

VENDOR CODE OF CONDUCT FORM

Huntsville Utilities (HU) maintains the highest standards of ethical conduct in all our dealings with customers and Vendors. HU's Purchasing Policy advocates that all Vendor relationships should be marked by fairness, integrity, service, and progressiveness. As such, HU requires that Vendors be able to demonstrate compliance with this Vendor Code of Business Conduct (Code) when conducting business with or representing HU. Vendors are required to be aware and knowledgeable of all applicable laws and regulations, and to fully comply with both the form and intent of such laws and regulations.

APPLICABILITY

This Code is applicable to you as a HU Vendor, as defined at the end of this document. Based upon the nature of work that will be performed, Vendors may be required to pass a background investigation and/or be a drug-free workplace. You will be informed during the bid process whether these requirements will apply.

This Code contains general requirements applicable to all Vendors. Contracts may contain more specific provisions addressing some of these same issues. Nothing in this Code is meant to supersede a more specific provision in a particular contract, and to the extent, there is any inconsistency between this Code and a particular contract, the contract provision will control.

CODE REQUIREMENTS

The Code is consistent with our dedication to strengthen the communities we serve and is not intended to identify or delineate all possible circumstances that could present an ethics violation or business conduct concern. HU expects all Vendors to exercise good judgment in every interaction with our representatives (employees and board members) and customers. This includes, but is not limited to, the following requirements:

Ethics

Vendors should place the best interests of HU's customers and the public trust above their own personal business interests; operate with fiscal responsibility and high ethical standards; address complex issues and problems head-on; be truthful, honest, compassionate, fair, equitable and transparent; and communicate fully and openly to ensure ethical and appropriate behavior.

Discrimination and Harassment are Prohibited.

- Illegal discrimination or harassment in the workplace of any HUs' representatives based on race, sex, religion, national origin, color, age, veteran status, genetic information, sexual orientation, gender identity, or disability is not tolerated. Harassment will be defined from the perspective of the target - not the offender.
- It is a violation of the Code to retaliate, threaten, or seek any type of reprisal against a representative who reports discrimination or harassment, or who participates or cooperates in an investigation.

Gifts, Meals, and Entertainment

HU's representatives are not allowed to accept gifts or gratuities of other than nominal value as defined at the end of this document. HU complies with Alabama Code §36-25-7, anything offered as an attempt to corruptly influence official action is prohibited, regardless of whether it is a thing of value under the law or not.

Conflicts of Interest and Anti-Bribery

- Vendors should have no relationship, financial or otherwise, with any HU representative that might conflict with or influence, or appear to conflict with or influence, the Vendors' obligation to act in the best interest of HU.
- If the Vendor includes a family relative (spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law, or same or opposite sex domestic partner) of a HU representative, or if a Vendor has any other

RETURN THIS DOCUMENT

VENDOR CODE OF CONDUCT FORM

relationship with a HU representative that might represent a conflict of interest, the Vendor should disclose this fact to HU, or ensure that the HU representative does so.

- Vendors agree they will make no payments on behalf of HU without obtaining prior approval from HU.
- Vendors shall not use (employ, retain, induce, or direct to solicit) City of Huntsville representatives (only applicable to duly elected or appointed staff), or HU representatives to secure any Vendor contract.
- Vendors must comply with the Foreign Corrupt Practices Act and agree that they will not transfer anything of value, directly or indirectly, to obtain any improper benefit or advantage. In addition, the Vendor agrees that no money paid to them has been or will be used to pay any bribe or kickback in violation of applicable laws.
- Vendors must keep written records of all payments (including any gifts, meals, entertainment, or anything else of value) made by them on behalf of HU, or out of funds provided by HU. A copy of these records must be provided to HU upon request.

Protecting Information

- HU protects the confidential information of its customers, company, representatives, Vendors, and business partners. Vendors must comply with applicable laws, regulations, and contracts related to confidential information. This includes copyright, patent, and trademark rights.
- When confidential information is shared, Vendors will be required to sign the HU *Non-Disclosure Agreement*.
- If the Vendor believes it has been given access to HU confidential information in error, the Vendor must immediately notify its HU contact, and refrain from further distribution of the information. The HU contact shall notify, without delay, the HU Ethics Committee.

General Business Conduct

All Vendors must:

- Comply with HU safety and security policies and procedures, and not contribute or create a health or safety hazard. Based upon the nature of the work to be performed, the Vendor may be required to complete a Contractor Safety and Health Questionnaire.
- Not bring dangerous or unauthorized materials such as weapons, explosives, or other similar items to HU's workplaces.
- Conduct business in a manner that protects and preserves the environment.
- Not solicit, sell, collect funds, or distribute non-business-related reading materials in HU's workplaces.
- Not post, deface, or remove notices/signs or writing in HU's workplaces.
- Accurately document all transactions with HU in your financial records, and prevent side agreements, whether oral or written. Contracts must be signed by those with proper authority.
- Be honest at all times, and not make false, vicious, or malicious statements at any time concerning HU's customers, company, or representatives.
- Not falsify HU's records or reports.
- Not damage, deface, abuse, allow unauthorized use of, or misappropriate assets of HU's customers, representatives, or vendors.
- Not abuse or exploit HU's E-mail; Internet; information technology systems, applications, or hardware.

RETURN THIS DOCUMENT

VENDOR CODE OF CONDUCT FORM

REPORTING COMPLAINTS OR CONCERNS

Potential Code complaints or concerns should be directed to members of the HU Ethics Committee by telephone, email, or through our anonymous, third party-managed “hot line” service. Vendors may use the phone number 1-888-309-1744, or the website to make a report.

<https://hsvutil.alertline.com/gcs/welcome>.

ENFORCEMENT

HU sincerely believes the Code consists of common-sense rules that are easily understood and recognized as being essential for the effective and efficient operation of our company. The Ethics Committee is responsible for enforcement of the Code and will investigate and make recommendations for resolving any complaints or concerns.

The Vendor hereby represents and warrants that it will not take any action that might constitute a violation or breach of any provision of the Code and acknowledges that compliance with the Code is required to maintain status as a HU Vendor.

Company: _____

Name: _____

Title: _____

Signature: _____ Date: _____

DEFINITIONS

Conflict of Interest

A conflict of interest occurs whenever a representative of HU or a Vendor participates in an activity that could cast doubt on their ability to act with total objectivity or appears to interfere with the best interests of HU as a whole. A conflict of interest can occur even when the representative or Vendor believes that he/she can be fair or impartial.

Ethics Committee

The HU Ethics Committee consists of the HU President/Chief Executive Officer, Vice President Human Resources, Director of Internal Audit, and an Equal Employment Opportunity Officer. All Ethics Committee members have direct or indirect reporting lines to the Boards of Directors.

Gratuity

A gratuity is defined to include, but not limited to, money, gifts, favors, hospitality, loans, entertainment, services, offers of employment, or any other benefit or item of more than nominal value. HU's employees are not permitted to receive any ticket(s), regardless of value, for any sporting or entertainment event.

HU Asset

An asset refers to all HU's workplaces, and everything belonging to HU. This includes, but is not limited to, facilities, records, tools, machines, equipment, materials, supplies, and cash; employees' time at work and work product; computer networks, systems, and software applications; electronic and communication devices; company vehicles; and confidential and proprietary information.

Nominal Value

For purpose of this Code, nominal value is defined as anything having a value of less than \$25, and that is customarily and routinely given by Vendors, and not exclusively to HU or its representatives (examples include coffee mugs, pens, calendars, notepads, or the like.) The aggregate value of items of nominal value from a single individual or entity shall not exceed \$50 per calendar year.

Representative

A representative refers to a HU employee or a member of the Boards of Directors of HU.

Vendor

A vendor is a third party, consultant, contractor, supplier of products, or others with a contract, purchase order, or service agreement with HU, and includes all personnel employed or contracted by a vendor to perform work or services for HU. A vendor may also refer to any individual or entity that HU is actively considering using or is interested in doing business with HU.