



MWH®

BUILDING A BETTER WORLD

Partner and Consultant
Code of **Business** Conduct



A Message from

Alan Krause



MWH Global, Inc. is a company in constant motion. With a company as dynamic as ours, we have had to work hard to establish a reputation of integrity and trust throughout our industry. This reputation influences many aspects of our company, both tangible and intangible – from customers choosing to do business with us to our employees' job satisfaction – it all hinges on our reputation. Therefore, it is important for MWH to protect this reputation through a strong **culture of integrity**.

The MWH Code of Business Conduct stands for a fundamental commitment to comply with all applicable laws and maintain high ethical standards wherever we operate. To help MWH meet this commitment, the Code defines what we expect of our people and business partners regardless of location or background. Everyone representing MWH is required to follow this Code with due care. The Code provides indispensable direction for us as we continue **Building a Better World**.

As MWH nears its 200th year in operation, we recognize that sustainable business practices and strong principles associated with a code of conduct and operating in a culture with integrity will help our company endure long into the future.

This is our commitment. Thank you for your part in it.

Sincerely,

A handwritten signature in black ink that reads "Alan J. Krause". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Alan Krause

Chairman & Chief Executive Officer

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Overview



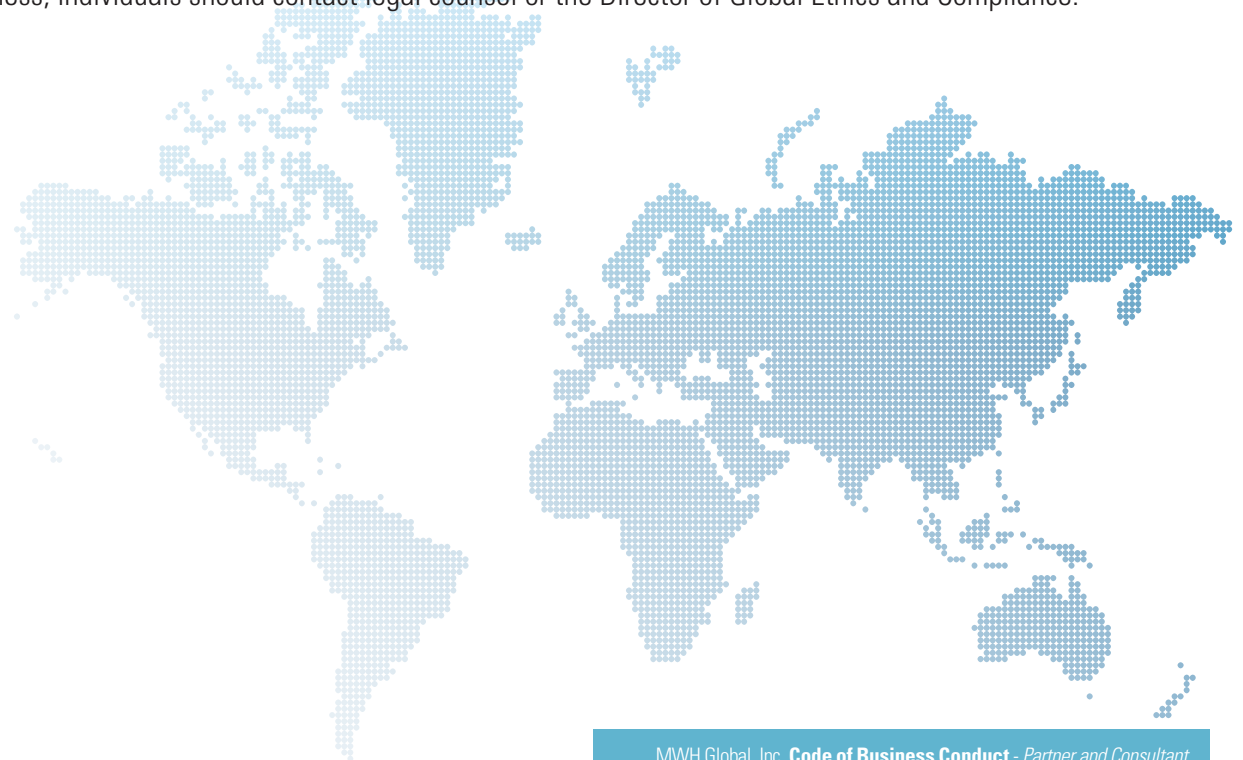
Uncompromising integrity and an ongoing commitment to Building a Better World are essential elements of our success. MWH Global, Inc. and all subsidiary companies, (“MWH”) require lawful and ethical behavior at all times. Our **Code of Business Conduct** provides guidance and expectations for all individuals when working with, representing or acting on our behalf. We expect our partners to conduct themselves in an honest, ethical and lawful manner. We cannot anticipate every situation that may arise, but in all cases we expect individuals to act with the highest business ethics and conduct. The MWH **Code of Business Conduct** is intended to serve as a source of guiding principles so that individuals approach their work in a consistent and appropriate manner, regardless of location, entity or function. It is vital to understand and act consistently with the **Code of Business Conduct** as well as applicable laws that govern the work we do. If questions arise as to how the **Code of Business Conduct** applies or how a situation involving an ethical or legal issue should be handled, individuals should contact the Director of Global Ethics and Compliance or Legal Counsel.



Lawful and Ethical Behavior

It is our policy that individuals conduct business in accordance with applicable national, state and local laws, and with the specific laws, rules and regulations of countries in which business is conducted. No unethical or illegal acts can be justified by saying that they were directed by a higher authority or to benefit our companies. If an individual is faced with an ethical dilemma, his or her responsibility is to bring it forward and seek resolution. Individuals must adhere to the highest standard of business ethics and conduct. Individuals should be alert and sensitive to situations that could result in illegal, unethical or improper action. If an individual is unsure or unclear how to handle a situation, it is always best to obtain guidance before acting.

If an individual has reason to believe that a violation of the Code of Business Conduct has occurred, or is asked to violate the Code of Business Conduct, or any other policy, law or regulation he or she must report it. We do not tolerate retaliation against an employee for raising ethical concerns in good faith. Reporting individuals may also remain anonymous if they choose. If an individual is uncertain about what to do, needs advice or has reason to believe that a law could be violated in connection with business, individuals should contact legal counsel or the Director of Global Ethics and Compliance.



Reputation

Our reputation as a trustworthy business partner is critical to our business success. Reputation is determined by how every individual presents him or herself and conducts business. Honesty, professionalism, ethical behavior, and integrity when interacting with staff, clients and teammates are the cornerstones of reputation and key to business success. Illegal or inappropriate behavior can cause considerable damage to a company. It is expected that all individuals will conduct all dealings with customers, suppliers and competitors with fairness, honesty and integrity. We succeed in the marketplace through superior performance, not by unethical or manipulative practices. False or misleading remarks to customers, vendors or suppliers about other customers, vendors or suppliers or about competitors, their products or their services are prohibited.

Respect

We recognize that workforce diversity is an essential ingredient to delivering value to clients and our community. We work with individuals of different backgrounds, experiences, cultures, religions, ages, varying levels of ability, races, ethnicities, sexual orientations, world views and genders. We do not tolerate discrimination, harassment or offensive behavior on the basis of these characteristics. Managers are responsible for promoting a positive, diverse and inclusive work environment in which anyone may raise issues or concerns in good faith without fear of retaliation. All individuals are expected to apply the same policy of respect when interacting with clients, sub-contractors, vendors and any other external partner.

Management Responsibility

The culture of integrity and compliance is woven into the fabric of our organizations and starts at the top. Managers are responsible for all individuals entrusted to them and must emphasize the importance of ethical conduct and compliance as part of their routine business practice. Managers and individuals must work together to comply with applicable laws and this Code of Business Conduct. It is the obligation of all managers to see to it that there are no violations of law within their area of responsibility. Managers must give precise, complete and binding instructions to individuals, especially with regard to compliance, and further ensure that compliance with the law is continuously monitored. With regard to work for government entities, each individual has the responsibility to enforce compliance obligations, monitor, escalate and disclose as appropriate potential ethics or compliance issues as required by this Code of Business Conduct.



Safety

MWH is committed to providing individuals with a safe and healthy work environment. It is the policy to comply with applicable occupational health and safety laws. Individuals are expected to adhere to, and managers are responsible for implementing, the proper safety procedures and practices outlined in any applicable Health and Safety Plan. It is the responsibility of all individuals to ensure that anyone entering onto premises follow the safety standards and observe all posted warnings and safety directions and regulations. Any accident or injury sustained on the job or unsafe conditions or behaviors encountered in the workplace are to be immediately reported to a supervisor or manager. Individuals should contact their supervisor when safety direction, assistance and/or personal protective equipment are needed.



Accurate Books and Records

We require full, fair, accurate, timely and understandable recording and reporting of all accounting information. Individuals must act in a manner that ensures all books, records, accounts and financial statements are maintained in reasonable detail, accurately reflect the transactions and conform to applicable legal requirements, accounting standards and the related system of controls. Individuals must execute and record transactions in accordance with all control procedures implemented by management. All records, including expense reports, must be complete and timely and accurately reflect each transaction or expenditure, including any applicable timecards. Any individual involved in preparing disclosure documents must produce full, fair, accurate, timely and understandable disclosure in such documents.

Individuals are not to create or participate in the creation or perpetuation of any records that are intended to mislead or conceal any improper act or misconduct. No individual should destroy a record (including those in electronic form) in order to mislead or conceal any improper act or misconduct.

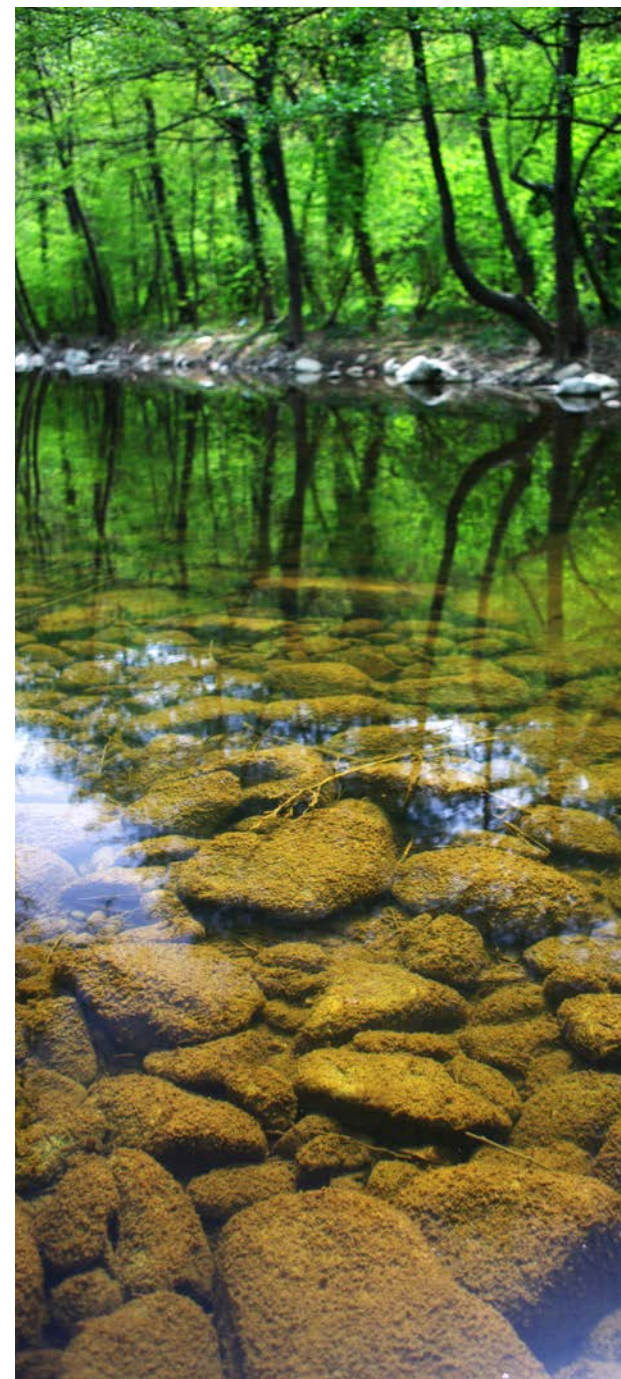
Procurement

We compete for contracts and perform work for government entities around the world. Offering or giving items that influence the procurement process and/or award of contracts, as well as the issuance of change orders, increases in work scope, improper receipt of confidential bidding information, payment of invoices subject to genuine dispute and other business advantages is prohibited. This includes the giving of payments, favors, loans, entertainment, discounts or any other item that may improperly influence customer or supplier decisions. This Code of Business Conduct prohibits:

1. offering or accepting kickbacks, bribes, gifts, gratuities or anything else of value, directly or indirectly, with the intent of obtaining favorable treatment from the recipient (a gift that may be appropriate in the business sector may be perceived as a bribe in the government context);
2. improperly soliciting, obtaining or disclosing, directly or indirectly, prior to the award of a contract, any proprietary, bid or proposal, or source selection information;
3. not fully and accurately disclosing information relevant to negotiating with governmental clients.

Certifications

We expect that complete and accurate disclosure statements will be provided in response to certification requests. Certification requests can be received from both governmental and non-governmental clients and have varying requirements.



Conflicts of Interest

A conflict of interest exists when individuals or organizations have divided loyalties. When individuals have a personal interest in a matter or business dealing, his or her judgment or actions may be influenced to obtain personal gain. Each individual is expected to avoid any investment, interest or association that interferes or appears to interfere with exercising independent judgment. When an individual confronts a possible personal or organizational conflict of interest, immediate disclosure is the first step towards solving the problem and avoiding a potentially embarrassing situation or worse.



Hiring Former Government Employees

Individuals must comply with all laws and regulations pertaining to employing or acquiring the services of present and former government employees. These rules apply to discussions with current government employees regarding potential employment or retaining such individuals in the capacity of consultant or subcontractor. These rules also restrict the roles and responsibilities that former government employees may perform after their separation from government employment.

Legal Processes, Investigations and Audits

It is our policy that individuals conduct business in accordance with applicable national, state and local laws, and with the specific laws, rules and regulations of countries in which we conduct business. Occasionally we may need to respond to inquiries, audits or investigations imposed by outside entities or government authorities. It is required that individuals bring all investigations/audits to the attention of the Chief Legal Officer immediately upon receipt of information indicating that an inquiry, audit or investigation by any outside entity or any government authority has commenced or is likely to commence and, in any event, prior to engaging with or providing any type of information or response. It is important to remember that penalties and fines can be imposed due to failure to respond, incorrect responses and delays.

It is our policy to cooperate fully with inquiries/investigations to the greatest extent possible. Knowledge of any investigation, even those that may appear focused on a supplier, subcontractor, client or other related party must be communicated to the Chief Legal Officer immediately.



Gifts and Entertainment

The sale of services, and purchase of goods and services from others, as well as other business advantages, including the issuance of permits, licenses, visas, tax clearances and other benefits that may be conveyed by governmental decisions, must always be free from the perception that favorable treatment was sought, received or given in exchange for the furnishing or receipt of business courtesies. Individuals will neither give nor accept business courtesies that constitute, or could be reasonably perceived as constituting, unfair business inducements or that would violate law, regulation, this Code of Business Conduct or policies of our customer, or could cause embarrassment to or reflect negatively on our reputation. Although customs and practices differ among the many marketplaces in which we conduct business, individuals must abide by this Code of Business Conduct. Individuals must not assume that a practice is permissible because they have seen others do it or they believe it to be common practice in a business unit or country. It is each individual's responsibility to understand prohibitions or limitations of a recipient's organization before offering any business courtesy. If individuals are unsure or unclear, it is always best to obtain guidance before acting.



Receiving Gifts

Except with respect to gifts of nominal value, individuals and immediate family members may not solicit or accept gifts, services, discounts or favors from those with whom we do business or consider doing business.

Giving Gifts

Government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other items of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is our policy to know and comply strictly with those laws and regulations as well as all applicable national, state and local laws, and with the specific laws, rules and regulations of countries in which we conduct business.

Business Courtesies to Government Personnel and Public Officials (U.S.)

MWH performs work globally that is funded by the United States Federal Government. Individuals are prohibited from giving anything of value to United States Federal Government employees, except as follows:

1. advertising or promotional items of little intrinsic value (generally USD 10.00 or less) such as a coffee mug, calendar or similar item displaying the Company logo;
2. modest refreshments such as soft drinks, coffee and donuts on an occasional basis in connection with business activities;
3. business-related meals and local transportation having an aggregate value of USD 20.00 or less per occasion, provided such items do not in aggregate exceed USD 50.00 in a calendar year.

Business Courtesies to Government Personnel and Public Officials (other than U.S.); Foreign Corrupt Practices Act & U.K. Bribery Act

The U.S. Foreign Corrupt Practices Act (FCPA), the United Kingdom Bribery Act of 2010 and the laws of host countries prohibit the offering or giving of money, travel support, meals, gifts, gratuities, entertainment or other things of value in exchange for the receipt or retention of business or any improper advantages. It is our policy to apply these prohibitions to interactions with personnel of governments and public officials, including employees of state-owned enterprises;

political parties, party officials and candidates; private parties such as representatives of commercial enterprises; and employees of nearly 100 different organizations including the World Bank, the Inter-American Development Bank and the Asian and African Development Banks. No individual will assist or allow any third party to make payments on our behalf that would be improper or violate the laws of any country. We expect that individuals will adhere to anti-corruption laws that prohibit the paying, offering, promising, or soliciting of bribes.

Local Government Employees

Employees of local government departments or agencies are subject to a wide variety of laws and regulations. Our policy requires individuals to avoid offering anything of value that might be in violation of the potential recipient's obligations under the applicable laws, rules and regulations or this Code of Business Conduct. It is the individual's responsibility to understand prohibitions or limitations of a recipient's organization before offering any business courtesy.



Business Courtesies to Non-Government Persons

It is acceptable practice for individuals to provide meals, refreshments, entertainment and other business courtesies of reasonable value to non-government persons in support of business activities, provided:

1. The practice does not violate this Code of Business Conduct, any law or regulation or the standards of conduct of the recipient's organization. It is the individual's responsibility to inquire about prohibitions or limitations of the recipient's organization before offering any business courtesy;
2. The business courtesy is consistent with marketplace practices, infrequent in nature and is not lavish or extravagant. While it is difficult to define "lavish or extravagant" by means of a specific dollar amount, a common sense determination must be made consistent with reasonable marketplace practices. If an individual has any question as to what constitutes an acceptable business courtesy, he or she must obtain guidance before extending the courtesy.

Governance of Business Practices

Individuals are responsible for complying with applicable state and local laws and with the national and local laws of the countries in which we conduct business, including the following laws, as applicable:

Antitrust

Antitrust laws center on the belief that competition free of unreasonable restraints positively drives the economy. Whether termed antitrust, competition or free trade laws, the rules are designed to keep the marketplace thriving and competitive. Most countries have laws prohibiting certain business practices that could inhibit effective competition. The antitrust laws generally prohibit agreements that control the amount of production, allocate markets, territories or customers or boycott third parties. Individuals should avoid conduct that violates or appears to violate these laws.

Anti-boycott

Anti-boycott laws prohibit or severely restrict a company from participating in boycotts against countries and require certain reporting. Any individual involved in selling services or products internationally must understand anti-boycott laws and observe requirements.

Confidential Information

Confidential information is an important corporate asset that merits the same protection as physical assets. Individuals must safeguard confidential information and refuse any improper access to such information. Individuals also have an obligation to protect the confidential information provided by customers, suppliers and other individuals.



Data Privacy

We respect the privacy of all individuals, business partners and clients. We handle personal data responsibly and in compliance with all applicable privacy laws. Individuals who handle the personal data of others must:

- Act in accordance with applicable laws;
- Act in accordance with relevant contractual obligations;
- Collect, use and process such information only for proper business purposes;
- Limit access to the information to those who have a legitimate business purpose for seeing and using the information; and
- Take care to prevent unauthorized disclosure.

Unauthorized Use of Property or Services

Individuals may use property (including intellectual property) only for legitimate business purposes in accordance with legal and any applicable contractual requirements.

It is against policy and may be unlawful to copy, reproduce, scan, digitize, broadcast or otherwise use or modify third-party intellectual property, including copyrighted works, trademarks and patented items when preparing products or promotional materials unless written permission from the owner of the property has been obtained prior to the proposed use.

Political and Charitable Activities

Corporate funds or other assets may not be used to make political or charitable contributions unless approved by senior executive management. Contributions or activities by individuals in their private, non-Company capacity are permissible. Individuals will not be reimbursed for their individual contributions. Individuals also are expected to avoid any investment, interest or association with any charitable or political activity that interferes or appears to interfere with the exercise of independent judgment and which could pose a conflict of interest.



Response

Individuals should immediately come forward with concerns so that suitable action can be taken to resolve a problem. Concerns will be treated as confidentially as practicable. Retaliation against an employee based on a good faith concern will not be tolerated.

Ethics and Compliance Contacts

If an individual needs assistance there are many sources. Individuals may always bring their concerns directly to the attention of appropriate local management. If he or she is unable to be approached or has not responded effectively the following options are available:

General Questions

Phone/Lync: North American Country Code + 1-720-887-4479

Email: compliance@mwhglobal.com

Mail: MWH Compliance Office
380 Interlocken Crescent
Suite 200
Broomfield, CO 80021
Attn: Global Compliance

Anonymous Reporting

Online: <http://mwhglobal.alertline.com>

Toll Free Numbers:

Country	Contact Number
Argentina	Telecom users: 0-800-555-4288, then dial 800-670-3134 Telefonica users: 0-800-222-1288, then dial 800-670-3134 ALA users: 0-800-288-5288, then dial 800-670-3134
Australia	Telstra users: 1-800-881-011, then dial 800-670-3134 Optus users: 1-800-551-155, then dial 800-670-3134
Belgium	0-800-100-10, then dial 800-670-3134
Chile	Telmex users: 800-225-288, then dial 800-670-3134 ENTEL users: 800-360-311, then dial 800-670-3134 Telefonica users: 800-800-288, then dial 800-670-3134
China	South, Shanghai: 10-811, then dial 800-670-3134 North, Beijing: 108-888, then dial 800-670-3134 Telecom/Mandarin: 108-10, then dial 800-670-3134 Beijing/Mandarin: 108-710 then dial 800-670-3134
Fiji	004-890-1001, then dial 800-670-3134
India	000-117, then dial 800-670-3134
Italy	800-172-444, then dial 800-670-3134
Netherlands	0800-022-9111, then dial 800-670-3134
New Zealand	000-911, then dial 800-670-3134
Pakistan	00-800-01-001, then dial 800-670-3134
Peru	Telephonica users: 0-800-50-288, then dial 800-670-3134 Americatel users: 0-800-70-088, then dial 800-670-3134
Qatar	Access an operator and place a collect call to 704-414-5971
Taiwan	00-801-102-880, then dial 800-670-3134
Turkey	0-811-288-0001, then dial 800-670-3134
United Arab Emirates	8000-021, then dial 800-670-3134
United Kingdom	C&W users: 0-500-89-0011, then dial 800-670-3134 NTL users: 0-800-013-0011, then dial 800-670-3134 BT users: 0-800-89-0011, then dial 800-670-3134
US/Canada All Other Countries	+1-800-670-3134



MWH provides responsive
service and expertise from
offices around the globe:

North America, Latin
America, Europe, Africa,
India, the Middle East,
Asia and the Pacific



MWH®

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YouTube.com/mwhglobalinc

MWH Partner and Consultant Code of Business Conduct Acknowledgment

Please acknowledge the statement below:

I have reviewed, understand and agree to abide by the MWH Partner and Consultant Code of Business Conduct. I understand that abiding by the Code of Business Conduct is at all times my responsibility and a condition of my contract or basis of working with MWH. I understand that MWH may modify the Code of Business Conduct without notice or consent and that the latest electronic version of the Code of Business Conduct is always available at www.mwhglobal.com.

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Print name

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Signature

