, report it immediately to your supervisor, to the Director of Human Resources, designated manager at your company, or to the Employee Ethics and Compliance Hotline toll-free at 1-888-458-6356 or online at [www.ethicspoint.com](http://www.ethicspoint.com). If you have questions about what any contract requires, consult your supervisor or your Program Manager.

### **B. Accurate Time Charging, Cost Recording, and Recordkeeping.**

All Goldbelt employees are responsible for accurately charging material, labor, and other costs on contracts with the government. Sufficient care must be taken to ensure proper recording and charging of all costs and labor hours to the appropriate account, regardless of the status of the budget for that account. All costs not associated with a specific contract or subcontract, such as general administrative expenses, shall not be charged to the contract or subcontract. Unassociated costs shall be charged to appropriate overhead accounts.

Deliberately mischarging time and other costs is a violation of Goldbelt policy and can be a criminal offense. The government applies strict oversight and enforcement in this area and often investigates, indicts, suspends, and debars government contractors for directly or indirectly charging unallowable, unallocable, or false costs. Goldbelt strictly forbids the deliberate mischarging of costs or the alteration of completed timecards. This includes mischarges for labor time, materials, or other costs.

### **C. Proposal Preparation.**

Personnel involved in the negotiation of contracts shall ensure that all statements, communications, and representations made to customer representatives are as accurate and truthful as possible. Many of the government contracts that Goldbelt bids on, and is awarded, are subject to the Truth in Negotiations Act (“TINA”). TINA is a government tool for the negotiation of fair and reasonable prices for the products it acquires. It requires Goldbelt personnel to provide clear, accurate, complete, and current statements, documents, and communications to the government concerning cost and pricing data. The cost or pricing data includes factual information such as subcontractor costs, indirect expenses, direct labor hours and costs, vendor quotations, and other data upon which proposal estimates are based such as historical data or management assumptions.

As an employee of Goldbelt, particularly those employees who prepare contract proposals and negotiate contracts with the government, you are required to take a number of steps to ensure that the company complies with the requirements of TINA. Your responsibilities include: ensuring cost and pricing data are current, accurate, and complete; correcting information provided to the government that is not current, accurate, and complete; and immediately submitting updated information if it is received before the parties agree on the price of the contract or a modification.

### **D. Some Special Contracting Rules.**

The U.S. Government imposes many special rules on government contractors, which may not directly relate to the underlying performance required under the contract, but are no less important. This section addresses a few of those requirements in detail.

#### **1. Special 8(a) Program Requirements.**

We are privileged at Goldbelt, as an Alaska Native Corporation (ANC), to be allowed to participate in the United States Small Business Administration (SBA) 8(a) Business Development Program (8(a) Program). For example, contracts can be set-aside so that only 8(a) firms can compete for them. In some circumstances, 8(a) contractors can be awarded directly to an 8(a) firm without any competition at all. For ANC firms, these sole source contracts can be of any value. With these special privileges come certain responsibilities, and Goldbelt has adopted a number of detailed internal controls, record-keeping and reporting requirements regarding SBA requirements, all of which are of vital importance to Goldbelt. In addition to these internal controls and requirements, all Goldbelt employees should be mindful of the following:

- a. Our special 8(a) Program privileges were established for the benefit of the ANC and its shareholders.

The ANC 8(a) privileges are based upon ANC’s special status and relationship with the federal government and the explicit recognition of the special economic and business development needs of ANC’s and their shareholders. The benefits may include job opportunities for shareholders, opportunities for individual professional development and achievement of shareholders, and utilizing 8(a) revenues and profits whether for the benefit of the ANC generally or for allocations to the ANC dividend pool. We should always be proud of our heritage and should always be mindful of the underlying goal of the 8(a) program: to create benefits for the ANC and its shareholders.

b. Percentage of Work Requirements and Limits on Subcontracting.

In order to make sure 8(a) companies get the benefits of the 8(a) program, the SBA and Federal Acquisition Regulation (FAR) both require that small business and 8(a) prime contractors perform *at least* a certain percentage of each small business or 8(a) set-aside contract they receive. For most contracts for services, this requires that Goldbelt perform at least 50-percent of the cost of the contract, excluding the cost of materials. The details of how these calculations are made are very nuanced and specific, and specific guidance should be sought from Goldbelt's management if there is any question about what these requirements mean or how they should be met in a particular contract or circumstance.

c. Small Business Certifications and Representations.

Always be truthful in making any reports to the SBA, our customers, and our contracting partners regarding 8(a) or other small business status. Representations and certifications regarding these issues are very serious matters, and false statements or certifications can expose the individual making them and the contractor to civil and/or criminal liability under the False Statements Act and the False Claims Act, discussed below. If you are ever called upon to make such representations or certifications, or to provide information that will be used to make them, it is essential that you do so with a full understanding of what such representation or certification requires, and only after a careful and thorough examination of the facts and satisfying yourself that your response will be completely truthful and accurate.

2. Political Contributions from Goldbelt are prohibited.

No Goldbelt funds or assets, including the work time of any employee, will be contributed, loaned, or made available directly or indirectly to any political party or the campaign of any candidate for a federal, state, or local office. Employees may volunteer the use of their skills and time to political parties, candidates, or charitable organizations, but this must be done on personal time and at your own expense. When employees and Company representatives, consultants, or supplier's express opinions on public issues, they must be made clear that these views are personal and not the Corporation's.

3. Government Property and Equipment

Goldbelt employees must exercise appropriate care and control of Government property and equipment. It is the responsibility of every Goldbelt employee to properly account for and handle any property or equipment furnished by the Government. Employees should immediately report known or suspected mishandling or abuse of such property.

4. Protecting the Environment.

Goldbelt is committed to complying with all Federal, state, and local environmental laws and regulations, including providing accurate and truthful information to government permitting authorities. It is important for all Goldbelt employees to conduct all business in a way that prevents deterioration of the environment and minimizes the environmental impact of our operations. Any existing or potential violation of Federal, State, or local environmental protection laws which is not promptly corrected after being brought to the attention of the appropriate manager should be reported immediately to the Goldbelt Compliance Hotline.

## 5. Drug and Alcohol Use.

Goldbelt strives to provide a safe, drug-free work environment. Although our companies respect your right to privacy, the use of illegal drugs, abuse of legal drugs, and the use of alcohol at the workplace are unsafe and counterproductive. Your conduct while you are at work affects your performance, our relationship with customers, and your co-workers. Management expects its employees to report to work in a condition that will allow them to perform their duties in a safe, effective, and efficient manner that meets job requirements.

To this end, consumption, possession, or distribution of alcoholic beverages and/or illegal drugs on company property or company facilities, vessels, in the office, or in vehicles is strictly prohibited.

### Definitions:

*Legal drugs* – Prescribed drugs and over-the-counter drugs that have been legally obtained and are being used in the manner prescribed and for the purpose for which they were prescribed or manufactured.

*Illegal drugs* – Any drugs, including over-the-counter and prescription medications: that are not legally obtainable; that may be legally obtainable but have not been legally obtained; or that are being used in a manner or for a purpose other than as prescribed.

As a condition of employment, Goldbelt expects its employees to avoid activities prohibited by this policy, to provide the required notifications, and to submit to substance abuse testing as required by this policy. Violation may be grounds for immediate termination or other disciplinary action as deemed appropriate by management.

### Testing:

**Goldbelt reserves the right to have its employees tested, screened, and searched for drugs and alcohol as it deems necessary, where consistent with applicable laws.** This includes:

- Pre-employment as a condition of hire for safety sensitive positions
- at random times, if required by law or if the employee fills a safety-sensitive position
- when an employee is involved in an accident on the job or an employee sustains a reportable on-the-job injury
- when management possesses a reasonable suspicion that an employee is under the influence of drugs or alcohol.

### Prohibited Activities:

The unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance as defined in the Controlled Substances Act or the Code of Federal Regulations (such as marijuana, cocaine, opiates, amphetamines, or other mind altering substances) by any employee is prohibited while working on the premises at any Goldbelt location and on work-related business assignments.

No employee shall perform work for or operate a company vehicle or equipment while under the influence of alcohol, controlled substances or any other drug (such as prescription or over the counter medications). “Under the influence” is defined as the presence in one’s system of any amount of a drug

or alcohol which, in management's judgment, could impair or affect an employee's alertness, thinking, coordination, or ability to perform work properly and safely.

Alcohol use in the workplace is prohibited during work hours. Alcohol use is also prohibited immediately before your work day commences and during any break periods in the workday.

Employees shall report to their immediate supervisor the use of any prescription or non-prescription drugs that may impair or affect their alertness, coordination, or ability to perform work properly and safely. The supervisor shall review the situation with a human resources representative, or the corporate Human Resources Manager.

Employees must provide written notice of any criminal drug statute conviction for a violation occurring in the workplace within five days of such conviction. Appropriate personnel action shall be taken within 30 days of the receipt of conviction notice.

Failure to consent to a test for illegal drug use or a test for contemporaneous use of alcohol required by the corporation is a violation of this policy and is grounds for disciplinary action, up to and including suspension without pay, or termination. Test results that come back positive on any of the controlled substances tested for will be grounds for disciplinary action, up to and including, suspension without pay or termination.

Any employee in a safety-sensitive position who tests positive for controlled substances will in all circumstances be immediately removed from that position until a decision regarding disciplinary action is made.

Authority to order testing for illegal drugs and/or alcohol rests with the general managers of the subsidiary companies, senior management, and the board of directors of Goldbelt, Incorporated.

## 6. International Work and the Foreign Corrupt Practices Act

It is important that international business be conducted in accordance with all applicable laws of both the United States and the foreign countries in which Goldbelt may operate. One of the U.S. laws applicable to doing business internationally is the Foreign Corrupt Practices Act. This Act, in general, prohibits giving money or things of value to a foreign official for the purpose of influencing a foreign government. You may not offer, make payment, promise to pay, or authorize payment of any money or anything of value to any foreign official or any foreign political party or candidate, or to any person, while knowing or having reason to know that such person will give or promise to give some of the money to any foreign official, or to any political party or candidate to induce favorable influence to obtain business for Goldbelt.

Other U. S. and foreign laws applicable to employees who do business outside the United States include laws concerning:

- Sanctions and Boycotts
- International Traffic in Arms Regulations (ITAR)
- Export Controls
- Antiterrorism
- Customs
- Human Rights

- Labor and Employment
- Disputes Settlement and International Arbitration
- Investment and Trade
- Antitrust

Laws governing international work are complex and usually require consultation with experienced U.S. and foreign legal counsel.

## **E. False Claims and False Statements Act.**

### 1. Do not make False Statements to the Government.

The False Statements Act, 18 U.S.C. §1001, criminalizes the knowing and willful making of a false statement concerning a matter within the jurisdiction of any department or agency of the United States. A contractor's statement concerning a United States Government contract or subcontract is "within the jurisdiction of an agency" of the United States Government. This law also criminalizes the falsifying or concealment of material fact that the contractor has a duty to disclose. A criminal violation occurs when a person (including a contractor employee) willfully makes to the Government a false, fictitious, or fraudulent statement, or uses a document knowing that it contains any false, fictitious, or fraudulent statement, or entry concerning a contract.

Many of the records Goldbelt keeps, and which you may be called upon to develop, form the basis for our representations, invoices, and other statements to the United States Government. These records include, but are not limited to, time cards, quality control documents, and inspection documents. Just as any direct statement to the Government must be truthful, complete, and accurate, so must any of the documents Goldbelt requires upon to develop its submissions to the Government. Therefore, it is essential that you use great care in preparing all company records, including any submissions to the Government, to ensure that they are truthful, complete, and accurate.

### 2. Do not submit False Claims to the Government.

United States Government prosecutors have in their arsenal two false claims acts: the Criminal False Claims Act and the Civil False Claims Act.

A violation of the Criminal False Claims Act occurs whenever anyone makes or presents a claim for payment to the United States, or its agencies or departments, with knowledge that the claim is false, fictitious, or fraudulent. The case law makes clear that a contractor runs afoul of this statute whenever the contractor seeks money from the government (including through a United States Government prime contractor) under false pretenses.

The Civil False Claims Act is violated whenever one of the following happens:

- A person knowingly presents, or causes to be presented, to a United States Government official, a false or fraudulent claim for payment or approval;
- A person knowingly makes, uses, or causes to be made or used, a false record or statement to get a false or fraudulent claim paid or approved;
- A person conspires to defraud the United States Government by getting a false or fraudulent claim allowed or paid; or

- A person knowingly makes, uses, or causes 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 the United States government.

In the civil false claims context, "knowing" includes reckless disregard and deliberate ignorance of the truth.

Goldbelt employees must be truthful and forthcoming in all of their dealings with the federal government, verbally and in writing. Any and all written submissions to the government must be truthful, accurate, and complete. Both the company and individual employees can be found civilly and/or criminally liable for making false statements and/or claims to the government under either the False Claims Act or False Statements Act.

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## **PART 2. Special Rules Regarding Giving and Receiving Gifts and Gratuities, and Offers of Employment to Government Employees.**

The sales of Goldbelt's goods and services should always be free from even the inference or perception that favorable treatment was sought, received, or given on the basis of employees receiving or giving a personal benefit, including gifts, entertainment, favors, hospitality, or other gratuities. Similarly, purchases of products and services from vendors, suppliers, and subcontractors must be accomplished in a manner that preserves the integrity of a procurement process based on quality and performance. This is especially so when our customer is the US government.

Goldbelt specifically prohibits offering, giving, soliciting, or receiving any form of bribe or kickback. These are criminal acts. All approved expenditures for meals, refreshments, entertainment, and the like must be fully documented and recorded in strict accordance with established policies and procedures.

The following guidelines should be observed in relations with both our customers and supplier and subcontractor personnel. Therefore, Goldbelt expects all of its employees with government contracting responsibility to understand and abide by these rules, without exception.

### **A. Gifts to Government Personnel are generally prohibited.**

#### **1. General Prohibition on Gifts to Government Personnel.**

In general, an employee of the United States Government may not solicit or accept a gift from a "prohibited source" that is given because of an employee's official position. A "prohibited source" is any person or company who is doing business with or seeks to do business with the United States government. Goldbelt, and its subsidiaries with Government contracts and subcontracts, are "prohibited sources" and therefore these significant limitations apply to Goldbelt and our employees as well.

The term “gifts” is very broad and it includes any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, or other item having monetary value. It includes services as well as gifts of training, transportation, local travel, lodging and meals, whether provided in-kind, by purchase of a ticket, payment in advance or reimbursement after the expense has been incurred.

There are certain limited exceptions to this rule against accepting gifts, including those listed immediately below. Even if an exception applies, however, a United States Government employee may not accept a gift in return for being influenced or where a gift is solicited or accepted so frequently that it appears that the United States Government employee is being influenced.

Because of the complexities in these rules, the most prudent course is to avoid entirely, gift-giving to United States Government employees. From the examples below, you will see just how complex these rules are. Therefore, it is Goldbelt’s policy to prohibit entirely, gifts to Government personnel, absent advance approval from Goldbelt’s legal representative(s).

2. The Exceptions to the General prohibition are very limited and complex.

Gifts of \$20.00 or less – An executive branch Government employee may accept a gift of \$20.00 or less, per occasion, provided that the aggregate value of gifts received from one company does not exceed \$50.00 per year. Where a gift offered is worth \$40.00, an employee may not pay the excess over \$20.00 in order to keep the gift. Such a gift is not allowed. If two gifts, each under \$20.00, are offered to an employee, the employee may keep one of the gifts.

"Procurement officials," that is employees involved in the procurement decision for a particular contract, may not accept a gift, even if valued at less than \$20.00, where the gift is given by a contractor competing for the procurement. Acceptance of a gift under these circumstances violates the Procurement Integrity Act (41 U.S.C. § 423), discussed below. The legislative and judicial branches of the Government have their own rules regarding gifts, which in some cases are more restrictive than the Executive Branch.

Again, for all these reasons, Goldbelt’s policy is more restrictive than federal law: Goldbelt employees are prohibited from offering or giving any gifts to any Government employee regardless of the amount of the gift.

**B. Bribery and Gratuity Statutes.**

In addition to the general prohibition on gifts described above, offering or giving a gift or any other thing of value to a Government employee in exchange for an official act or favorable treatment is a crime under federal bribery and gratuity laws. Even if the gift is not accepted by the Government employee, the mere offering of something of value in exchange for official actions or favorable treatment can violate these statutes. Under these related statutes both the contractor and government employees involved may face personal criminal liability, including significant fines and imprisonment for violations of the bribery or gratuity statutes. Of course, Goldbelt itself may be subject to criminal, civil, and administrative penalties for such violations as well.

Because of these laws it is essential that no Goldbelt employee offer or provide an improper gift to any Government employee, and in no event should a Goldbelt employee create even the appearance that an otherwise permissible gift is being offered to a Government employee for an improper purpose.

**C. Kickbacks to Employees, Suppliers and United States Government Officials Are Prohibited.**

Federal laws prohibit a government contractor and its employees from soliciting or receiving certain gifts as well. When a prime contractor or a prime contractor's employee asks for, or a subcontractor or a subcontractor's employee offers something of value in exchange for favorable treatment in connection with a Federal contract, the offering and receiving parties are in violation of the Anti-Kickback statute. Specifically, the Anti-Kickback Act of 1986 defines a kickback as follows:

“Any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to any prime contractor employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a prime contract or in connection with a subcontract relating to a prime contract.”

An attempted kickback violates the Act just as an executed kickback does.

Criminal sanctions apply to individuals as well as to companies. One who knowingly or willfully violates the Anti-Kickback Act may be subject to criminal fines and imprisonment of up to 10 years. Civil fines for a knowing violation of the Anti-Kickback Act are assessed at up to two times the amount of each kickback, up to \$10,000 per violation. A prime contractor can also be penalized for the actions of its subcontractors!

In order to ensure full compliance with the Anti-Kickback Act relative to gifts and gratuities, Goldbelt has established the following policy for all employees:

The rendering or receipt of money, fee, commission, gift, gratuity, entertainment, compensation or anything else of value to or from any prime contractor or subcontractor (or an employee or agent of either) by or from an employee of Goldbelt or any member of their family is strictly prohibited. This policy includes entertainment of any kind such as tickets to theaters, sporting events, musicals, or any other event or function for which a ticket or admission would normally be charged. Participation in meals with a supplier or prospective supplier is allowable, provided the Goldbelt employee pays full value for all expenses related to their participation.

**D. Discussing Employment Opportunities with Current and Former Government Officials Is Prohibited.**

United States law (18 USC 207 and 208) prohibits certain activities by former United States government employees including, in general, the representation of a contractor before the United States government in relation to any contract or other matter involving specific parties or issues on which the former employee participated personally and substantially while employed by the United States government. Based upon the former government employee's level of involvement with that matter or contract, such employee may be restricted from participation in the private sector for one year, two years, or for life. As a result, if you are a former government employee, prior to representing Goldbelt on a particular matter before the Government agency for whom you worked or any related government agency, you must obtain the written approval of the company President and/or the corporate

President/CEO. The Procurement Integrity Act, discussed below, also imposes additional restrictions on discussing employment opportunities with government employees.

There are detailed and complex rules regarding the employment of current or former Government officials. As a result, only when prior written approval is received from the company President and/or the corporate President/CEO may a Goldbelt employee initiate employment discussions with a current or former Government official. If a current or former Government official expresses an interest to a Goldbelt employee in working for Goldbelt, the Goldbelt employee contacted by that individual must promptly inform the company President and/or the corporate President/CEO and may not conduct substantive discussions concerning this subject without the prior written approval of the company President and/or the corporate President/CEO.

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### **PART 3:       COMPETING AND RECEIVING CONTRACTS FAIRLY**

#### **A.       Personal and Organizational Conflicts of Interest**

All employees, consultants, and representatives of the Company have a duty to avoid financial, business, or other relationships which might conflict with the interests of Goldbelt or might cause a conflict in the performance of their duties. Every employee should conduct themselves in a manner that avoids even the appearance of conflict between personal and corporate interests.

It is Goldbelt's intent that neither any employee, the Company as a whole, nor anyone dealing with the Company should be placed in a compromising position due to a conflict of interest. Conflicts of interest adversely affect the way confidential information is collected, used, and disseminated and impair the ability to make clear, objective, and unbiased judgments in carrying out assigned responsibilities.

Actual and apparent conflicts of interest can arise easily. You should make full disclosure of any relationship or situation that may involve personal or organizational conflicts of interest. This should be done promptly and in writing. Anyone who feels that they may have a conflict situation, actual or potential, should report all pertinent details in a memorandum to their supervisor. The supervisor will be responsible for referring the matter for appropriate review and subsequent recommendations for actions which will minimize or eliminate the chance of conflict of interest interfering with the employee's performance on the Goldbelt job.

##### **1. Personal Conflicts**

A conflict of interest can arise when a Goldbelt employee has a personal interest that could influence, or appear to influence, your objectivity in decisions concerning your job duties and responsibilities. Personal conflicts of interest may also arise from the actions of your family members.

There are many situations which can give rise to a conflict of interest. Examples include:

- Employment by or receiving compensation from a competitor, regardless of the nature of the employment, while employed by Goldbelt.

- Acting as a consultant to a Goldbelt customer or supplier.
- Placement of business with a firm owned or controlled by an employee or his or her family.
- Ownership of, or substantial interest in, a company which is a competitor or a supplier.
- Engaging in personal or non-Goldbelt business during work hours or with Goldbelt assets.
- Acceptance of gifts, payments, or services from those seeking to do business with Goldbelt.

Your primary concern should be to act in the best interest of Goldbelt at all times.

## 2. Organizational Conflicts

The Federal Acquisition Regulations (FAR) at Subpart 9.5 contain specific provisions that are meant to prevent unfair competitive advantage and conflicting roles among government contractors. These regulations require affirmative and proactive action on the part of contractors and contracting officers to identify, avoid, or mitigate organizational conflicts of interest in a manner which will allow the contractor to participate in a procurement.

The FAR provisions provide specific examples and scenarios to assist contracting officers and contractors in identifying potential organizational conflicts of interest. It also provides the contracting officer's responsibilities, general rules, and procedures for identifying and resolving conflicts with potential offerors. Organizational conflicts of interest may affect Goldbelt's eligibility for future contract awards, so it is crucial that each Goldbelt employee be aware and knowledgeable of the regulations concerning such conflicts. If you have an indication that a potential organizational conflict of interest may be present, you must contact your supervisor and company President immediately.

### **B. The Procurement Integrity Act**

The employees of Goldbelt must understand and comply with the requirements of the Procurement Integrity Act (41 USC 423). These regulations prohibit unethical conduct by both Goldbelt employees and government officials. The Act's purpose is to encourage those doing business with the government to compete fairly.

During the course of a federal procurement, Goldbelt employees are prohibited from: (1) obtaining and disclosing source selection information or contractor proprietary bid or proposal information; (2) offering or discussing employment or business opportunities with procurement officials; (3) offering or giving money, gratuities, or anything of value to a procurement official. It is important to know that information that falls under the provisions of this Act includes verbal information; it does not have to be in writing.

Proprietary information is information owned by another company that would cause the company business injury if it is disclosed to others outside of the company. Source selection information includes any information used by the government during the procurement process that is from the commencement of the procurement effort through contract award that would jeopardize the integrity of the procurement if released. If you or any Goldbelt employee improperly possesses proprietary data of a competitor or any source selection information, you are violating the Procurement Integrity Act.

The penalties for violations of this Act include administrative, civil, and criminal sanctions and fines. If you have any knowledge of an actual or potential violation of this Act, you must immediately report this knowledge to your supervisor or legal counsel.

### **C. Confidential Information.**

The affairs of the Goldbelt family of companies, including its board members, employees, shareholders, vendors, and consultants are confidential and not to be discussed with third parties without authorization.

All of our records are confidential and may not be copied or disclosed without authorization from management. Never discuss customers, files, or printed material except on a need-to-know basis with other employees. Confidential information includes all personnel and payroll records, information about our customers, and anything else about the way we operate.

***Accessing customer or employee information is forbidden unless instructed to do so by management, or on a need-to-know basis. Abuse or misuse of confidential information will result in severe discipline, including potentially termination.***

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## **PART 4: AUDITS, INVESTIGATIONS, AND OTHER REVIEWS**

Goldbelt's contracts with the United States government give the government agencies and officials' specific audit and investigation rights as a routine part of doing business. Goldbelt and its employees are committed to full cooperation with any audit or investigation undertaken by the government. We will be truthful and accurate in all statements made and information given to government officials.

As an employee of the company, if you receive notice of or request for an audit, investigation, or other review from a government official or agency, you must immediately notify your supervisor. Although the decision whether or not to cooperate with government officials is a personal one, we request that you not respond to a government official or agency without first contacting the appropriate Goldbelt personnel, being the company President, and/or the corporate President/CEO.

All information requested by a government official must be approved and will be provided to the government by Goldbelt management. The purpose for this policy is to allow Goldbelt to take appropriate steps to ensure a truthful, complete, and accurate response to the government. An improperly handled government audit or investigation could result in liability for Goldbelt and individual employees. In order to assist the company in providing accurate and truthful information, Goldbelt employees shall not: (1) edit, remove, delete, or destroy any documents in the face of an audit; (2) attempt to influence the statements or testimony of any other person, or to attempt to dissuade or discourage someone from providing information in response to an audit; (3) omit or conceal intentionally any material fact in your response to an audit; or (4) provide false information or document in connection with the audit.

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## **PART 5: REPORTING SUSPECTED VIOLATIONS AND WHERE TO GO FOR HELP.**

Any employee having information which causes the employee to know or to believe that a Goldbelt employee or another person has violated this Manual or applicable laws and regulations, should promptly bring the matter to the attention of the company representative or submit a confidential message through Goldbelt's Compliance Hotline as described below.

Failure to report known or observed violations of this Manual may also constitute a violation. An employee who intentionally fails to disclose, hides, or covers-up a known or observed violation may be subject to the disciplinary actions specified below, even when such employee was not a violator or a participant.

Upon receiving a report of suspected violations of this Manual or applicable laws and regulations, the company representative shall immediately conduct or direct an investigation of the incident. If the reporting employee so requests, the name of the reporting employee shall be held in confidence by the company representative and shall not be disclosed to other corporate employees; provided, however, that the company representative may provide the name of the employee to the proper authorities or outside counsel retained by the Company to conduct an investigation. The confidentiality of the source of the report shall be maintained to the maximum extent possible.

### **A. Goldbelt's Employee Ethics and Compliance Hotline.**

Goldbelt employees are required to report any violation or reasonably suspected violation of this Code, any law or regulation, or any other policy on Goldbelt's anonymous Compliance Hotline Program via either online at [www.ethicspoint.com](http://www.ethicspoint.com) or toll-free at **1-888-458-6356**. Goldbelt employees may also provide written documentation of the suspected violation to their company representative. Goldbelt employees may also utilize the Compliance Hotline Program to receive information, advice, etc. on any ethical question they may have or any question about this Manual or the Personnel manual.

### **B. Disciplinary Actions.**

Goldbelt is committed to adhere to the principles outlined in this Manual and the Personnel manual. Employees who violate this Manual and/or Personnel manual are subject to disciplinary action. If it becomes necessary to initiate disciplinary action against an employee for a violation of this Manual or the Personnel manual, the employee will be given an opportunity to submit, in person, in writing, or through a representative, information to the company representative concerning the facts and circumstances of the employee's actions, including any mitigating factors. The company representative will present findings to the appropriate corporate officials. On the basis of adequate evidence, and considering the seriousness of the acts or omissions, disciplinary actions may range from a documented oral/verbal or written reprimand, to termination of employment, civil prosecution, and/or criminal or civil prosecution by the U.S. Government, if a violation involved a U.S. law or regulation. This general description of the review process is for informational purposes only, and it may be changed or modified from case to case, as the exigencies of the situation warrant.

Disciplinary action also will be taken against employees who authorize, or participate directly in, actions which are in violation of this Manual, as well as against those who may have deliberately failed to disclose or withhold information concerning a violation.

### **C. Non-Retaliation Policy**

Goldbelt strongly encourages its employees to report any known or suspected violations of this Code or any law or regulation. Every effort will be made to hold all such reports in strict confidence, and employees making such reports shall not be subject to retribution, disciplinary action, or any other adverse administrative action for such reporting. Additionally, disciplinary action will be taken against any employee, supervisor, or manager who retaliates against an employee who reports a violation, or who may have been responsible for a violation due to inadequate supervision.

### **D. Contact Information and Where to Go for Help.**

As noted at the beginning of this Manual, the rules of Government procurement are complex and can be confusing. Also, as noted throughout this Manual, there are many occasions where Goldbelt employees are expected or required to report certain actions. The most important thing to take away from this Manual is: if you have any question about what to do in a particular circumstance – ASK FOR GUIDANCE AND GET THE ANSWER RIGHT. In addition, while you are required to read this Manual and the Personnel manual once a year, Goldbelt expects you to keep these documents handy and to use them as a resource to answer questions and to guide your behavior throughout the year.

For your convenience and reference, below is a summary of relevant contact information.

**Goldbelt, Incorporated Compliance Hotline number: 1-888-458-6356.**

**Online Reporting: [www.ethicspoint.com](http://www.ethicspoint.com).**

**Compliance Hotline Program can also be found on the corporate website, and each subsidiary website, at [www.goldbelt.com](http://www.goldbelt.com).**

**While our compliance hotline itself is handled by a third party, the Designate for questions about our Compliance Hotline is:**

**Corporate Director of Human Resources  
3025 Clinton Drive, Juneau, AK 99801  
(907) 790-1410**

\* \* \* \* \*

**Receipt and Acknowledgement**

I acknowledge that I have received and read my personal copy of the Government Contracts Compliance Manual. I understand and acknowledge that each Goldbelt Employee or Director, whose works involves federal government contracting or subcontracting or who supervises those whose work involves such matters, is responsible for knowing and complying with the principles, standards and other requirements of this Government Contracts Compliance Manual in addition to the Goldbelt Code of Business Conduct and Ethics.

\_\_\_\_\_

Print Name

\_\_\_\_\_

Company/Division & Location

\_\_\_\_\_

Employee Signature

\_\_\_\_\_

Date