

Conflict of Interest policy statement

Tetra Tech, Inc. and all subsidiaries respects the privacy of all employees. However, it is the policy of the Company that no employee may engage in conduct that results in a conflict of interest (COI) with the Company. COI is defined as follows:

Because of activities performed or relationships with other persons, either (1) a person is unable to render impartial assistance or advice to a client, (2) a person's objectivity in performing work for a client is or might be impeded, or (3) a person has an unfair competitive advantage.¹

All staff agree to follow the procedures set forth in the procedures incorporated into this policy statement. Furthermore, each employee agrees to report to the appropriate person any past, present or future relationship that may result in an actual or potential COI. Any violation of this policy will result in disciplinary action, up to and including termination.

Without limiting the general scope of this policy, the following relationships and courses of conduct will be deemed to involve a conflict of interest that violate such policy except in special circumstances that may be specifically approved by the Head of Risk and Compliance.

Concurrent employment by the Company and by any other firm, if such employment encroaches materially on time or attention that should be devoted to the Company's affairs.

Concurrent employment by the Company and by any other firm or person that is a present or potential competitor of the Company.

Concurrent employment by the Company and by any other firm or person in a procurement capacity, with respect to selecting Suppliers or suppliers of material or services utilised by the Company.

Holding by an employee or any member of the employee's immediate family of a financial interest in any competitor, supplier of material or services, or customers of the Company to the extent that the employee's responsibilities include direct dealings with the competitor, supplier or customer in his/her capacity as an employee of the Company. The term "immediate family" includes any member of the employee's family that shares the employee's house, including the employee's spouse, civil partner, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law.


Acceptance by an employee or his or her immediate family of membership on the board of directors of any competitor, supplier of material or services, or customer of the Company, or as a consultant or advisor to any such board of directors or to the management of such firm or person.

Lending money, guaranteeing debts, borrowing, or accepting gifts or favours so as to place an employee or his or her immediate family under obligation to a present or potential competitor, supplier of material or services, or customer of the Company.

Participation by an employee in any voluntary organization, whether civic, professional or otherwise, in which the employee may be expected to divulge privileged or confidential information or trade secrets of the Company or take any other action that may be adverse to the Company's interest, reputation or goodwill.

Misuse by an employee of confidential information available to or gained by an employee by reason of the employee's employment with the Company. Confidential information includes information referred to in nondisclosure agreement the Company may sign from time to time with its clients.

¹ In this policy, the terms employee, employ, etc, shall be deemed to cover those engaged by [the Company] on an independent contractor basis

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Sign off Managing Director			

1. Conflict of Interest screening process

Tetra Tech conducts a COI search screening process prior to accepting any new work, including new work under existing contracts, and prior to submitting any bid or proposal. The screening encompasses (1) work related to all sites and all clients for whom Tetra Tech performed work over the past 3 years, (2) all current Tetra Tech work, and (3) any future Tetra Tech work reflected in ongoing marketing proposals.

Tetra Tech identifies potential COI by performing the following screenings:

Client database screening

Site and facility database screening

Each screening must be documented in a summary form that is signed by the screener. A copy of this form is given to the appropriate Tetra Tech manager for the prospective work. Any actual or potential COI discovered as a result of the screening process must be reported to the appropriate Tetra Tech manager. If the COI involves another Tetra Tech company, the information must also be reported to the appropriate manager of that Tetra Tech company. The screenings are discussed in more detail below.

1.1. Client database screening

Tetra Tech maintains a comprehensive database of past, current, and prospective clients, including the general nature of the work involved. Tetra Tech searches this database prior to accepting new work or submitting a proposal to determine whether the contemplated work is related to other work Tetra Tech has performed, is performing, or may perform in the future. Tetra Tech can then determine if an actual or potential COI situation exists and can promptly disclose this information to the client, along with measures that can be taken to avoid, mitigate, or neutralise the potential COI situation. Information in each summary form is entered into the database to keep it up to date.

1.2. Site and facility database screening

Tetra Tech maintains a database of sites and facilities where Tetra Tech has worked, is currently working, or may work in the future. This database is the same database as the client database. Tetra Tech searches this database prior to accepting new work or submitting a proposal to determine whether the contemplated work is similar to other site or facility work Tetra Tech has performed, is performing, or may perform in the future under any client. Tetra Tech can then determine if an actual or potential organizational COI situation exists and can promptly disclose this information to the client, along with measures that can be taken to avoid, mitigate, or neutralise the potential COI situation.

2. Possible procedures to avoid potential COI

Possible procedures Tetra Tech may use to avoid, mitigate, or neutralise potential COI situations are discussed below. All procedures are subject to client approval and contract modification, if necessary, before implementation.

One or more of the following procedures can be used to avoid potential COI situations.

If past work conflicts with contemplated work, avoid the COI by ceasing work for the current client.

If future work conflicts with contemplated work, avoid the COI by turning down either the contemplated or future work.

If a personal conflict arises the employee's supervisor will be notified. The employee in question will be reassigned to other work.

2.1. Possible procedures to mitigate potential COI

One or more of the following procedures can be used to mitigate potential COI situations.

If past work conflicts with contemplated work, mitigate the COI by restricting Tetra Tech's involvement in client-sensitive activities on the project.

If a personal conflict arises, reduce the person in question's involvement to a non-decision-making role.

2.2. Possible procedures to neutralise potential COI

One or more of the following procedures can be used to neutralise potential COI situations.

If past work conflicts with contemplated work, neutralise the COI by having Tetra Tech's president sign a declaration that Tetra Tech will not represent its past client in any current or future dealings with the current client.

If an organizational conflict arises, neutralise the COI by reassigning the work to a Supplier with the stipulation that Tetra Tech not review the Supplier's work product.

If a personal conflict arises, neutralise the COI by requiring the person in question to sign a declaration that he/she will protect the confidentiality of data obtained from the client. The employee's supervisor will be notified.

3. Certifications

Personal, work assignment, and annual certifications required by Tetra Tech related to COI are discussed below.

3.1. Personal certifications

Tetra Tech currently has a corporate policy that requires Tetra Tech employees to immediately disclose to their managers and contract program managers any current or potential future relationship with another person or organization that might constitute a COI situation.

Tetra Tech has distributed this COI procedure to all of its employees. Each employee is required to sign a certification stating that(1) the employee has read and understands the COI procedure and (2) the employee will report to their managers and contract program managers any past, present, or future relationship that may result in an actual,, or potential COI.

3.2. Work assignment certifications

Tetra Tech screens each work assignment, technical direction document, or delivery order for organizational COI. If no organizational COI is identified during screening and no personal COI is disclosed by any staff member Tetra Tech procedures to use for the contemplated work, Tetra Tech includes the following certification in all work procedures associated with the work:

Tetra Tech and its suppliers, if any, have screened the work described in this work procedure for organizational conflict of interest. Tetra Tech has determined to the best of its knowledge that no actual or potential organizational conflict of interest exists. Tetra Tech will screen any future work for other clients to ensure that the future work will not create an organizational conflict of interest with the work described in the work procedure.

Tetra Tech employees and suppliers are required to disclose to their cognizant manager any previous, current, or future relationship that might conflict with their job performance. To the best of Tetra Tech's knowledge, the staff assigned to the work does not have any actual or potential personal conflict of interest.

Tetra Tech and its employees and suppliers are aware of their obligation to identify and report any actual or potential conflict of interest arising during performance of this work assignment.

If an organizational COI is identified during screening, Tetra Tech immediately discloses to the client the nature of any actual or potential organizational COI, as well as any measures to avoid, mitigate, or neutralise the conflict. Upon disclosure, work will not be initiated or rejected until Tetra Tech has received client approval.

If a personal COI is identified for a staff member Tetra Tech procedures to use for the work, Tetra Tech will remove the staff member from all participation in the work and disclose to the client the personal COI and the measures taken to avoid, mitigate, or neutralise the personal COI.

Upon disclosure, the staff member will not be allowed to participate in the work until Tetra Tech has received client approval.

3.3. Annual certification

For those specific contracts that require submission of an annual COI certification, Tetra Tech will submit to the client an annual COI certification within 45 days after the anniversary of contract award. The certification will state the following:

"To the best of Tetra Tech's knowledge, Tetra Tech and its suppliers have reported to the client all actual or potential conflicts of interest, whether organizational or personal, and have sought consent from the client for all future contracting efforts related in any way to the work being performed under this contract."

4. Responsibilities

This section designates the Tetra Tech responsibilities for conducting COI determinations, performing client disclosure procedures, and maintaining COI screening documentation.

4.1. COI determinations

The COI Coordinator is primarily responsible for making COI determinations for COI situations involving more than one Tetra Tech company. These responsibilities may be elevated to other personnel, including, ultimately, the President of Tetra Tech, Inc., to the extent necessary to carry out the procedures and processes necessary to make COI determinations.

4.2. Client disclosure procedures

Tetra Tech will disclose to the client any and all actual or potential organizational or personal COI situations immediately upon identification. The written disclosure will contain a detailed discussion of measures Tetra Tech has taken or will take to avoid, mitigate, or neutralise the COI. This disclosure will be signed by the appropriate Tetra Tech manager, and copies will be provided to corporate management, including, at minimum, the COI Coordinator. Work will not proceed after such disclosure until Tetra Tech receives written approval from the client.

4.3. COI screening documentation

Tetra Tech will maintain documentation of all COI screening efforts. A summary form signed by the screener is provided to the appropriate managers. A copy of this form is also placed in the contract file and work assignment file, as appropriate.

5. Training

All Tetra Tech employees receive training on how to identify actual, or potential organizational and personal COI situations and when and how to disclose such information. In addition, each employee receives a copy of this COI procedure along with orientation materials. Tetra Tech also regularly disseminates information concerning COI issues to its employees through "brown bag" seminars, interoffice conference calls, and memoranda.

In addition, Tetra Tech conducts annual COI awareness training for all employees that includes review of certification language and of any changes that may have occurred in Tetra Tech's COI procedure. This training is conducted as part of Tetra Tech's "Corporate Code of Conduct" awareness training and certification program. Certification that all employees have read and understand the contents of the current code and procedure is retained by Tetra Tech.

6. Supplier COI identification

Tetra Tech will place the required COI flow-down clauses in each subcontract document. If requested by the client, each Supplier must prepare and follow an appropriate COI procedure. Tetra Tech will require that each Supplier certify that it has prepared and is following its COI procedure. Each Supplier will notify Tetra Tech in writing of any actual or potential COI as soon as possible.