

## Standards of Business Conduct Policy Excerpt

The MLGW Standards of Business Conduct policy exists to reaffirm the strong company commitment to the highest standards of legal, ethical and professional conduct in its business practices and among its employees, and to insure that all employees observe the highest standards of ethical business conduct in all work-related situations.

The following definitions apply to this policy:

- Conflict of Interest – For the purpose of this policy, conflict of interest is a situation whereby an employee has to make a decision between his/her personal interests and the interests of the company.
- Directly Interested – Any contract or subcontract with a Commissioner, officer, agent or employee personally or with any business in which said Commissioner, officer, agent or employee is sole proprietor, an office, a partner or the person having the controlling interest.
- Controlling Interest – The owner or the individual with the ownership or control of the largest number of outstanding shares, limited partnership interests, or limited liability company membership interests owned by any single individual or corporation.
- Indirectly Interested – Any contract or subcontract in which the Commissioner, officer, agent or employee is interested but not directly so, and includes contracts or subcontracts with entities where (1) a person or persons, who are related by blood or marriage to a Commissioner, Officer, agent or employee, are directly interested, or (2) a Commissioner, officer, agent, employee or a person or persons, related by blood or marriage thereto, have an ownership interest in the entity equal to 5% or more, but less than a Controlling Interest. Normal employment compensation of a person, related by blood or marriage to a Commissioner, officer, agent or employee, whose regular, ongoing employer or business has a contractual arrangement with MLGW shall not be considered an ownership interest for purposes of this definition provided that the Commissioner, officer, agent or employee did not assist his or her relative in securing the contract with MLGW.

For the purpose of this policy, related by blood or marriage will be defined as:

- Blood Relative – A Blood relative is one who is connected with another person by blood; i.e., descent from a common ancestor. Blood relatives shall include children, parents, brothers and sisters. The policy treats relationships created by legalized adoptions in the same manner as blood relatives.
- Relative by Marriage – A relative by marriage is one who is connected with another person by marriage. Relatives by marriage shall include spouse, spouse's children, parents, brothers, sisters, the employee's son-in-law or daughter-in-law. This policy treats step relatives and half relatives in the same manner as relatives by marriage.

Procedure for Bidding, Purchases and/or Contracts:

No Commissioner, officer, agent or employee of MLGW who has a direct or indirect interest shall pass upon, authorize payment for, supervise or control any work for MLGW or any purchase, contract, renewal or change order or subcontract for any material or service for MLGW where such work is to be performed by or such materials or service are to be purchased from or through any contract or subcontract in which such Commissioner, officer, agent or employee is directly or indirectly interested.

No Commissioner, officer, agent or employee of MLGW shall bid on, sell or offer for sale any merchandise, equipment, or similar commodity or service to MLGW during their tenure with MLGW.

No Commissioner, officer, agent or employee shall be directly interested in any contract or subcontract with MLGW or hold controlling interest in any entity contracting with MLGW.

No Commissioner, officer, agent or employee shall be indirectly interested in any contract, subcontract, change order or renewal with MLGW unless the officer, agent or employee publicly acknowledges such Commissioner's, officer's, agent's or employee's interest prior to the execution of such contract, renewal or change order. Such acknowledgement shall be made by public disclosure to the Board prior to a vote on the contract by the Board. Contracts or subcontracts in which any Commissioner, officer, agent or employee is indirectly interested must be approved by the Board regardless of the value of such contract.

Method of Filing Complaint and Confidentiality:

All complaints received from Division customers, suppliers, employees, advisors and/or members of the communities in which the Division's operations are located will be reported to MLGW's General Counsel. Such reports should include dates and times of the alleged violations of ethical business principles and/or inappropriate behavior and the name(s) of the employee(s) involved, along with any other available pertinent data.

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