



## **Ethics and Code of Conduct of Cloudburst Consulting Group, Inc.**

*At Cloudburst, we are committed to delivering the best service and value to our clients while maintaining the highest ethical standard. This commitment is our hallmark and is expressed by our Code of Conduct, which all Cloudburst employees and partners follow, and is embodied in the work we do each and every day.”*

**J. Patrick Moynahan**  
Co-Founder, Executive Vice President and Chief Operating Officer  
Authorized Company Ethics Officer  
March 1, 2011

### **Highlights of The Cloudburst Group’s Business Code of Conduct**

*Cloudburst Consulting Group, Inc. (Cloudburst) has embraced a core set of values and established high ethical standards for the conduct of our business.*

*Cloudburst considers adherence to our company Business Code of Conduct, as well as strict observance of all U.S. and foreign laws and regulations, to be a legal requirement and ethical obligation for all persons and entities associated with Cloudburst.*

*Everyone associated with Cloudburst is expected to make this a personal commitment. This includes officers, employees, non-employees such as subcontractors, consultants, contract labor, suppliers, vendors, and anyone who represents the company in any capacity regardless of their position. Individuals are responsible for the integrity and consequences of any actions that they take on behalf of Cloudburst.*

### **Relationships with Customers, Government Officials, and Suppliers**

*We expect our customers to select our products/services based on quality, service and price. We conduct our business in a transparent way, and we do not seek any improper influence. Our policies, procedures and practices are designed to prevent even the appearance of improper conduct and influence, and to reflect our reputation for impartiality and fair dealing.*

- *We respect the restrictions that our government customers have with regard to business courtesies and want to avoid any actions that conflict with those restrictions. As a general rule, business courtesies such as gifts, entertainment, services or favors are prohibited from being offered to or accepted from any actual or potential government customer or representative in excess of minimal value.*
- *Similar restrictions apply to non-government personnel in connection with government contracts or subcontracts.*

*We maintain a fair, honest, objective and efficient procurement process regarding our suppliers. We must avoid actual and perceived improper conduct in all our business dealings.*

- *No one associated with Cloudburst or members of his/her immediate family may solicit or accept gifts, payments or gratuities from our suppliers. Exceptions to this policy must be approved in writing by a company officer.*



- *Financial interests in a Clouburst supplier or someone seeking to become a supplier must be reported to senior management of the company noted herein.*
- *Product substitution prohibits the delivery of goods or services that do not meet contract specification. Without prior written approval from the customer, substitutions are not allowed.*

### **Making Clouburst's Officers, Employees and Agents Aware of Our Code of Conduct**

*Clouburst officers and employees are required to sign and date an acknowledgement that they have read the Code of Conduct and are aware of its overarching principles and requirements, and will act accordingly to this standard and the Code of Conduct as presented and required. The document is then made part of each employee's Employee Manual which is a living document during their period of employment with Clouburst which is updated, as needed, with new and/or revised employee policies and/or procedures. For other agents acting on Clouburst's behalf that have been retained through Clouburst's procurement process for their products and/or services, language is included in these procurement mechanisms (including subcontracts and consulting agreements) that includes Clouburst's Code of Conduct, and that they agree to conduct their business activities with, and on behalf of Clouburst, by this standard.*

### **Avoiding Possible Conflicts of Interest**

*Any situation that could impair objectivity, impartiality or ability to make good business decisions in the best interest of Clouburst is considered a conflict of interest. Avoiding the appearance of conflict is as important as avoiding an actual conflict.*

*Any interest representing Clouburst, including Clouburst officers and employees, or agents acting on behalf of Clouburst, must avoid situations that conflict with personal financial interests or those at odds with a duty to act in the best interest of Clouburst. This includes situations relating to the financial interests of immediate family and personal friends. Employees, officers, or agents associated with Clouburst who serve in any capacity in a company, organization or government agency where a potential conflict of interest exists with Clouburst are required to disclose such information to appropriate senior management.*

### **Honoring and Protecting Clouburst's Resources**

*Clouburst resources including time, property, information, and services should be used only for authorized business purposes.*

- *Correct charging of time helps determine how employees are paid, customers are billed, costs are estimated for new work, contract costs are allocated, and performance is reported.*
- *Time records submitted must be accurate. Misrepresenting time worked is prohibited. Intentionally charging time to the wrong contract or account is mischarging. Expenses must be documented accurately, adequately, and submitted promptly.*
- *Property, especially electronic media, should never be used for purposes which are disruptive or considered offensive.*
- *Information is an asset as valuable as money. We do not seek information to which we are not entitled, especially sensitive procurement information, nor will we violate copyrights or licensing agreements. Company information may not be used for personal gain and classified information must be handled and safeguarded in strict compliance with Clouburst's documented data security procedures.*
- *Anyone acting on the company's behalf is strictly prohibited from circumventing the company's system of internal controls or providing misleading information on company documents.*



## **What to Do to Report a Possible Code Violation**

*Unethical conduct by employees, subcontractors, consultants, partners or suppliers weakens Cloudburst's integrity and reputation in our ability to conduct work. At Cloudburst, we are committed to maintaining this integrity each and every day, in everything we do. If anyone associated with Cloudburst is aware of a possible violation of our Code of Conduct that could violate the law, it must be reported immediately to senior management identified herein. Persons who are aware of possible violations are not to carry out an investigation on their own. A report may also be made confidentially via email to [ethics@cloudburstgroup.com](mailto:ethics@cloudburstgroup.com) which goes directly to the EVP/COO of the company, Cloudburst's Ethics Officer.*

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## **What Happens with a Report of Possible Violation**

*Cloudburst senior management will promptly and fairly review all reports regarding possible violations of the Code of Conduct. In the event that an investigation is warranted, additional resources may be brought in, including human resources, internal audit, corporate counsel, or management. Investigations can involve complex legal issues, and if an individual acts on their own, they can negatively impact the company.*

## **Investigation of a Possible Violation**

*In the event of an investigation, we must act quickly to preserve documents and other information important to the investigation. It is a violation of Cloudburst policy to withhold information or cover up an offense or to change or destroy evidence. Cloudburst employees are expected to cooperate fully with an investigation of a possible violation, and to answer questions truthfully and to the best of their ability.*

*Anyone reporting a violation should keep all information related to the report confidential and not discuss it with anyone other than Cloudburst officials who may be involved in the investigation. The rights of all persons affected by the investigation will be respected during any investigation. The company's EVP/COO will coordinate the investigation and will take great care to respect the confidentiality of all persons involved in the investigation. If the result of an investigation proves that an action is required, Cloudburst will take steps to correct the problem and ensure it does not happen again.*

## **Consequences of a Violation**

*Depending on the violation, in the case of employees, Cloudburst can take actions that range from verbal warnings to termination of employment. In the event of any other person or entity representing the company, actions could include removal of the person(s) from the contract work, or termination of a*



*contract. Also, the type of violation could result in criminal or civil penalties. Final decisions regarding an appropriate course of action will be made separately in each case by the EVP/COO of the company.*