



# Responsible Contractor Code of Conduct & Ethics

SEPTEMBER 2019

For purposes of this document, the terms we, us, our, CA Ventures, CAV or company refer to CA Ventures, LLC.

The term *partner* refers to any partner, vendor or supplier contracting directly with CA Ventures, CA Venture's subsidiaries or any of the real estate investments or entities managed day to day by CA Ventures, in relation to real estate capital expenditures and operational, construction and development services. *Partner* also refers to any joint venture partner of CA Ventures, CA Ventures' subsidiaries or any of the real estate investments or entities managed by CA Ventures.

The term *Responsible Contractors* means an entity entering into an agreement with CA Ventures for the supplying of goods or the performance of services who shall have the ability to perform as it promised that it would perform pursuant to its agreement with CA Ventures. A Responsible Contractor shall have the financial wherewithal to complete the contracted task, the facilities or physical plant to perform the work, accounting systems and purchasing systems that are up to the task, property management systems, and all other such systems are in place. It also means having a workforce that is capable of performing. Finally, a Responsible Contractor maintains a workforce that is committed to compliance and promoting all they do with integrity.

**PURPOSE OF THIS POLICY AND SCOPE**

This Responsible Contractor Code of Conduct and Ethics (“Code”) sets out the principles and expectations that CA Ventures has of Responsible Contractors and any of their employees or representatives when working with CA Ventures and its employees, in addition to any standards that may be set out in agreements with such Responsible Contractors.

We expect those doing business with CA Ventures to operate at a high standard of ethics and integrity that is consistent with prudent business practices. We are committed to doing what is right and to deterring wrongdoing. In dealings with Responsible Contractors, we endeavor to:

- Conduct ourselves in a forthright and honest manner;
- Are fair and considerate;
- Maintain professional behavior in all relationships;
- Only make commitments we believe we can keep – and keep them;
- Respect the rights and dignity of all individuals; and
- Obey the law.

We expect those doing business with CA Ventures to operate in accordance with similar values and in a manner that is consistent with prudent business practices. We also promote innovation. Responsible Contractors are encouraged to bring forward innovative products and services that are consistent with these values as well as promote healthy, vibrant spaces for our tenants and employees.

We further expect that Responsible Contractors who agree to comply with this Code are responsible to ensure their subcontractors, business partners and suppliers (the “Supply Chain”) act in a manner consistent with this Code and all applicable local, city, state, federal and international laws, rules and regulations.

We understand that Responsible Contractors are independent entities, but the business practices and actions of a Responsible Contractor may significantly impact and/or reflect upon us, our reputation and our brand, which is one of our most important assets. Because of this, CA Ventures expects Responsible Contractors and their employees, agents and subcontractors (their representatives) to adhere to this Code while they are conducting business with and/or on behalf of CA Ventures. All Responsible Contractors should educate their representatives to ensure they understand and comply with this Code. Among other things, this means that the representatives of Responsible Contractors must always behave in a respectful and civil manner when interacting with our employees or with other third parties when acting on CA Ventures’ behalf.

**COMPLIANCE WITH LAWS, REGULATION AND RULES**

In all their activities, Responsible Contractors shall ensure they conduct business in compliance with applicable laws, regulations and rules:

**A. Business Courtesies or Gifts**

The nature of gifts or entertainment shall not, by their quality, quantity or timing, be used by individuals or companies doing business with us or on our behalf to gain improper advantage or treatment.

**B. Bribes and Kickbacks**

Responsible Contractors shall comply with the anti-corruption laws of the countries in which they do business, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and the Brazil Clean Companies Act, and not offer, make or promise to make any illegal direct or indirect payments or promises of payments to any clients, government officials (including employees of state-owned enterprises) or anyone else anywhere in the world for the purpose of inducing the individual to misuse his or her position to obtain or retain business. Our policy is not to make “facilitating payments” in any amounts.

**C. Fair Dealing**

Responsible Contractors shall deal fairly and honestly in their activities. They shall behave in an ethical

manner and shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair practice.

**D. Conflict of Interest**

Responsible Contractors shall avoid creating actual or perceived conflicts of interest in their dealings with, or on behalf of, CA Ventures. Responsible Contractors shall immediately notify us if they become aware of any potential or perceived conflict of interest.

**E. Legal and Regulatory Compliance**

Responsible Contractors shall comply with all applicable trade restriction and sanctions laws, and shall not knowingly employ or do business with anyone suspected of being connected with criminal or terrorist activities or who is subject to applicable trade sanctions.

Responsible Contractors shall obtain all necessary licenses and permits to conduct the activities for which they have been hired by CA Ventures.

Responsible Contractors shall conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they operate and uphold standards of fair dealing.

Responsible Contractors shall comply with all applicable anti-money laundering laws, and never knowingly participate in a scheme to launder money, under-report the size of a cash transaction, or wrongfully avoid tax liability.

**F. Environmental Compliance**

CA Ventures' objectives are:

- To avoid or minimize adverse impacts on human health and the environment by avoiding or minimizing pollution from project activities;
- To promote more sustainable use of resources, including energy and water;
- To reduce project-related Greenhouse Gas (GHG) emissions.

In this regard, we expect Responsible Contractors to meet or exceed requirements under applicable environmental laws, including regarding the use and disposal of hazardous chemicals and waste. We expect Responsible Contractors to make reasonable efforts to minimize waste, conserve water and be energy efficient. CA Ventures further expects that Responsible Contractors commit to minimizing the adverse effects of its manufacturing operations on the community, environment and natural resources, and to safeguarding the health and safety of the public from such adverse effects. We value Responsible Contractors who track and report the environmental footprint of their products and services.

CA Ventures also expects Responsible Contractors to implement procedures for the reduction or elimination of waste of all types, including water and energy, at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.

Responsible Contractors whose operations imply the generation and storage of waste should:

- Establish waste management priorities at the outset of activities based on an understanding of potential Environmental, Health, and Safety (EHS) risks and impacts and considering waste generation and its consequences;
- Establish a waste management hierarchy that considers prevention, reduction, reuse, recovery, recycling, removal and finally disposal of wastes;
- Avoid or minimize the generation waste materials, as far as practicable;
- Where waste generation cannot be avoided but has been minimized, recover and reuse waste;
- Where waste cannot be recovered or reused, treat, destroy, and dispose of it in an environmentally sound manner;

- Characterize their waste according to composition, source, types of wastes produced, generation rates, or according to local regulatory requirements.

Processes should be designed and operated to prevent, or minimize, the quantities of wastes generated, and hazards associated with the wastes generated. Responsible Contractors shall track and document energy consumption and air emissions (including GHG emissions) at the facility and/or corporate level. Responsible Contractors shall look for cost effective methods to improve energy efficiency and to minimize their energy consumption and GHG emissions.

In addition to the environmental provisions outlined in this Code, suppliers must endeavor to comply with the policies and guidelines set forth in CA Ventures' Policy on Environmental and Social Sustainability – view on CA's website [here](#).

## **BUSINESS ETHICS AND TRANSPARENCY**

Responsible Contractors shall maintain business records that accurately record business information in accordance with applicable laws. Responsible Contractors are also expected to maintain adequate internal records (including records of employees' acknowledgement of the Responsible Contractor's own code of conduct or similar policy) to ensure proper compliance with their obligations owed to us.

Responsible Contractors shall disclose information regarding labor, health and safety, environmental practices, responsible sourcing of raw materials and minerals, business activities, structure, financial situation and performance in accordance with applicable regulations and prevailing industry practices. Responsible Contractors shall not falsify records or misrepresent conditions or practices in the supply chain. CA Ventures reserves the right to request a Responsible Contractor's anti-corruption policies and procedures as well as the policies and procedures of the supply chain

Responsible Contractors shall protect the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Responsible Contractors shall comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

Responsible Contractors shall provide their services in compliance with their own applicable professional standards, including requirements established by any organizations (such as licensing commissions) regulating their activities.

## **PROTECTION AND RESPONSIBLE USE OF COMPANY ASSETS**

### **A. Company Assets**

Responsible Contractors shall protect and responsibly use both our physical and intellectual property assets such as property, supplies, data, drawings, specifications and equipment when authorized by us to use such assets. In this regard, Responsible Contractors shall comply with the intellectual property ownership rights of CA Ventures and others including but not limited to copyrights, patents, trademarks, and trade secrets. Use software, hardware, and content only in accordance with their license or terms of use.

### **B. Confidentiality and Privacy**

Responsible Contractors shall not disclose to others or use for their own purposes, or the purposes of others, any of CA Ventures' proprietary or confidential information except as otherwise allowed under the agreement between CA Ventures and the Responsible Contractor.

Responsible Contractors shall comply with privacy legislation and ensure that their actions (or their omission to act) do not result in non-compliance by us. Responsible Contractors shall immediately notify us if they become aware of any data breach that may compromise our information.

Responsible Contractors shall communicate with the media on CA Ventures' behalf only if the Responsible Contractor and/or representative is expressly authorized in writing to do so by CA Ventures.

## WORK ENVIRONMENT

### A. Inclusive Work Environment Free of Harassment and Discrimination

Responsible Contractors shall provide workplaces free of harassment<sup>1</sup> and discrimination<sup>2</sup> and where high value is placed on equity, fairness, dignity and respect. We expect Responsible Contractors to not discriminate based on race, gender, sexual orientation, color, national or ethnic origin, religion, age, disability and any other basis as outlined in applicable law.

### B. Safe and Healthy Working Conditions

We expect Responsible Contractors to provide a safe and healthy work environment and to meet or exceed requirements under applicable health and safety laws and standards (in the United States, this includes the Williams-Steiger Occupational Safety and Health Act of 1970). We expect Responsible Contractors to provide all their employees with adequate information and instruction on health and safety concerns and to enable their employees to meet their responsibilities for the maintenance of a safe and healthy workplace.

Responsible Contractors shall provide a safe and healthy work environment and shall consider inherent risks in its particular sector and specific classes of hazards in work areas, including physical, chemical, biological, and radiological hazards. Suppliers shall take steps to prevent accidents, injury, and disease arising from, associated with, or occurring in the course of work by minimizing, as far as reasonably practicable, the causes of hazards.

### C. Terms of Employment

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits (including paid leave and contributions for all social insurances). Workweeks are not to exceed the maximum set by national or local law and. Workers shall ensure that overtime is voluntary and paid in accordance with local laws and regulations.

When applicable, Responsible Contractors shall maintain a healthy relationship with union employees, support the right to exercise freedom of association, and comply with the provisions expressed in collective bargaining agreements.

### D. Human and Workers' Rights

Through this Code, the objectives of CA Ventures are:

- To promote the fair treatment, non-discrimination, and equal opportunity of workers.
- To establish, maintain, and improve the worker-management relationship.
- To promote compliance with national employment and labor laws.
- To protect workers, including vulnerable categories of workers such as children, migrant workers, workers engaged by third parties, and workers in the supplier's supply chain.
- To avoid the use of forced labor.

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<sup>1</sup> Harassment is any unwelcome conduct, whether verbal or physical, that disparages, insults, or offends a person or group on the basis of a Protected Characteristic when: (1) submission to such conduct is made an explicit or implicit term or condition of employment; (2) submission to or rejection of such conduct is used as a basis for any employment decision; or (3) such conduct has the purpose or effect of interfering with an employee's work performance or creating an intimidating, offensive, or hostile working environment.

<sup>2</sup> Employment discrimination occurs when an employee is materially adversely affected with respect to any term or condition of employment (including hiring, compensation, advancement, discipline, or termination) based on a Protected Characteristic. The term "Protected Characteristic" means race, religion, color, sex, age, disability, national origin, ancestry, sexual orientation, genetic information, marital status, military or veteran status, or any other consideration or characteristic made unlawful by federal, state, or local laws.

Responsible Contractors shall commit to upholding the human rights of workers and treating them with dignity and respect in accordance with the principles and guidelines of the International Labor Organization (ILO) and United Nations.<sup>3</sup> In this regard, Responsible Contractors shall:

- Not use Child Labor, as defined by the ILO;
- Not use forced or illegal labor;
- Not employ undocumented workers and shall ensure that all workers are legally eligible to work;
- Not employ trafficked persons and
- Pay employees minimum wage or higher.

Responsible Contractors shall comply with modern slavery laws, such as the UK's Modern Slavery Act 2015. Modern slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor and human trafficking. CA Ventures has a zero-tolerance approach to modern slavery and we are committed to implementing and enforcing effective systems and controls to ensure modern slavery is not taking place anywhere in our own business. We expect the same high standards from all of our Responsible Contractors, and as part of our contracting processes, we include specific prohibitions against the use of forced, compulsory or trafficked labor, or anyone held in slavery or servitude, whether adults or children, and we require our vendors to hold their own suppliers to the same high standards.

#### **E. Responsible Contractor Compliance and Monitoring**

We expect each Responsible Contractor to comply with this Code and that its employees will be informed of this Code and/or educated on a substantially similar code or policy of the Responsible Contractor.

CA Ventures reserves the right and expects Responsible Contractors to assist CA Ventures upon reasonable request, to assess and monitor the adherence to this Code by them. For this purpose, CA Ventures may request an audit or evidence of an individual's or an organization's practices related to compliance with this Code. In the case of observed non-compliance with this Code, a Responsible Contractor shall immediately notify CA Ventures where the non-compliance is material and shall take all reasonable steps to promptly remedy the situation and to meet the standards of this Code in a diligent manner.

Subject to other contractual terms that may govern our relationship, failure to comply with this Code may result in remedial action by CA Ventures including immediate termination of a Responsible Contractor's relationship with CA Ventures.

### **ETHICS REPORTING**

#### **A. Responsibility of Responsible Contractors and Questions**

A Responsible Contractor's role begins, but does not end, with understanding this Code. If any ethical or legal compliance issues arise that raise any questions or concerns, the Responsible Contractor has the responsibility to bring them forward. We encourage Responsible Contractors who have questions about this Code to contact us regarding their concerns. Responsible Contractors should work with their CA Ventures contact in resolving a business practice or compliance concern. Similarly, we expect Responsible Contractors to cooperate with us in any investigation in connection with this Code, just as we would be forthright in any investigation of their similar code or policy affecting CA Ventures or our employees and shall not retaliate against any employee (or any CA Ventures employee) who reports in good faith any potential violation of this Code.

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<sup>3</sup> ILO International Labor Standards, [www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm](http://www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm)

If you wish to report questionable behavior or a possible violation of this Code, you are encouraged to work with your primary CA Ventures contact in resolving your concern. If that is not possible or appropriate, please contact CA Ventures through any of the following methods:

**Phone:** CA Ventures at 1-312-994-1883

**Email:** You may send an email to [JReiland@ca-ventures.com](mailto:JReiland@ca-ventures.com).

**Mail:** Send a letter to CA Ventures, at 130 East Randolph Street, Chicago, Illinois 60601

CA Ventures will maintain confidentiality to the extent possible and will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or reported questionable behavior or a possible violation of this Responsible Contractor Code of Conduct and Ethics.

#### **NO CREATION OF THIRD-PARTY RIGHTS**

This Responsible Contractor Code of Conduct and Ethics does not confer, nor shall it be deemed to confer, any rights on the part of third-parties, including any third-party beneficiary rights. For example, no employees of any Responsible Contractor shall have any rights against CA Ventures by virtue of this Code, nor shall such employees have any rights to cause CA Ventures to enforce any provisions of this Code, the decision with respect to any such actions being reserved by CA Ventures in its sole and absolute discretion.





CA Global Sustainability Initiative  
[www.ca-ventures.com](http://www.ca-ventures.com)

## CONTACT

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### PAOLA MARQUEZ

Analyst, Sustainability LEED AP BD+C, WELL AP  
[sustainability@ca-ventures.com](mailto:sustainability@ca-ventures.com)

## LOCATIONS

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### CHICAGO

130 E. Randolph Street  
Suite 2100  
Chicago, IL 60601

### NEW YORK

106 W. 56th St  
Suite 2200  
New York, NY 10019

### DENVER

2401 East 2nd Avenue  
Suite 500  
Denver, CO 80206

### LONDON

2 Cross Keys Close  
Marylebone London  
W1U 2DF

### BOGOTÁ

Carrera 9 # 70 A - 35  
Piso 2  
Bogotá, Colombia