



TRI-STATE

Ethical Conduct and Conflict of Interest Policy

Subject: Ethical Conduct and Conflict of Interest Policy	Date Effective: 2/28/2011
Policy Owner: Senior Vice President General Counsel	Date Revised: 8/6/2025
Approved (SVP or Policy Owner): <i>Jay Sturhahn</i>	

Purpose:

To define and describe employees' responsibilities related to the ethical and legal conduct of business and to avoid improper conflicts of interest.

To adopt a Conflict of Interest Policy for Department of Energy Financial Assistance ("DOE Conflicts of Interest Policy"), in accordance with U.S. Department of Energy requirements in connection with the award and administration of Federal financial assistance.

Policy Information:

Related Categories

- Employee Conduct
- Compliance

Applicability

All employees

Policy Owner

Senior Vice President General Counsel

Definitions

- Improper Conflict of Interest - An Improper Conflict of Interest is any activity engaged in by an employee or a financial interest by an employee that is inconsistent with Tri-State's best interest. Examples of Improper Conflicts of Interest are described below in this Policy.

Risks and Tolerances

In order to ensure compliant conduct of Tri-State's business, the elimination and/or minimization of Improper Conflicts of Interest by Tri-State's employees is considered essential.

Consequences

Violation of this Policy may be grounds for disciplinary action, up to and including termination of employment.

Policy

This policy provides broad guidelines for moral and ethical behavior, the elimination and/or minimization of Improper Conflicts of Interest, and for interpreting and complying with other Tri-State policies, policies, and procedures. Examples for specific actions or activities under this policy are set forth below. It is impossible to cover every situation an employee may face, so if there is any doubt about whether a particular action may be in violation of this policy, it should be discussed with one's supervisor before acting. If one's supervisor cannot provide the necessary guidance, the matter should be discussed with your manager or senior manager or with Legal or Employee Relations, as appropriate.

Expectations of all employees:

1. Employees should act with integrity and deal respectfully, honestly, and fairly.
2. Employees should know, understand, and comply with all laws and regulations affecting their job duties and with all policies of Tri-S C-54 Compliance Policy
3. Employees should use their best efforts to become qualified and effective members of the work force.
4. Employees should avoid activities that might create the reality or appearance of an Improper Conflict of Intere

5. Employees should report any known or suspected violation of this Policy using any of the designated channels outlined in the Reporting Improper Business Practices (Whistleblower) Policy.
6. Employees who work on any project for which U.S. Department of Energy financial assistance is received by Tri-State should be familiar with the requirements of the DOE Conflicts of Interest Policy and comply with its requirements.

Ethical Conduct Examples:

- a. All company business data, records, and reports shall be prepared truthfully, accurately, timely, and completely.
- b. Employees involved in the negotiation of agreements and contracts on behalf of Tri-State must do so in good faith
- c. Employees should act in compliance with all contracts that Tri-State is a party to and should expect compliance from other parties to the contracts to ensure that our commitments and promises are honored
- d. Employees should not engage in or support any activities that improperly restrain or eliminate competition
- e. When asked, Tri-State employees should provide honest, complete, timely, and accurate information to governmental investigative agencies and auditors
- f. Employees and ex-employees should maintain the confidentiality of all privileged and personal information they may have access to by virtue of their position with the company. This includes, but is not limited to, unpublicized business plans, medical information, information related to employee pay and performance, customer issues, new business efforts, unpublished financial reports, legal records, bid pricing and other contractor information, or driving records
- g. The work product of employees of Tri-State is the property of Tri-State and may not be transferred in any way to any person or business, except as necessary to perform one's job duties for Tri-State.
- h. Terminating employees may not use, transfer, or sell their Tri-State work product, confidential Tri-State information, Tri-State software, or Tri-State records for personal purposes including, but not limited to, obtaining employment or monetary gain, undermining the best interests of Tri-State, establishing leverage over Tri-State or any of its employees, or for any other personal gain

- i. Employees may be asked to sign a non-disclosure agreement concerning information and work products obtained in the pursuit of their job duties.
- j. Employees should responsibly use and control all company assets and resources employed or entrusted to
- k. Aside from personal protective equipment, employees should not remove Tri-State tools and equipment to perform any work for the sole and personal benefit of themselves or othe

Improper Conflict of Interest Examples:

- a. Employees should refrain from using their position, authority, or access to confidential information to secure personal privileges, gains, or bene
- b. Employees should not engage in any outside employment that could affect the employee's ability to provide reliable and competent service to Tri-State.
- c. Employees seeking or holding public office should not allow the duties or responsibilities of that office to interfere with their responsibilities to Tri-State, its subsidiaries, or its membe
- d. Employees, their cohabitants, and their immediate family members should not knowingly engage in any direct investment or personal business relationship with a competitor, supplier, contractor, or consultant to Tri-State, its affiliates, or its member systems without full prior disclosure to the manager of the employee's functional work area. Tri-State reserves the right to act on that disclosure in order to protect its best interests, including the right to allow or disallow the activity or terminate the employee.
- e. Employees should not give, offer, or promise anything of value to a customer, potential customer, financial institution, or law enforcement agency that could be considered an inducement to act in Tri-State's or the employee's intere
- f. Employees should refer any media inquiry which specifically requests Tri-State's view or position on a given topic to the Vice President of Communications.

Adoption of DOE Conflicts of Interest Policy:

The DOE Conflicts of Interest Policy, linked below, is hereby adopted by Tri-State. A copy of said DOE Conflicts of Interest Policy shall be posted on Tri-State's external website, consistent with U.S. Department of Energy Guidance.

Links:

DOE Conflicts of Interest Policy (link under construction)

Related Policies: Gift and Entertainment Policy, Corporate Travel & Expense Card Policy,
Reporting Improper Business Practices

Attachments: