



Code of Ethical Business Conduct for B.C. Pavilion Corporation Board of Directors and Employees



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INTRODUCTION

This Code of Ethical Business Conduct (the “Code”) applies to all employees at every level of the B.C. Pavilion Corporation (“PavCo”), including senior management, at our corporate office, the Vancouver Convention Centre and BC Place. It also applies to the members of the PavCo Board of Directors (“Board Members”). Its primary purposes are to aid in fostering and maintaining a culture of accountability to taxpayers, and to communicate and reinforce desired workplace values and behaviors in every part of our operations.

All new employees and Board Members must review and agree to the terms of the Code by completing the *PavCo* Employee Declaration and Commitment set out in Appendix A prior to commencing employment or other work with PavCo, and shall at all times during their employment or engagement with PavCo, conduct themselves in accordance with the terms of this Code. All employees and Board Members must re-affirm that they have read the Code annually.

If the *Code* does not provide the answer to a particular ethical issue or if you have questions about the *Code*, please talk to your supervisor or Human Resources representative.

PAVCO'S MANDATE, VISION, MISSION & VALUES

PavCo is guided by our Mandate, Vision, Mission and Values.

Mandate: To generate economic and community benefit for the people of British Columbia through prudent management of public facilities.

Vision: We create opportunities for events and communities to converge fostering collaboration and inspiration.

Mission: To deliver outstanding and sustainable events and experiences for our clients, guests and our community, by hosting conventions, entertainment, sporting and related events that meet their highest expectations.

Values:

- Inspirational Experiences
- Teamwork and Transparency
- Positivity
- Courage and Resilience

MANAGEMENT'S RESPONSIBILITY

Senior executives, Board Members and managers, play a leadership role in upholding the *Code* at all times and must:

- ensure that all employees who report to them have received and reviewed this Code;

- create and maintain a workplace where employees are able to comply with this Code;
- take reasonable measures should any breach of this Code come to their attention, including:
 - promptly following the appropriate escalation process;
 - implementing any corrective actions if it is within their level of authority and responsibility to do so; and
 - taking the necessary steps to promote a safe environment for employee who report a violation of this Code.

EMPLOYEE'S RESPONSIBILITY

PavCo employees have the responsibility to:

- understand and conduct themselves in accordance with the Code, and PavCo policies, requirements and directives;
- avoid any situation where they request or enable another PavCo employee to violate the Code or any PavCo policy, requirement or directive; and
- cooperate truthfully and fully with any inquiry into a violation of this Code or any PavCo policy, standard, guideline, directive or other requirement.

RAISING QUESTIONS OR CONCERNS

If you have questions or concerns about the content of the standards required by this *Code*, please discuss them with your supervisor or the Human Resources representative.

If you have questions or concerns about the conduct of any PavCo employee, you are encouraged to discuss the matter with your supervisor first and, if necessary, escalate it to senior levels of management in your workplace.

If you are aware or believe that a service provider, retailer or contractor has acted unethically or fraudulently in respect to PavCo you are encouraged to raise your concern with your supervisor, or by email directly with the President & CEO.

We recognize that not everything can, or should, be resolved by the process described above. If you have a question or concern that is sensitive in nature, you may submit your concerns anonymously and confidentially pursuant to PavCo's *Confidential Reporting Policy* set out in Appendix C.

Pursuant to the British Columbia *Public Interest Disclosure Act* ("**PIDA**"), employees also have the right to disclose an alleged wrongdoing related to PavCo's operations and personnel to their supervisor. For more information on how to make a disclosure pursuant to PIDA, please see PavCo's *Public Interest Disclosure Act Policy & Procedures*.

COMPLIANCE WITH THE LAW AND THIS CODE

You are to act at all times in full compliance with both the letter and the spirit of all federal and provincial laws.

You must never commit or condone any unethical or illegal act, or instruct an employee, Board Member, partner or supplier to do so. No Board Member or employee should create or condone the creation of a false record. If you are aware of an action or practice which you think may be in violation of the law, you must raise this concern with a manager without delay.

You are expected to be sufficiently familiar with any legislation that applies to your work to recognize potential liabilities and to know when to seek legal advice.

You are not only to comply fully with applicable laws but are also to avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

Violation of any law or the *Code* is a serious matter. Any employee or Board Member, who compromises or violates any applicable law or the *Code* may be subject to disciplinary action, up to and including, termination of employment, loss of employment-related benefits, and, if applicable, criminal or civil proceedings.

WORKPLACE CONDUCT

We strive to provide an environment that allows all employees to excel, be creative, take initiatives, find new ways to solve problems, and generate opportunities. Teamwork helps us to leverage our diverse backgrounds, talents, and ideas. Our high standards for professional and ethical conduct govern how we interact with guests, vendors, colleagues, and members of the public at all times.

Employees are to treat each other with respect and dignity and must not engage in discriminatory conduct prohibited by the British Columbia *Human Rights Code*, including, without limitation, discriminatory conduct in accommodation, service and facility against each other or any other patrons. The prohibited grounds are Indigenous identity, race, colour, ancestry, place of origin, religion, family status, marital status, physical disability, mental disability, sex, sexual orientation, gender identity or expression, age, political belief or conviction of a criminal or summary offence unrelated to the individual's employment. The diversity of our workforce is a tremendous asset that helps us fulfill our mission. We are committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination.

We have zero tolerance for bullying or any other inappropriate conduct compromising the integrity of PavCo. Bullying and harassment includes any inappropriate conduct or comment by a person towards a worker that the person knew or reasonably ought to have known would cause that worker to be humiliated or intimidated.

All employees may expect and have the responsibility to contribute to a safe workplace. Violence in the workplace is unacceptable. Violence is any use of physical force on an individual that causes or could cause injury and includes an attempt or threatened use of force.

You must report any incident or threat of violence, bullying or harassment to your supervisor or your Human Resources representative.

Sexual harassment is a form of discrimination. We strictly prohibit sexual harassment in the workplace. Sexual harassment can occur between any two people, regardless of their gender or sexual orientation.

You must report a safety hazard or unsafe condition or act in accordance with the provisions of the WorkSafeBC Occupational Health and Safety Regulations.

PavCo's policies regarding workplace conduct can be found in PavCo's *People Handbook*.

ALCOHOL AND DRUGS

It is forbidden to possess, consume, manufacture, or sell controlled drugs while working at PavCo. The judgment of employees and Board Members must be unimpaired at all times. As such, no employee, contractor, or Board Member is permitted to work while impaired by alcohol, cannabis, controlled drugs, or medication which affects their ability to work.

PavCo's policies regarding drugs and alcohol in the workplace and at events can be found in PavCo's *People Handbook*.

CONFLICTS OF INTEREST

We demonstrate integrity and transparency by actively avoiding real or perceived conflicts of interest. You are required to avoid any conflicts of interest, where your personal interest interferes in any way, or even appears to interfere, with the interests of PavCo and the making of decisions with honesty and integrity. Our clients, stakeholders, and colleagues must be able to trust that we will exercise our discretion in a manner that is free from taint of personal interest.

All employees and Board Members must complete the *Declaration of Actual or Potential Conflict of Interest* set out in Appendix B (the "**Conflict Declaration Form**") prior to commencing their employment with PavCo. Please note that employees and Board Members who do not have a conflict of interest with PavCo must still complete the Conflict Declaration Form by confirming and declaring same.

GENERAL PRINCIPLES ON CONFLICTS OF INTEREST

In the workplace, conflicts of interest typically occur when the personal interests of employees, Board Members, or members of their families and friends' conflict with the business of PavCo, raising doubts about the impartiality of the business decisions made and the integrity of the person making those decisions, and the corporation which employs them.

PavCo's interests include PavCo's financial interests, reputation, non-economic interests, operational interests, relationships, values and so on. They can also include public positions that PavCo strongly and publicly promotes.

Personal interests include your personal financial interests, interests of outside organizations you are involved in, outside employment, interests of your friends and relatives, personal relationships, your political or public interest advocacy activities, your personal reputation, and so on.

PavCo recognizes that Board Members and employees have legitimate outside interests. There may be certain situations, however, that could be perceived as a conflict of interest even with innocent intentions of a Board Member or employee. If we are to preserve a reputation for straightforward behaviour, we must avoid situations where someone could reasonably perceive that there is a conflict between our personal interests and our role within PavCo, even if we have no intention of acting unfairly or dishonestly.

To assess whether a given situation might create a conflict of interest, ask yourself these questions:

- Could your actions or conduct undermine the public's confidence in your ability to do your work or compromise the trust that the public places in PavCo?
- Could someone perceive that you are using your work relationship with PavCo to gain a personal benefit from a third party?
- Do you or your friends or relatives, stand to gain anything through your relationship with a third-party doing business with PavCo?
- In the performance of your official duties, could your actions give preferential treatment to an individual, corporation, or organization, including a non-profit organization, in which you, or a relative or friend, has an interest, financial or otherwise?
- Could your personal interests affect a decision you might have to make at PavCo?
- Do you feel under any obligation to a third party that does business with PavCo due to your relationship with that third party?
- Would a particular use of information you acquired solely by reason of your employment with PavCo benefit you, or could reasonably be perceived by the public to benefit you?

If the answer to any of the above questions is “yes” or “perhaps” or could be perceived by third parties to be “yes” or “perhaps,” you may be in a conflict of interest and should seek advice from your manager, Human Resources representative, or PavCo’s Internal Counsel.

Board Members or employees who find themselves in an actual or apparent conflict of interest must disclose the conflict and refrain from voting or other actions that impact the outcome of the activity or business transaction. Full disclosure enables the resolution of unclear situations and gives an opportunity to dispose of or appropriately address conflicting interest before any difficulty can arise. More generally, you should excuse yourself from discussions and communication with management and staff where the issues could raise an actual or apparent conflict.

Every Board Member and employee should disclose all circumstances that constitute an actual or apparent conflict of interest. Disclosure should be made:

- in the case of Board Members, to the Chair of the Board;

- in the case of the Chair of the Board, to the Chair of the *Audit & Governance Committee*;
- in the case of senior management, to the President & CEO;
- in the case of the President & CEO, to the Chair of the Board;
- in the case of managers, to their Human Resources representative; and
- in the case of employees, to their manager.

In addition to the foregoing, PavCo Board Members are also subject to the *Standards of Ethical Conduct for PavCo Board Members* as found in Appendix E hereto.

The following provides a more detailed discussion of circumstances where a conflict of interest could arise, and how PavCo expects its Board Members and employees to behave, including familiarity and compliance with PavCo's *People Handbook*.

A. INVESTMENT ACTIVITY

Through your employment at PavCo you may be a party to, or have influence over, decisions or you may be aware of information that is not available to the public. You must always ensure that you are not providing, or being perceived to be providing, a unique investment advantage for yourself or anyone you know based on your access to PavCo information or decisions.

If you have any direct or indirect business relations or direct or indirect investments that are, or could be perceived to be, a conflict of interest, you are required to disclose this information by completing the Conflict Declaration Form as appropriate.

B. ENTERTAINMENT, GIFTS AND BENEFITS

You are not to solicit a gift, benefit, or service on behalf of yourself, your Associates¹, other employees or PavCo. It is essential to fair business practices that all those who associate with PavCo, as suppliers, contractors or Board Members, have access to PavCo on equal terms.

You cannot accept entertainment, gifts, benefits (including cash, preferred loans, securities or secret commissions) or favours that create or appear to create a favoured position for doing business with PavCo. Any firm offering such inducement shall be asked to cease.

¹ As defined in the PavCo *Code of Ethical Business Conduct*, "Associate" includes:

- i. Any person closely connected with that person by blood or otherwise and includes a spouse (including common-law spouse), parent, grandparent, brother, sister, child, grandchild and in-law of that person and any other relative of that person or of his or her spouse;
- ii. a trust or estate in which that person, or a person who is an Associate of that person, has a substantial beneficial interest, or in which that person serves as a trustee; or
- iii. a business, firm, corporation, joint venture or partnership in which that person, or a person who is an Associate of that person, beneficially owns, directly or indirectly, any share(s).

Gifts and entertainment are only to be accepted or offered in the normal exchanges common to established business relationships for PavCo. An exchange of such gifts shall create no sense of obligation.

The following four criteria, when taken together, are intended to guide the judgment of those who are considering the acceptance of a gift:

- the benefit is of nominal value (under \$100);
- the exchange creates no obligation;
- reciprocation is easy; and
- it occurs infrequently.

The key is to act with integrity and use good judgment before accepting or offering any gifts, entertainment or benefits given the possible perception that this offer was made with an expectation of preferential treatment. Inappropriate gifts received are to be returned to the donor. Full and immediate disclosure of borderline cases will always be taken as good-faith compliance with these standards.

C. PERSONAL RELATIONSHIPS IN THE WORKPLACE

Conflicts of interest arising out of personal relationships in the workplace must be avoided.

Employees and Board Members must never have influence, input or decision-making over the hiring, evaluation, promotion or establishment of terms and conditions of employment of anyone with whom they have a close personal relationship. This includes influence over the hiring, evaluation or retention of contractors.

Employees and contractors in close personal relationships must not be employed or retained in positions where the company requires that the incumbents be unrelated for risk management or audit purposes (e.g. a close personal relationship between two employees who are jointly required to approve a type of financial transaction for risk management purposes).

Close personal relationships include, but may not be limited to:

- spouses;
- other intimate relationships;
- parent/guardian/caregiver and child;
- siblings;
- mothers, fathers, brothers- and sisters-in-law; and cousins, aunts, uncles, nephews, and nieces.

You must not in any way participate in or influence the hiring of an external individual with whom you have a close personal relationship. PavCo will endeavor wherever possible to avoid hiring individuals who have a close personal relationship into the same department, and never within the same direct

or indirect reporting line. In circumstances where a close personal relationship develops between two employees in a direct or indirect reporting line, or in other circumstances which may create a real or perceived conflict of interest, both Employees must report the existence of the relationship without delay to their manager(s). Failure to report such a relationship openly and promptly may result in disciplinary action, up to and including termination. **If you are in doubt as to whether a close personal relationship falls within this policy, you should err on the side of disclosure and seek advice.**

PavCo's policies regarding personal relationships in the workplace can be found in PavCo's *People Handbook*.

D. OUTSIDE INTERESTS / IMPARTIALITY

(i) Public Comments

You may comment on public issues but must not engage in any activity or speak publicly where this could be perceived as an official act or representation on behalf of PavCo (unless authorized to do so).

Employees and Board Members must not jeopardize the perception of impartiality in the performance of their duties through making public comments or entering into public debate regarding PavCo. You must not use your position in PavCo to lend weight to the public expression of your personal opinions.

(ii) Political Activity

It is critical that we maintain impartiality in relation to our duties and responsibilities. The resources of a Crown Corporation should not be used in such a way as to create an impression that PavCo favours one political party or candidate over another.

You may participate in political activities including membership in a political party, supporting a candidate for elected office, or seeking elected office. Employees' and Board Members' political activities, however, must be clearly separated from activities related to their employment or appointment and employees must not engage in political activities (such as canvassing or soliciting funds) during working hours or use government facilities, equipment, or resources in support of these activities.

Employees who run as a candidate in a federal, provincial or any local government election must be on an unpaid leave of absence from PavCo, approved by the President and CEO. Leave approval is at PavCo's discretion. This restriction does not apply to Board Members.

If you are elected to either a provincial or federal position, you must immediately resign your position as an employee or Board Member at PavCo.

If:

- (a) you are elected to a municipal position; or
- (b) you have a family member who holds or is elected to a federal, provincial or municipal position;

You must disclose this in the Conflict Declaration Form. A leave of absence may not be necessary provided you can ensure that the interests or activities of this political office do not conflict with the interests of PavCo. PavCo may need to place constraints on your employment to ensure there are no conflicts of interest or perception of a conflict of interest. Such constraints must be recorded in the Conflict Declaration Form.

E. OUTSIDE EMPLOYMENT and BUSINESS INTERESTS

You may have alternate employment, participate in a business, or receive funds for personal activities outside your employment at PavCo, provided it does not:

- interfere with the performance of your duties as a PavCo employee;
- bring PavCo or the BC Government into disrepute;
- include employment with an entity that is adverse in interest to PavCo (e.g. a competitor – including event management – or a PavCo supplier or contractor) where that work could lead to an actual or apparent conflict of interest;
- appear to be an official act or to represent PavCo or BC Government opinion or policy;
- involve the unauthorized use of work time or PavCo premises, services, equipment, or supplies; or
- gain an advantage that is derived from their employment with PavCo.

Employees must disclose outside jobs or self-employment activities to their manager or to the Compliance Officer if there is any chance that work could conflict or interfere with the employee's work for PavCo. If you are in doubt about whether you need to disclose the work, discuss the situation with your manager, Human Resources representative, or PavCo's Internal Counsel.

You may not hold a significant financial interest, either directly or through a family member or associate, or hold or accept a position as an officer or director in an organization that has a relationship with PavCo, unless that interest has been fully disclosed and addressed to PavCo's satisfaction. A "significant financial interest" in this context is any interest substantial enough to be perceived to influence the decisions of PavCo or be perceived to result in personal gain for you.

Any significant financial interest circumstances must be disclosed in the Conflict Declaration Form by checking Box 2 (if the interest is personal or through an associate) or Box 4 (if the interest is through a family member) and recording the details. Details of any conditions imposed by PavCo must be recorded in the Conflict Declaration Form.

F. PROHIBITION OF LOANS

PavCo may not directly or indirectly, make a loan to an executive officer, Board Member or employee, or guarantee any loan obligations on behalf of any executive officer, Board Member or employee.

CONFLICT OF INTEREST DISCLOSURE

All employees and Board Members must complete the Conflict Declaration Form prior to commencing their employment with PavCo.

You must annually review and revise, if necessary, your Conflict Declaration Form. This procedure shall be part of your performance review.

In addition to the annual review, you must, immediately upon becoming aware of a conflict or an apparent conflict of interest, disclose the conflict to your supervisor and update the Conflict Declaration Form.

If you are in doubt whether a situation involves a conflict, you must immediately seek the advice of your supervisor or Human Resources representative.

Unless otherwise instructed, you or you and your supervisor must immediately identify and implement steps to resolve the conflict or remove the perception that it could exist.

FUTURE EMPLOYMENT RESTRICTIONS FOR SENIOR MANAGEMENT

Senior management of PavCo is subject to future employment restrictions after their employment with PavCo as described in the *Future Employment Restrictions for Senior Management of PavCo* set out in Appendix D hereto.

USE OF CORPORATE PROPERTY

A. PROTECTION OF COMPANY ASSETS

As a PavCo employee, you are responsible for the appropriate care and protection of all PavCo property associated with your duties, including exercising reasonable safeguards to prevent theft or damage. PavCo's property (including computer hardware, computer software, communications devices managed by PavCo, and office supplies) should only be used for PavCo business and should not be removed from PavCo's premises without authorization.

B. COMPUTER AND COMMUNICATIONS SYSTEMS

(i) Access to PavCo Computer Systems

Computer systems, data, programs and communication systems are the property of PavCo. If you have access to PavCo's computing and communication devices, you are expected to use them in a responsible manner for the benefit of PavCo. Do not disclose your computer system passwords and/or user identification to anyone or allow anyone to access the PavCo computer system via your access.

(ii) Appropriate Use of PavCo Computer Systems

Business Use

You may only use PavCo computer systems and the information contained within them for PavCo business purposes. You must not:

- engage in commercial activities, other than those on behalf of PavCo;
- use PavCo systems to gain access to other information systems to which you do not have authorized access;
- download malicious code;
- test information systems controls unless specifically authorized to do so in writing by the Information Services Department;
- exploit systems vulnerabilities to gain access to unauthorized access to other systems or data;
- use personal, unlicensed or pirated software on PavCo systems; or
- any activity which will harm or put systems at risk.

Information transmitted through PavCo resources, including emails, implies affiliation with PavCo. Professionalism should therefore always be foremost in your mind when deciding whether to communicate and share information through PavCo's computing and communication devices and systems. This is especially true of the Internet and PavCo's internal networks and systems.

You are encouraged to use the Internet when it is appropriate for business purposes. You should avoid unnecessary and/or inappropriate Internet use as it causes network and server congestion, incurs additional costs and puts PavCo's computer resources at risk.

Personal Use

Reasonable personal use of PavCo's computing and communication systems are permissible as long as usage:

- does not interfere with PavCo business;
- is done on personal time, such as a break or after work hours;
- Is not any of the following:
 - Audio or video broadcasts of a continuous nature;
 - Internet chat groups;
 - Internet email services; or
 - Downloading of any software not related to the role for which you are employed by PavCo.

You must never use PavCo equipment or services to receive, view or distribute illegal, offensive or pornographic material.

(iii) Monitoring Use of PavCo Computer Systems

PavCo is able to monitor and record all email, Internet use and files stored in private areas of our network in accordance with applicable law. You should at no time expect privacy when using PavCo's computing resources, whether you are accessing them on site or from a remote location. PavCo reserves the right to monitor and review any material created, stored, sent, or received on its network.

PROTECTION OF GENERAL CORPORATE INFORMATION AND PRIVACY

A. CONFIDENTIAL INFORMATION

Confidential information, in any form, that employees receive through their employment must not be disclosed, released, or transmitted to anyone other than persons who are authorized to receive the information. Employees who are in doubt as to whether certain information is confidential must ask the appropriate authority before disclosing, releasing, or transmitting it.

If you are sharing sensitive corporate information with anyone outside of PavCo during the course of business, you must ensure that you have the proper documentation in place (such as a nondisclosure agreement) to protect this information. When in doubt, ask your supervisor or contact PavCo's Office for assistance. Board Members should seek guidance from the Board Chair or the Internal Counsel.

PavCo's information remains the property of PavCo throughout and beyond your employment with PavCo. It must be safeguarded and should not be removed from PavCo premises without authorization. You are expected to safeguard any mobile devices, laptops or portable memory sticks carrying PavCo information. Such devices should never be left unattended in vulnerable locations, including locked vehicles. You must report all losses of any device that may contain PavCo information to your supervisor or Information Systems Manager.

As a PavCo employee, you should safeguard confidential information by keeping such information secure and limiting access to only those who 'need to know' in order to do their job. Do not discuss confidential information in public areas such as elevators, boarding lounges and aircraft or over mobile phones in public places where you could be overheard.

Confidential information that employees receive through their employment must not be used by an employee for the purpose of furthering any private interest, or as a means of making personal gains.

B. BREACH OF CONFIDENTIALITY

A breach of confidentiality, whether unintended or deliberate, may result in disciplinary action against you, up to and including immediate termination of your employment.

C. FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT

PavCo is also required to comply with the information access and protection of privacy requirements established in B.C.'s *Freedom of Information and Protection of Privacy Act* (FIPPA). FIPPA grants the Office of the Information and Privacy Commissioner the power to audit or investigate PavCo's

freedom of information and privacy protection practices and to order changes where there are findings of non-compliance.

Records created by you may be subject to an access to information request and if requested, you are required to provide them to PavCo's Freedom of Information Administrator, who will apply FIPPA in PavCo's response to the request.

D. USE OF ARTIFICIAL INTELLIGENCE TOOLS

Employees and Board Members are permitted to use Artificial Intelligence (AI) tools in the course of their duties, provided that such use complies with the following principles:

- (i) **Compliance with Applicable Laws and PavCo Policies:** All uses of AI tools must comply with applicable laws and regulations, and with all PavCo policies and guidelines that may exist from time to time.
- (ii) **Confidentiality and Data Security:** Employees and Board Members must not input, upload, or share any confidential, proprietary, personal, or otherwise sensitive PavCo information or third-party data into AI tools unless using licensed, embedded AI tools in approved PavCo software. Employees are permitted to use third-party unlicensed AI tools to support tasks such as idea generation, research, summarization of publicly available data, drafting or editing documents only.
- (iii) **Transparency and Accuracy:** Employees and Board Members must be transparent about their use of AI tools when outputs are used to inform decisions or generate data. Final responsibility for ensuring the accuracy, completeness appropriateness, and ethical use of AI-generated content remains with employees and Board Members at all times.
- (iv) **Prohibited Uses:** AI tools must not be used:
 - To generate misleading, deceptive, or discriminatory content;
 - In a manner that harms others or infringes on third-party intellectual property rights;
 - For any malicious, unethical, or unlawful activity; or
 - In ways that could misrepresent PavCo.
- (v) **Training and Awareness:** Employees and Board Members are expected to participate in all training programs offered by PavCo pertaining to evolving best practices and uses of AI tools.

APPENDICES

APPENDIX A: PavCo Employee Declaration and Commitment

APPENDIX B: Declaration of Actual and Potential Conflict of Interest

APPENDIX C: PavCo Confidential Reporting Policy

APPENDIX D: Future Employment Restrictions for Senior Management

APPENDIX E: Standards of Ethical Conduct for PavCo Board Members

EXHIBIT A to APPENDIX E: PavCo Conflict of Interest & Related Third-Party Transactions Disclosure Statement for Board Members

This version of the Code is current as of January 2026.

APPENDIX A – Declaration and Commitment

Last Name: _____

First Name: _____

Position: _____

DECLARATION:

I, the undersigned, declare that I have read and understood the *Code of Ethical Business Conduct [revised December 2025]* and all related policies. I agree to comply with these standards, any amendments thereto, provided such amendments have been brought to my attention.

I declare that I have completed and submitted the *Declaration of Actual or Potential Conflict of Interest* form attached as Appendix B and have informed my supervisor of any known or potential conflicts of interest involving me.

I declare to the best of my knowledge and belief that I have no other actual or potential conflict of interest apart from those stated in Appendix B.

I agree to report any new information that may present an actual or potential conflict of interest as soon as I become aware of it.

Signatures:

Employee/Board Member

Date

Witness

Date

Completed forms must be forwarded to Human Resources.
(A copy of this form will be kept in the employee's contract file.)

APPENDIX B – Declaration of Actual or Potential Conflict of Interest

Last Name: _____

First Name: _____

Position: _____

SECTION I.

Please check the appropriate box:

1. I am directly or indirectly involved in another enterprise or occupation that is or could be perceived as being in conflict with the interests of PavCo.
(Fill in 'Details' section below.)

2. I have a direct or indirect investments or business relations that are or could be perceived as being in conflict with the interests of PavCo.
(Fill in 'Details' section below.)

3. I have a personal relationship with a PavCo employee or PavCo service provider employee that is or could be perceived as being in conflict with the interests of PavCo.
(Fill in 'Details' section below.)

4. I have a family member whose circumstance places me or could be perceived as placing me in conflict with the interests of PavCo.
(Fill in 'Details' section below.)

5. I currently hold, or have been offered, a board appointment on a "not for profit" organization or for a society that is or could be perceived as being in conflict with the interests of PavCo.
(Fill in 'Details' section below.)

6. I have been elected to a municipal political position and/or I have a family member who has been elected to a federal, provincial or municipal position.
(Fill in 'Details' section below.)

7. Other.
(Fill in 'Details' section below)

8. To the best of my knowledge and belief I do not have an actual, perceived or potential conflict of interest.

**SECTION II.
DETAILS of CONFLICT OF INTEREST**

(Use separate page and attach if additional space is required)

**SECTION III.
MITIGATION or ELIMINATION of CONFLICT OF INTEREST**

Conditions to be imposed to mitigate or eliminate any potential or perceived conflict of interest situation:

(Use separate page and attach if additional space is required)

Signatures:

Employee/Board Member: _____

Date: _____

Employee's Supervisor: _____

[or Board Chair for declaration of a Board Member, or Compliance Officer for declaration of the Board Chair]

Date: _____

Completed forms must be forwarded to Human Resources.
(A copy of this form will be kept in the employee's file)

APPENDIX C – PavCo Confidential Reporting Policy

PURPOSE

PavCo is committed to the highest possible standards of ethical, moral and legal business conduct. In line with this commitment and PavCo's regard for open communication, this policy aims to provide an avenue for employees to raise concerns and to provide reassurance that they will be protected from reprisals or adverse treatment for sharing their concerns in good faith.

POLICY

1.0 Overview

1.1 PavCo's *Confidential Reporting Policy* (the "**Reporting Policy**") is intended to encourage and enable employees and others to resolve concerns within the organization, rather than seeking resolution outside. It is intended to cover serious concerns that:

- May lead to incorrect financial reporting;
- Are unlawful;
- Are not in line with PavCo's policies, including the People Handbook or the Code; or
- Are otherwise unethical, improper, or constitute suspicious conduct or abuse.

If you have a serious concern about any of the above situations, you should feel safe reporting the matter to the appropriate individuals under this Reporting Policy.

1.2 Employees are often the first to recognize that there may be something inappropriate that is occurring within the workplace. Staff may sometimes be reluctant to express their concerns if they feel that it would be disloyal to their fellow staff members or the management team. They may be concerned about potential consequences for raising the issue. Some may feel that it is easier to ignore the concern rather than reporting it.

1.3 PavCo believes that one of the strongest deterrents against wrongdoing is the likelihood that such acts will be reported and investigated thoroughly, and that those in the wrong will be found accountable and the matter promptly resolved.

2.0 Confidentiality

2.1 Every effort will be made to protect the complainant's identity. Violations or suspected violations may be submitted confidentially or anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

2.2 Employees are encouraged to put their names to allegations because adequate follow-up may not be possible unless the source of the information is identified. Anonymous concerns may be investigated with consideration given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

Without an ability to follow-up with an anonymous concern, PavCo will be unable to communicate with the individual further.

2.3 As the Compliance Officer for the *Code*, the Internal Counsel (PavCo's internal lawyer) is responsible for investigating and resolving all reported complaints and allegations concerning violations of the *Code* and other concerns raised under this Reporting Policy. Concerns may otherwise be raised directly with the Chair of the PavCo *Audit & Governance Committee* as provided below.

The Internal Counsel will not disclose the identity of the complainant to any other individual within PavCo unless under rare circumstances as are required by law or with the consent of the complainant. The employee's identity would only need to be revealed at the appropriate time if they were required to be a witness. Advice on this procedure would be provided at the appropriate time.

The Internal Counsel has direct access to the *Audit & Governance Committee* of the Board of Directors and is required to report to the committee on compliance activity.

3.0 RAISING A CONCERN

3.1 PavCo appreciates that the decision to report a concern can be a difficult one to make.

3.2 Wherever practical, employees should share their concerns with their supervisor. If the employee is not comfortable speaking with their supervisor or is not satisfied with the response, the employee should speak with Human Resources or other management representative. Supervisors and managers are required to report suspected violations of the *Code* to the Internal Counsel, who has responsibility to investigate all reported violations.

If dissatisfied or uncomfortable with the foregoing process, individuals may contact the Internal Counsel directly and, anonymously if preferred, as follows:

1. **By EMAIL** to the Internal Counsel at ShareMyConcerns@bcpavco.com, using a non-workplace email address which does not disclose their identity. To further preserve anonymity, this email account will only be monitored by the Internal Counsel. Individuals who prefer a response to their concern will choose this option.

2. **By VOICEMAIL**, using the caller identity block function of their cell phone to leave a confidential voicemail for the Internal Counsel at (604) 647-7227, including contact information. Individuals who leave messages anonymously without any contact information are reminded that there is no ability to provide follow-up correspondence regarding their complaint; or

3. **By MAIL**, providing a letter addressed to:

B.C. Pavilion Corporation
Suite 200 – 999 Canada Place
Vancouver, BC V6C 3C1

Attention: Internal Counsel
PERSONAL & CONFIDENTIAL

Or

B.C. Pavilion Corporation
Suite 200 – 999 Canada Place
Vancouver, BC V6C 3C1

Attention: Chair, Audit & Governance Committee
PERSONAL & CONFIDENTIAL

Employment-related concerns should continue to be reported through your supervisor, Human Resources representative, or to the Internal Counsel.

Employees and former employees may also disclose an alleged wrongdoing related to PavCo's operations and personnel pursuant to the *Public Interest Disclosure Policy Act* ("**PIDA**") if they believe, in good faith, that:

- (a) a serious act or omission has occurred that, if proven, would constitute an offence under an enactment of British Columbia or Canada;
- (b) an act or omission has occurred that creates a substantial and specific danger to the life, health or safety of persons, or to the environment, other than a danger that is inherent in the performance of an employee's duties or functions;
- (c) a serious misuse of public funds or public assets has occurred;
- (d) there has been gross or systematic mismanagement; or
- (e) that another employee or board member is knowingly directing or counselling a person to commit any act or omission described in paragraphs (a) to (d) above.

For more information on how to make disclosures pursuant to PIDA, please see PavCo's *Public Interest Disclosure Act Policy & Procedures*.

3.3 Timing

The earlier a concern is expressed, the easier it is to take action. Concerns not raised within a reasonable time may not be pursued if, in the discretion of the Internal Counsel, the delay compromises an investigation into the matter.

3.4 Evidence

Although the employee is not expected to prove the truth of an allegation, the employee needs to demonstrate that there are sufficient grounds for concern.

3.5 How the Complaint Will Be Handled

The course of action taken to handle a complaint will depend on the nature of the concern. The Internal Counsel provides a report to the *Audit & Governance Committee* on each complaint and on actions taken.

Initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved by agreed action without the need for investigation. The Internal Counsel will promptly acknowledge receipt of the reported violation or suspected violation. Reports will be promptly investigated and appropriate corrective action will be taken if warranted.

3.6 Report to Complainant

A self-identified complainant will receive follow-up on their concern as follows:

- Acknowledgment that the concern was received;
- Informing whether initial inquiries have been made;
- Informing whether further investigations will follow; and
- Conclusion of the file.

3.7 Further Information

Further contact between the complainant and PavCo will depend on the nature of the issue and the clarity of information provided. Further information may be sought from the complainant. After receiving a report from the Internal Counsel, the *Audit & Governance Committee* will address all reported concerns regarding corporate accounting practices, internal controls or auditing.

3.8 Malicious, Misleading, or False Allegations

Please note that it is a violation of the *Code* to submit a report that is known to be false or malicious. Persons who submit such a report, without a reasonable belief as to truth or accuracy of the report, will not be protected by this Reporting Policy and may be subject to discipline, including termination of employment.

3.9 Protection Against Retaliation

PavCo will not retaliate and will not permit any employee to retaliate against any employee who makes a good faith report under this Reporting Policy, or who assists in or cooperates in an ensuing investigation. Employees found to have engaged in retaliatory behavior or who fail to maintain an employee's anonymity if requested may be subject to discipline including termination of employment.

Any employee who feels that he or she has been subjected to any behavior that violates this Reporting Policy should immediately report such behavior to their supervisor, Human Resources representative, or the Internal Counsel.

No person may directly or indirectly use or attempt to use their official authority or influence of their position or office for the purpose of interfering with the right of an employee to make a complaint to about matters within the scope of this Reporting Policy.

PavCo may take whatever action may be needed to prevent and correct activities that violate this Reporting Policy.

4.0 OTHER RECOURSE

Where an Employee believes that the matter requires a resolution and it has not been reasonably resolved by PavCo under this Reporting Policy, the employee may then refer the allegation to the appropriate authority.

If the employee decides to pursue the matter further, then:

- Allegations of criminal activity are to be referred to the police;
- Allegations of a misuse of public funds are to be referred to the Auditor General;
- Allegations of a danger to public health must be brought to the attention of health authorities; and
- Allegations of a significant danger to the environment must be brought to the attention of the Deputy Minister, Ministry of Environment.

APPENDIX D – Future Employment Restrictions for Senior Management of PavCo

APPLICATION

This Appendix is supplemental to the PavCo *Code of Ethical Business Conduct* and is applicable to all senior management employed in the position of Vice-President and above with PavCo.

DEFINITIONS

In this Appendix:

‘Confidential information’ means information that is unavailable to the public.

‘Outside entity’ means a person or entity other than a ‘Public Sector Employer’ as the term is defined in the Public Sector Employers Act [RSBC 1996, C.384].

BEFORE LEAVING PUBLIC SERVICE WITH PAVCO

In addition to the terms of your existing employment contract with PavCo, the following are conditions of your employment with PavCo:

- a. You must not allow yourself to be influenced in carrying out your employment responsibilities by prospects for or an offer of:
 - i. employment as an employee of an outside entity, or
 - ii. remuneration or other reward from an outside entity for doing anything for it in a capacity other than as an employee of the outside entity.
- b. You must immediately disclose to the President & CEO, (or, in the case of the President & CEO, disclose to the Board Chair):
 - i. any offer described in paragraph (a) above, if the offer does or could place you in a conflict of interest situation; or
 - ii. your acceptance of any offer described in paragraph (a) above.

AFTER LEAVING PUBLIC SERVICE WITH PAVCO

The following are conditions of your employment with PavCo:

- a. After your employment ends, you must not disclose confidential information that you obtained through your employment with PavCo;
- b. If you had a substantial involvement in dealings with an outside entity at any time during the year immediately preceding the end of your employment then, for a year after the end of your employment with PavCo, you must not:
 - i. accept an offer of employment, an appointment to the Board of Directors or a contract to provide services to that outside entity; or
 - ii. lobby or otherwise make representations for that outside entity to the government; or
 - iii. give counsel to that outside entity, for its commercial purposes, concerning the programs or policies of any organization or ministry of the government in which you were employed at any time during the year immediately preceding the termination of your employment.

- c. Until one year after your employment with PavCo ends, you:
 - i. must not lobby or otherwise make representations for any outside entity to PavCo, or the Ministry of Tourism, Arts, Culture and Sport, at any time during the year immediately preceding the termination of your employment; or
 - ii. act for an outside entity in connection with any ongoing proceedings, transaction, negotiation or case in which the outside entity and PavCo are involved:
 - if you, during your former employment with PavCo, acted for or advised PavCo concerning the proceedings, transaction, negotiation or case; and
 - acting for the outside entity in that connection would result in the receipt by the outside entity of a private or commercial benefit or of any benefit not for general application.

REDUCTION OF ONE-YEAR LIMITATION

For PavCo employees other than the President & CEO, the CEO may reduce the one-year restriction, upon your application, after considering the following:

- a. the circumstances under which your employment ended;
- b. your general employment prospects;
- c. the significance to the government of information you possessed by virtue of your position with PavCo;
- d. the desirability of a rapid transfer of your skills to an employer other than PavCo;
- e. the degree to which the new employer might gain unfair commercial advantage by hiring you;
- f. the authority and influence you possessed while employed by PavCo; and
- g. the disposition of other cases.

The CEO will promptly declare any granted reductions to the Chair of the Board of Directors.

For the President & CEO, the Chair of PavCo's Board of Directors may reduce the one-year restriction, upon application, after considering the above noted items (a) through (g), and will promptly declare any granted reduction to the provincial Minister responsible for PavCo.

APPENDIX E – Standards of Ethical Conduct for PavCo Board Members

The purpose of this Appendix is to expound upon the PavCo *Code* as it relates specifically to the duties and obligations of PavCo Board Members.

There are several situations particular to Board Members that may give rise to a conflict of interest in addition to those described in the *Code*. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors or other interested parties or using privileged information inappropriately. The following are some examples of the types of conduct and situations that can lead to a conflict of interest:

- i. influencing PavCo to lease equipment from a business owned by an Associate of the Board Member;
- ii. participating in a decision by PavCo to hire or promote an Associate of the Board Member;
- iii. influencing PavCo to make all its travel arrangements through a travel agency owned by an Associate of the Board Member;
- iv. influencing or participating in a decision of PavCo that will directly or indirectly result in the Board Member's or Associate's own financial gain.

A Board Member shall not take personal advantage of an opportunity available to PavCo unless PavCo has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to the public.

A Board Member shall not use his or her position with PavCo to solicit clients for the Board Member's business, or a business operated by a close friend, family director, business associate, corporation, union or partnership of the Board Member, or a person to whom the Board Member owes an obligation.

A Board Member shall fully disclose all circumstances that could conceivably be construed as a conflict of interest.

DISCLOSURE

Annual and Ongoing Disclosure

- a. Each Board Member shall within sixty (60) days of his or her appointment and annually thereafter on or prior to March 31 of each year, complete and file with the Compliance Officer, a Disclosure Statement in the form prescribed by the *Audit & Governance Committee* (Exhibit A to Appendix E). It is the responsibility of each Board Member to ensure that the information provided in the Disclosure Statement is kept current and is amended from time to time as any change in the information to be disclosed occurs. Full disclosure enables Board Members to resolve unclear situations and gives an opportunity to eliminate conflicting interests before any difficulty can arise.
- b. A Board Member shall, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict in writing to the *Audit & Governance Committee*. This requirement exists even if the Board Member does not become aware of the conflict until after a transaction is complete.

- c. If a Board Member is in doubt whether a situation involves a conflict, the Board Member shall immediately seek the advice of the *Audit & Governance Committee*. If appropriate, the Chair of the *Audit & Governance Committee* shall seek advice from PavCo's Compliance Officer, General Counsel or Legal Counsel (collectively referred to as the "Internal Counsel").
- d. Unless otherwise directed by the, a Board Member shall immediately take steps to resolve the conflict or remove the suspicion that it exists.
- e. If a Board Member is concerned that another Board Member is in a conflict of interest situation, the director shall immediately bring his or her concern to the other Board Members' attention and request that the conflict be declared. If the other Board Member refuses to declare the conflict, the Board Member shall immediately bring his or her concern to the attention of the *Audit & Governance Committee*.

Disclosure concerning meetings of the Board of Directors

- a. If a member of the *Audit & Governance Committee* is the subject of any matter(s) being discussed or resolved by the *Audit & Governance Committee* pursuant to this Appendix, such member shall not attend the meeting(s) or portions of the meeting(s) where such matter(s) are discussed or resolved, and the Chair shall appoint another Board Member to take the place of such member on the *Audit & Governance Committee* when such matter(s) are discussed or resolved.
- b. A Board Member shall also disclose the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have come to that Board Member's attention. After disclosing the conflict, the Board Member:
 - i. shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the Board Member may be counted in the quorum present at the board meeting);
 - ii. if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - iii. shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - iv. shall not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.

ADMINISTRATION AND RESOLUTION

- a. The *Audit & Governance Committee* has the responsibility for the administration and resolution of any matters arising out of this Appendix.
- b. The *Audit & Governance Committee* shall appoint a Compliance Officer and may give the Compliance Officer such powers as the *Audit & Governance Committee* determines and which may at any time be revoked, modified or supplemented by the Committee. The Compliance Officer shall, in addition to doing that which is required:

- i. ensure that every Board Member files a Disclosure Statement at the prescribed time;
- ii. submit to the Chair of the *Audit & Governance Committee*, along with the copies of the Disclosure Statements, a summary of apparent conflicts and make a presentation to the *Audit & Governance Committee* of such items that may require resolution; and
- iii. on an ongoing basis review the contracts and transactions of PavCo for apparent conflicts.

OUTSIDE BUSINESS INTERESTS

- a. Board Members shall declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Board Members are required to act in the best interest of PavCo.
- b. No Board Member shall hold a significant financial interest either directly or through an Associate, or hold or accept a position as an officer or director in an organization in a material relationship with PavCo, where by virtue of his or her position in PavCo, the Board Member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of PavCo, unless that interest has been fully disclosed in writing to the *Audit & Governance Committee*. This also applies to interests in companies that may compete with PavCo in all of its areas of activity.

CONFIDENTIAL INFORMATION

- a. Confidential information includes proprietary technical, business, financial, legal, or any other information that PavCo treats as confidential.
- b. Board Members shall not either during or following the termination of an appointment disclose such information to any outside person unless authorized.
- c. Board Members shall never disclose or use confidential information gained by virtue of their association with PavCo for personal gain, or to benefit friends or Associates.
- d. If in doubt about what is considered confidential, a Board Member shall seek guidance from the Board Chair, Internal Counsel or the Compliance Officer.

INVESTMENT ACTIVITY

Board Members shall not, either directly or through Associates, acquire or dispose of any interest including publicly traded shares, in any company while having undisclosed confidential information obtained in the course of work at PavCo which could reasonably affect the value of such securities.

TRANSACTIONS ENTERED INTO ON BEHALF OF THE CORPORATION

No contract or transaction may be entered into, by a Board Member, on behalf of PavCo with a government person, or an associate thereof, unless approved by the *Audit & Governance Committee*.

BREACH

A Board Member found to have breached his/her duty by violating the minimum standards set out in the *PavCo Code* and these standards for Board Members may be liable to censure or a recommendation by the Board of Directors to the responsible Minister for dismissal.

WHERE TO SEEK CLARIFICATION

The *Audit & Governance Committee* or Compliance Officer is responsible to provide guidance on any item concerning standards of ethical behaviour.

EXHIBIT A TO APPENDIX E – PavCo Conflict of Interest & Related Third-Party Transactions Disclosure Statement for Board Members

GUIDELINES:

- This Annual Disclosure Statement is made pursuant to the PavCo *Code of Ethical Business Conduct* and the included *Appendix E - Standards of Ethical Business Conduct for PavCo Board Members*. Reference should be made to the *Code* for definitions of terms.
- All portions of this Disclosure Statement must be completed. If the answer is "none" or "nil", it should be so indicated.

TO: THE COMPLIANCE OFFICER, PavCo

The following is, to the best of my knowledge, a complete and full disclosure of my current interests and those of my Associates as defined in the *Code*. I acknowledge my responsibility to ensure that the following information is kept current and is amended without delay upon any change in the information as provided:

A. Describe the nature and extent of interest in any existing or proposed transaction with PavCo:

B. Offices held in or employment with any business, firm, corporation or organization whereby an interest may be created which conflicts or may conflict with my duty as a Board Member of PavCo:

C. Ownership or possession of any interest in any business, firm, corporation or property whereby an interest may be created which conflicts or may conflict with my duty as a Board Member of PavCo:

I ACKNOWLEDGE that I have read and considered both the PavCo *Code of Ethical Business Conduct* (as amended December 2025) and *Appendix E to the Code - Standards of Ethical Conduct for PavCo Board Members* and agree to conduct myself in accordance with their requirements.

Dated this _____ day of _____, 20_____

Name: _____ Signature: _____