



Statement of Policy: Code of Business Ethics and Conduct

Citnalta Construction Corp. (CCC) is committed to the highest ethical standards and to complying with all laws, rules and regulations at all times. Adherence to these principles combined with CCC's commitment to performing quality work, completing it on time and dealing fairly and honestly with everyone involved in the process will ensure our continued success. It will also help maintain the confidence of the owners for whom we work, the subcontractors and suppliers we work with and the entire construction community. To ensure CCC and its employees are familiar with and operate pursuant to these principles, we have established a Code of Business Ethics and Conduct. The following general rules apply to the implementation of CCC's Code of Business Ethics and Conduct.

1. All employees (including labor hired from the Union) must comply with the Code of Business Ethics and Conduct. Any officer, director, or employee who violates the Code is subject to discipline, which may include demotion or dismissal.
2. All employees have a duty to report all suspected violations of the Code or other potentially unethical behavior by anyone including officers, directors, employees, agents, owner representatives, subcontractors, suppliers, and other prime contractors or joint venture partners to CCC. Reports should be made by phone to CCC's Corporate Compliance Officer, Jayne Czik or CCC's President Michael Gargiulo at (631) 563-1110.
3. CCC has also created a Compliance Reporting Hotline phone number 1-866-428-1704 and an e-mail address Citnalta@signius.com which will allow for employees, who are hesitant to contact the Corporate Compliance Officer or President, to make anonymous and confidential reports of suspected instances of improper conduct. All employees are encouraged to make a report on the Hotline so that CCC can promptly investigate the matter being reported.
4. Employees in management positions are personally accountable for their own conduct and the conduct of those reporting to them. Each management employee is responsible for ensuring that any employees that report to them are aware of CCC's Code of Business Ethics and Conduct.
5. No employee has the authority to direct, participate in, approve of or tolerate any violation of this Code by anyone.
6. Any employee who has any questions about this Code and its application should consult with CCC's Corporate Compliance Officer, Jayne Czik by phone or e-mail JayneC@citnalta.com or CCC's President, Michael Gargiulo: MikeG@citnalta.com.

I. Standards of Conduct

A. Equal Employment and Nondiscrimination

CCC employs the most qualified people and strives to establish a work environment that is free of any discrimination, harassment, intimidation or coercion related to race, color, religion, sex, age, national origin disability or sexual orientation. CCC's policy of nondiscrimination applies to all phases of employment, including hiring, placement, promotion, transfer, compensation, benefits, training and the use of facilities.

CCC is committed to complying with all applicable laws related to equal employment opportunities and to ensure that there is no unlawful discrimination by any officer, director, or employee. CCC is committed to a work environment in which everyone is treated with respect, trust, honesty, fairness and dignity.

B. Payment of Prevailing Wages

CCC typically performs public work projects. Pursuant to Section 220 of New York State's Labor Law prevailing wages must be paid to individuals working on a public work project. CCC is required to prominently post at the project site a current copy of the wages and schedules and make sure its subcontractors are aware of and in compliance with the applicable prevailing wage rates and laws. In addition, CCC must post a notice at the beginning of every public work contract on each job site that includes the telephone number and address for the Department of Labor and a statement informing laborers, workers or mechanics of their right to contact the Department of Labor if he/she is not receiving the proper prevailing rate of wages and/or supplements for his/her particular job classification.

CCC is responsible for non-compliance or evasion of the prevailing wage law on the part of a subcontractor. If you suspect a subcontractor is not paying prevailing wages or is not in compliance with the prevailing wage law in any way, it is critical that you promptly report it to the Project Manager or to CCC's Corporate Compliance Officer.

C. Environmental Compliance

CCC is committed to complete compliance with all federal, state and local environmental laws, standards and guidelines. Not only is environmental compliance required legally and by the contracts CCC enters into, it is also CCC and its employees' obligation to the community.

It is essential that every employee involved with regulated air emissions, water discharges, hazardous materials, or other regulated pollutants are aware of and comply with all environmental laws and guidelines. No one at CCC may participate in concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants. Any person who has reason to believe that there may have been violations of any aspect of environmental compliance shall report it immediately to the Project Manager. If the Project Manager is unable to provide immediate assistance, you should

make CCC aware of your concerns by reporting your concerns to CCC's Corporate Compliance Officer.

In addition to environmental compliance, CCC is committed to utilizing energy and materials in a manner that will minimize the impact on the environment. CCC employees are encouraged to consider using recycled materials whenever possible.

D. Safety & Health

CCC considers employee safety and health one of our highest priorities. Many of the activities, products and materials handled by CCC's employees require strict adherence to safety procedures, rules and regulations. Each employee must be aware of CCC's Safety Program that incorporates all of the applicable health and safety laws and guidelines and follow all applicable procedures and any project specific safety program for the project they are working on.

The Project Manager and/or the Safety Manager are responsible for ensuring that all reasonable safeguards and precautions are taken in the workplace including ensuring compliance with the Company's procedures and guidelines, promoting safe work practices, and the use of personal protective equipment. If anyone has any safety concerns they should report these concerns to the Project Manager and/or the Safety Manager or CCC's Corporate Compliance Officer.

E. Drugs and Alcohol

CCC is firmly committed to providing its employees with a safe and productive work environment. Accordingly, CCC expects its employees to report to work capable of performing their duties productively and safely. Drug and alcohol abuse by an employee is regarded as unsafe and creates an increased risk to the safety of the employee, their fellow employees, and the general public. Therefore, drug and alcohol abuse will not be tolerated and CCC will take appropriate action to ensure compliance with this policy. Additionally, anyone caught using drugs or alcohol in the workplace will be subject to discipline, which may include termination.

F. Conflicts of Interest

Employees must avoid situations in which their personal interests could conflict with, or even appear to conflict with the interests of CCC. Conflicts of interest arise when an employee's position or responsibilities with CCC present an opportunity for personal gain or profit separate and apart from the individual's earnings from CCC or where an employee's interests are otherwise inconsistent with the interests of CCC. A conflict of interest may arise in any number of situations and it is impossible to describe each and every instance. As a general matter, if you think that any situation may be a potential conflict of interest you should consult with the Corporate Compliance Officer. However, the following situations have a great potential for conflicts of interest.

1. Outside Employment/Interests

As a matter of company policy, CCC employees may pursue outside employment opportunities. However, such opportunities must not interfere with the employee's responsibilities for CCC.

Any outside employment that interferes with the employees CCC responsibilities or conscientious performance of his or her duties are deemed to be a conflict of interest and are not permissible. Employees also may not use CCC's name to lend weight or prestige to an outside activity. Prior to engaging in any outside employment activity or participating in any activity that may give rise to an actual or potential conflict of interest the employee must consult with CCC's Corporate Compliance Officer and obtain express written approval.

2. Personal Financial Interests

Employees should avoid personal financial interests that might be in conflict with the interests of CCC. Examples of such interests may include but are not limited to: obtaining a financial or other beneficial interest in a supplier, subcontractor or competitor of CCC; directly or indirectly having a personal financial interest in any business transaction that may be adverse to CCC; or pursuing any transaction independently that the employee is aware is of interest to CCC. If the employee believes that a personal financial interest may be in conflict with the interests of CCC, the employee must first consult with the Corporate Compliance Officer and obtain express written approval.

G. Gifts and Entertainment

1. Bribery and Kickbacks

All forms of bribery and kickbacks are illegal and expressly prohibited. Any employee found to have participated in such activity will be terminated. Any employee who knows about, or reasonably should know about, any such activity and fails to report it to the Corporate Compliance Officer, the President or on the Hotline will be disciplined.

2. Government Personnel

All forms of gifts and entertainment to or from government personnel (Federal, State and local) including persons that may be acting for on behalf of the government, are expressly prohibited.

3. Non –Governmental Personnel

Receiving and accepting gifts or entertainment in the business context is a particularly sensitive area and can be inappropriate or even illegal, depending on the circumstances. For this reason, it is important that all employees are sensitive when it comes to giving or receiving gifts and entertainment in the business context. Therefore, regardless of the circumstances, the following rules apply:

- The Corporate Compliance Officer must approve the giving or receiving of all forms of gift or entertainment to or from individuals CCC does business with.
- Money, in any form, is never given or offered, solicited, or accepted.

- No gift or entertainment may be given or received if it is, or could reasonably be construed to be intended to influence an employee's behavior.
- No employee may encourage or solicit gifts or entertainment of any kind from any individual or entity with whom CCC conducts business.
- The Corporate Compliance Officer may authorize the expenditure of a non-monetary gift or entertainment with a value equal to or less than \$500.00 in total for any calendar year to any individual or entity with whom CCC conducts business only if it is for a legitimate and identifiable business purpose.
- Employees may receive a non-monetary gift or entertainment from an individual or entity with whom CCC conducts business with a value equal to or less than \$500 in total for any calendar year, provided that such gifts or entertainment are reported to and approved by the Corporate Compliance Officer.
- CCC's Corporate Compliance Officer may authorize an exception where a familial or personnel relationship exists outside of the employee's business relationship with the non-governmental employee.

H. Communications and Records

All employees are expected to be familiar with, and comply with CCC's document retention, record keeping and e-mail policies. All written CCC communications, correspondence and records must be accurate, complete and timely. Employees shall not knowingly make a false or misleading communication. If an employee learns of a mistake in any communication sent on behalf of CCC it shall immediately take steps to correct it.

I. Antitrust Policy

CCC is fully committed to compliance with the antitrust laws, which are designed to promote free and open competition in the marketplace. Violations of antitrust laws can subject CCC to substantial civil and criminal liability. Routine business decisions involving prices, terms and conditions of sale, dealings with competitors, and many other matters present issues of sensitivity. It is therefore essential that every employee be generally aware of the antitrust laws and that all employees actively involved in the bidding process are knowledgeable as to what is covered by The Sherman Act, the primary federal antitrust statute. The Sherman Act prohibits any agreement among competitors to fix prices, rig bids, or engage in any other anticompetitive activity.

Any employee who knows, or reasonably should know that an antitrust violation has been or will be committed and fails to report it to the Corporate Compliance Officer, the President or on the Hotline will be subject to discipline, which may include termination.

J. Claims

All requests or demands for payment made on behalf of CCC pursuant to any contract or business arrangement shall truthfully represent the value of the material or services provided. Under no circumstances may an employee make a false claim. Examples of false claims include intentionally billing extra time that wasn't spent working on the project or charging for materials not used on a project, or artificially inflating a claim in order to negotiate additional compensation from the owner. Any claims that are false, fraudulent, or otherwise deceitful may subject CCC to civil liability up to three times the amount of the false claim for payment, criminal liability punishable by up to five years imprisonment, a fine and restitution and suspension or disbarment.

Any employee who knowingly makes false claims shall be terminated. Additionally, any employee who knows or reasonably should know, that another employee has submitted or intends to submit, a false claim and fails to report it to the Corporate Compliance Officer, the president or on the Hotline will be subject to discipline which may include termination.

K. Certifications

All statements, representations, and certifications made on behalf of CCC, whether written or oral shall be accurate, truthful and timely. Under no circumstances may an employee make a false or misleading statement, representation or certification. Any statements that are false, fictitious, or fraudulent or contain materially false, fictitious, or fraudulent statements or entries, may subject the Company, and/ or the individual making the statement, to criminal liability punishable by up to five years imprisonment, a fine, and restitution, and suspension and debarment. In addition, if a false statement is intended for payment on a claim, CCC and the employee may be subject to liability up to three times the amount claimed for payment.

Employees are routinely required to certify that they and CCC are in compliance with various contract provisions and regulatory requirements. Examples of common certifications include certifications pertaining to environmental, safety, personnel, product quality and material certifications, and quality control and quality assurance testing certifications. Employees must be aware of the requirements applicable to the projects they are working on and ensure that all certifications and that there is neither a material omission of fact nor any materially misleading statement.

L. Commitment to DBE, MBE and WBE Enterprises

CCC is committed to full compliance with government sponsored opportunity programs, such as the disadvantaged enterprise (DBE) program, women's business enterprise (WBE) and minority business enterprise (MBE) and maximizing the opportunities of these enterprises. For each government funded contract, CCC will make good faith efforts to maximize the participation of DBEs, MBE and /or WBEs as provided by the contract. CCC will take appropriate measures to ensure that each DBE, MBE or WBE is performing a commercially useful function. A commercially useful function requires that the DBE, MBE, and/or WBE will be responsible for executing and carrying out their responsibilities by actually performing, managing, and supervising the work.

II. Obligation to Report Violations and Cooperation

Each employee must promptly report any known or suspected violation of this Code of Ethical Conduct and any other unlawful or unethical conduct to CCC's Compliance Officer, CCC's President or on the Hotline. Employees are obligated to report such known or suspected conduct without regard to the identity or position of the suspected offender. Any report made under this section will be strictly confidential and under no circumstances will an employee who makes a report be subject to any acts of retribution or retaliation or disciplinary action. Additionally, all employees must fully cooperate in any investigation of a suspected violation of this Code and fully cooperate with any request by the Corporate Compliance Officer.

Any employee found to have violated this Code or engaged in other unlawful or unethical behavior shall be subject to appropriate disciplinary action.

III. Consequences for Violations

Any violation of this Code is cause for disciplinary action that may result in any of the following consequences:

- Reprimand
- Loss of compensation, seniority or promotional opportunities
- Reduction in pay
- Demotion
- Suspension with or without pay
- Discharge

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ACKNOWLEDGMENT of CCC's Company Code of Business Ethics

I acknowledge that I have received, reviewed and understand CCC's Company Code of Business Ethics. I agree to strictly comply with the Code and understand that I will be subject to disciplinary action if I violate this Code.

Signature

Print name

Date
