



SUPPLIER CODE OF CONDUCT

*ATC's good reputation is a reflection of the
expertise and honesty displayed by our employees and
contractors in the performance of their work on behalf of ATC.*

*A strong commitment to safety, diversity, compliance
and ethics is the foundation of a successful business.*

Helping to keep the lights on,
businesses running and communities strong®

2016

A message from our CEO

At American Transmission Co., we understand that a strong commitment to safety, diversity, compliance and ethics is the foundation of a successful business. We strive to ensure that every business decision is guided by our commitment to operate with these values in mind. As such, we expect our contractors, consultants, suppliers and vendors (collectively, "suppliers") to share and abide by this commitment.

This Supplier Code of Conduct ("Code of Conduct") sets forth the principles and standards of conduct that suppliers, as well as their employees, subcontractors and sub-suppliers, must adhere to as they provide goods and services to ATC.

Suppliers are responsible for ensuring:

- this Code of Conduct is shared with all individuals assigned to perform work for or on behalf of ATC;
- any work performed for or on behalf of ATC is done in full compliance with this Code of Conduct, all applicable laws and regulations, and in accordance with the highest standards of ethical business conduct; and
- any work performed for or on behalf of ATC is conducted by trained individuals with the requisite skills, expertise and certifications to complete the job in a safe and compliant manner.

ATC requires suppliers to adhere to our Supplier Code of Conduct. Failure to comply with the expectations outlined in the Code of Conduct could result in termination of your assignment and/or contract. Suppliers should discuss any questions or concerns about compliance or ethics issues that arise while working for or on behalf of ATC in accordance with the Open Door Policy and Reporting Concerns section of this Code of Conduct.

We regard our supplier base as a critical and necessary extension of our mission, operations and future success, and we appreciate your commitment to making these values a top priority as you work with ATC.

Sincerely,



Mike Rowe

Health and Safety

Health and safety are two of ATC's top priorities. Suppliers must share ATC's commitment to providing a safe and healthy workplace by exercising good judgment in work decisions and applying safe work practices, including regulatory and contract-specific requirements, to all activities. Suppliers shall work safely and in compliance with all applicable safety rules, laws, standards and procedures, including the Occupational Safety and Health Administration ("OSHA") rules and regulations, with this Supplier Code of Conduct ("Code of Conduct"), and with any additional requirements from ATC. Suppliers must ensure employees working on ATC projects adhere to general and site-specific safety requirements, including prohibitions on the use and possession of illegal drugs and alcohol, restrictions on the possession of weapons and support for a violence-free environment. As part of providing a safe and healthy work environment, any conduct that appears to be threatening, degrading, humiliating or intimidating against anyone is prohibited.

Environmental Protection and Sustainability

ATC aspires to be an industry leader in protecting the environment and actively seeks suppliers that share in this mission. As such, ATC and suppliers will work together to ensure the following:

- maintain compliance with both the letter and spirit of environmental protection laws as well as ATC's procedures;
- demonstrate leadership by pursuing economically, socially and environmentally sustainable initiatives that protect the environment; and
- reduce or eliminate significant environmental impacts and prevent pollution resulting from our activities.

Business Gifts and Courtesies

Gifts, entertainment, and travel are often an integral part of building and maintaining business relationships and are considered commercial protocol; however, to avoid even the appearance of a conflict of interest, suppliers are expected to fully abide by the following:

- suppliers should not offer any gifts, entertainment, or travel to an ATC employee who plays a role in the decision-making process while a Request for Information, Request for Proposal, or contract negotiation process is underway. Noncash gifts (e.g. reciprocal meals, entertainment, promotional items, etc.) are generally considered acceptable (commercial protocol) provided the frequency is low and the value is \$100 or less
- suppliers should not offer bribes, kickbacks, payoffs or other unusual or improper payments to ATC employees in order to obtain or keep business, or influence employees to take or not take a course of action, or for any other improper purpose
- suppliers should not offer gifts of cash (including gift cards) to an ATC employee under any circumstances

Contact your ATC business contact, or call ATC's Ethics & Compliance Helpline at (877) 888-0002, before engaging in any activity that may involve gifts or entertainment in excess of a nominal value to ensure they meet the requirements of the Supplier Code of Conduct.

Fair Treatment and Human Rights

Suppliers must treat all workers fairly and with respect and provide all workers with a safe and healthy working environment. Suppliers must also ensure their workers that represent ATC, are assigned to ATC facilities or projects, or interact with ATC employees do not engage in behavior that intimidates or harasses others. ATC expects its suppliers to adhere to all applicable labor and human rights laws including, but not limited to, those associated with equal opportunity and non-discrimination, immigration, child labor, forced or compulsory labor, working hours, wages and benefits, freedom of association, health and safety, and harassment-free work environments.

Company Resources

ATC recognizes that in order to fulfill its responsibilities, suppliers must use ATC resources to access ATC information, data or systems and may require use of some set of ATC-provided computer based systems and services. Suppliers who have access to ATC information and systems are responsible for ensuring the security and proper use of those systems. ATC resources are intended only for support and consummation of legitimate business processes by approved suppliers and must not be used to solicit, access or distribute information or materials not connected with approved ATC work. Use of ATC's name, logo or any other intellectual property requires prior written consent of ATC.

All information and data provided to suppliers is for the sole purpose of supporting legitimate ATC transactions and must not be shared with third parties. All information must be managed in compliance with ATC's policies, security requirements, privacy requirements and all applicable laws and regulations. Any exception to the use or sharing of data requires prior written consent of ATC.

Computer accounts, passwords and other types of authorization are assigned to individual authorized users and must not be shared with or divulged to others. Authorized users will be held accountable for all actions taken on the system with their user identification. Internet access is used solely to conduct legitimate business transactions. Only ATC devices are allowed to connect to ATC networks and personal devices are not to be charged or connected to ATC computers. ATC-issued equipment must be protected and locked when left unattended. Only approved, properly licensed and authorized software can be installed on ATC devices. Consult your ATC business contact for any company resources questions.

Supplier Selection and Diversity

ATC is committed to fair and ethical dealings in bid evaluation, negotiation, award decisions and the administration of purchasing and sourcing activities. The company recognizes a strong, diverse supplier community is essential to economic vitality and proactively seeks opportunities to conduct business with competitive, diverse suppliers. ATC expects its suppliers will seek, use and develop their own diverse suppliers while performing work on ATC's behalf.

Drug- and Alcohol-Free Workplace

ATC is committed to providing a drug- and alcohol-free work environment. The possession, sale, purchase, distribution, manufacturing, or use of illegal drugs or drug paraphernalia by suppliers, their employees or their subcontractors at any time, whether or not the supplier, its employee or its subcontractor is performing work for ATC, conducting ATC business or on ATC's property, is strictly prohibited. Suppliers, their employees or their subcontractors are prohibited from being at work under the influence of alcohol or non-medically prescribed controlled substances and from reporting to work under the influence of any legally prescribed or over-the-counter medication or substance that could affect the individual's ability to perform the work in a safe manner, including medical marijuana.

Tobacco Use

ATC provides a tobacco-free workplace. Tobacco, which includes cigarettes or chewing tobacco, or electronic cigarette use is not permitted on ATC property, except in designated outdoor areas. Tobacco or electronic cigarette use is not permitted in any company-leased vehicle. Sales of items containing tobacco or electronic cigarettes are not permitted on any ATC premises.

Work Place Violence

ATC is committed to providing a safe work environment and does not tolerate any violent conduct or actions or words that are reasonably perceived as threatening or intimidating. A supplier, its employee, or its subcontractor that violates this policy will be subject to disciplinary action up to and including removal from ATC work. Additionally, a violation may involve the intervention or presence of law enforcement.

Open Door Policy and Reporting Concerns

ATC encourages open discussion regarding any questions or concerns about this Code of Conduct or the business relationship generally. Additionally, ATC expects all suppliers to observe high standards of business and personal ethics in conducting their duties and

responsibilities. Suppliers are responsible for practicing honesty and integrity in fulfilling their responsibilities, complying with all applicable laws and regulations, complying with this Code of Conduct, reporting all known or suspected violations of this Code of Conduct, corporate policies, or laws and regulations, cooperating and participating, as requested, during an investigation, and respecting the right of others to make legitimate complaints of inappropriate or offensive conduct. This Open Door Policy is intended to encourage and enable suppliers, their employees, or their subcontractors to raise serious concerns with ATC prior to seeking resolution outside of ATC. Suppliers can report questions, concerns, and potential violations to the ATC business contact or by calling the Ethics and Compliance Helpline at (877) 888-0002. The Helpline is staffed by people not employed by ATC; therefore, suppliers may provide information anonymously. A reference code will be given to the caller to follow up on concerns raised. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

This Supplier Code of Conduct is not a contract. It does not confer rights on any supplier, nor does it impose obligations on ATC. In case of a conflict between the Supplier Code of Conduct and your contract, the terms of your contract prevail.