



Tyonek

Native Corporation

Code of Ethics and Business Conduct

April 2008

This document, the Tyonek Native Corporation (TNC) Code of Ethics and Business Conduct, has been adopted by the TNC Board of Directors as its Code of Ethics and Business Conduct. It summarizes the virtues and principles that are to guide our actions in business. It applies to TNC, together with its operating companies and subsidiaries. We expect our agents, consultants, contractors, representatives, and suppliers to be guided by them as well.

There are numerous resources available to assist you in meeting the challenge of performing your duties and responsibilities. There can be no better course of action for you than to apply common sense and sound judgment to the manner in which you conduct yourself. However, do not hesitate to use the resources that are available whenever it is necessary to seek clarification.

TNC, as well as its operating companies and subsidiaries, also have a number of written statements of policies and procedures covering ethical requirements. This Code of Ethics and Business Conduct is a supplement to other documents and standards of conduct. If there is any conflict between this Code of Ethics and Business Conduct and some other source, you must follow the standard which requires the higher degree of ethical conduct.

TNC aims to set the standard for ethical business conduct. We will achieve this through six virtues: Honesty, Integrity, Respect, Trust, Responsibility, and Citizenship.

Treat in an Ethical Manner Those to Whom TNC has an Obligation

TNC is committed to the ethical treatment of those to whom we have an obligation.

For Our Shareholders we are committed to pursuing sound growth and earnings objectives and to exercising prudence in the use of our assets and resources.

For Our Employees we are committed to honesty, just management, and fairness, providing a safe and healthy environment, and respecting the dignity due everyone.

For Our Customers we are committed to produce reliable products and services, delivered on time, at a fair price.

For The Communities, in which we live and work, we are committed to acting as concerned and responsible neighbors, reflecting all aspects of good citizenship.

For Our Suppliers we are committed to fair competition and the sense of responsibility required of a good customer.

TNC will conduct its' business in accordance with all applicable laws and regulations.

Obey The Law

TNC will conduct its business in accordance with all applicable laws and regulations. The laws and regulations related to contracting with the United States government are far reaching and complex, thus placing burdens on TNC that are in addition to those faced by companies without extensive government contracts. Compliance with the law does not comprise our entire ethical responsibility.

TNC is committed to the ethical treatment of those to whom we have an obligation.

Promote a Positive Work Environment

All employees want and deserve a work place where they feel respected, satisfied, and appreciated. Harassment or discrimination *of any kind* and especially involving race, color, religion, gender, age, national origin, disability, and veteran or marital status is unacceptable in our work place environment.

Providing an environment that supports the honesty, integrity, respect, trust, responsibility, and citizenship of every employee permits us the opportunity to achieve excellence in our work place. While everyone who works for TNC must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a context for work that will bring out the best in all of us.

Freedom from Discrimination

TNC does not discriminate on the basis of race, color, national origin, sex, age, disability, creed, religion, sexual orientation, or veteran status in admission and access to, and treatment and employment and activities. TNC will not tolerate acts of sexual harassment or related retaliation against or by any employee or student.

TNC is committed to providing a drug-free, safe, and healthy work environment.

Work Safely: Protect Yourself and Your Fellow Employees

TNC is responsible for compliance with environmental, health, and safety laws and regulations. Observe posted warnings and regulations. Report immediately to the appropriate management any accident or injury sustained on the job, or any environmental or safety concern you may have.

Zero Tolerance Policy on Human Trafficking

TNC fully adopts the U. S. Government policy of “zero tolerance” on human trafficking, including trafficking in persons, commercial sex acts or the use of forced labor. This prohibition extends to TNC employees, activities, subcontractors and consultants.

Drug-Free Work Place

TNC is committed to protecting the safety, health and well being of all employees and individuals in our workplace. We recognize that alcohol abuse and drug use pose a significant threat to our goals. We have established a drug-free workplace program that balances our respect for individuals with the need to maintain an alcohol- and drug-free environment

Employees and their supervisors are responsible for TNC's records. No one should rationalize or even consider misrepresenting facts or falsifying records.

Keep Accurate and Complete Records

TNC must maintain accurate and complete records. Transactions between TNC and outside individuals and organizations must be properly and accurately entered in our record books in accordance with generally accepted accounting practices and principles. No one should rationalize or even consider misrepresenting facts or falsifying records. It is illegal, will not be tolerated, and will result in disciplinary action.

Record Costs Properly

Employees and their supervisors are responsible for ensuring that labor and material costs are accurately recorded and charged on TNC's records. These costs include, but are not limited to, normal contract work, work related to independent research and development, and bid and proposal activities.

TNC is committed to being a good corporate citizen

Strictly Adhere to All Antitrust Laws

Antitrust is a blanket term for strict federal and state laws that protect the free enterprise system. The laws deal with agreements and practice "in restraint of trade" such as price fixing and boycotting suppliers or customers, for example. They also bar pricing intended to run a competitor out of business; disparaging, misrepresenting, or harassing a competitor, stealing trade secrets; bribery; and kickbacks.

Antitrust laws are vigorously enforced. Violations may result in severe penalties such as forced sales of parts of businesses and significant fines for TNC. There may also be sanctions against individual employees including substantial fines and prison sentences. These laws also apply to international operations and transactions related to imports into and exports from the United States. Employees involved in any dealings with competitors are expected to know that U.S. and foreign antitrust laws may apply to their activities and to consult with a TNC lawyer prior to negotiating with or entering into any arrangements with a competitor.

Follow the Rules in Using or Working with Former Government Personnel

U.S. government laws and regulations governing the employment of or services from former military and civilian government personnel prohibit conflicts of interest ("working both sides of the street"). These laws and rules must be faithfully and fully observed.

Follow the Law and Use Common Sense in Political Contributions and Activities

Federal law prohibits corporations from donating corporate funds, goods, or services – directly or indirectly – to candidates for federal offices. This includes employees' work time. As a matter of policy we will not make political contributions in foreign countries.

Carefully Bid, Negotiate, and Perform Contracts

We must comply with the laws and regulations that govern the acquisition of goods and services by our customers. We will compete fairly and ethically for all business opportunities. In circumstances where there is reason to believe that the release or receipt of non-public information is unauthorized, do not attempt to obtain and do not accept such information from any source.

If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers are accurate and truthful. Every contract awarded TNC must be performed in compliance with all contract specifications, requirements, and clauses.

If more than one TNC company is involved in a specific procurement solicitation, you must be extremely cautious that pricing information is not shared.

Avoid Illegal and Questionable Gifts or Favors

Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those departments and agencies do business or over whom they have regulatory authority. It is the general policy to strictly comply with those laws and regulations. With regard to all federal Executive Branch employees and any other government employees who work for customers or potential customers of the Corporation, it is the policy to prohibit its employees from giving things of value. Permissible exceptions are offering Company advertising or promotional items of nominal value such as a coffee mug, calendar, or similar item displaying the TNC logo, and providing modest refreshments such as soft drinks, coffee, and donuts on an occasional basis in connection with business activities. "Nominal value" is \$20.00 or less. (Note: Even though this policy may be more restrictive than the U.S. Government's own policy with regard to federal Executive Branch employees, this policy shall govern the conduct of all TNC employees.) Legislative, judicial, and state and local government personnel are subject to different restrictions; both the regulations and corporate policies pertaining to them must be consulted before courtesies are offered.

To Non-Government Personnel:

As long as it doesn't violate the standards of conduct of the recipient's organization, it's an acceptable practice to provide meals, refreshments, and entertainment of reasonable value in conjunction with business discussions with non-government personnel. Gifts, other than those of reasonable value (\$50.00 or less), to private individuals or companies are prohibited unless specifically approved by the TNC Chief Executive Officer (CEO) or the CEO of an operating company or subsidiary.

To TNC Personnel:

TNC employees may accept meals, refreshments, or entertainment of *nominal* value in connection with business discussions. While it is difficult to define "nominal" by means of a specific dollar amount, a common sense determination should indicate what would be considered lavish, extravagant, or frequent. It is the personal responsibility of each employee to ensure that his or her acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt by the offering party to secure favorable treatment.

It is the personal responsibility of each employee...

TNC employees are *not* permitted to accept funds in any form or amount, or any gift that has retail or exchange value of \$50 or more from individuals, companies, or representatives of companies having or seeking business relationships with TNC. If you have any questions about the propriety of a gift, gratuity, or item of value, contact your CEO.

If you buy goods or services for TNC, or are involved in the procurement process, you must treat all suppliers uniformly and fairly. In deciding among competing suppliers, you must objectively and impartially weigh all facts and avoid even the appearance of favoritism. Established routines and procedures should be followed in the procurement of all goods and services.

Steer Clear of Conflicts of Interest

Playing favorites or having conflicts of interest – in practice or in appearance – runs counter to the fair treatment to which we are all entitled. Avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. When in doubt, share the facts of the situation with your supervisor, the corporate attorney, or the CEO.

Here are some ways a conflict of interest could arise:

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by TNC.
- Acceptance of gifts, payment, or services from those seeking to do business with TNC.
- Placement of business with a firm owned or controlled by an employee or his/her family.
- Ownership of, or substantial interest in, a company which is a competitor or a supplier.
- Acting as a consultant to a TNC customer or supplier.

Maintain the Integrity of Consultants, Agents, and Representatives

Business integrity is a key standard for the selection and retention of those who represent TNC. Agents, representatives, or consultants must clarify their willingness to comply with TNC's principles. Paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party, or gaining inside information or influence are just a few examples of what could give us an unfair competitive advantage in government procurement and could result in violations of law.

Protect Proprietary Information

Proprietary company information may not be disclosed to anyone without proper authorization. Keep proprietary documents protected and secure. In the course of normal business activities, suppliers, customers, and competitors may sometimes divulge to you information that is proprietary to their business. Respect these confidences.

Obtain and Use Company and Customer Assets Wisely

Proper use of company and customer property, facilities, and equipment is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse. Be cost-conscious and alert to opportunities for improving performance while reducing costs. The use of company time, material, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission, is prohibited.

All employees are responsible for complying with requirements of software copyright licenses related to software packages used in fulfilling job requirements.

Warning Signs – You’re On Thin Ethical Ice When You Hear...

- “Well, maybe just this once...”
- “No one will ever know...”
- “It doesn’t matter how it gets done as long as it gets done.”
- “It sounds too good to be true.”
- “Everyone does it.”
- “Shred that document.”
- “We can hide it.”
- “No one will get hurt.”
- “What’s in it for me?”
- “This will destroy the competition.”
- “We didn’t have this conversation.”

You can probably think of many more phrases that raise warning flags.



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TNC Code of Ethics Employee Acknowledgement

I have read TNC's Code of Ethics and Business Conduct. I understand and agree to abide by the Code. I realize that any violations of the Code may lead to disciplinary action.

Employee Name (please print)

Employee Number

Employee Signature

Date