

CODE OF ETHICS AND BUSINESS CONDUCT

MISSION

Project Kompass's mission is to provide desperately needed transitional housing and related services for homeless teens and young adults in the Merrimack Valley areas. By partnering with other local charities providing complimentary services, Project Kompass will be uniquely capable of creating a holistic approach to helping area youth transition from poverty and homelessness to a secure and nurturing environment.

BUILD TRUST AND CREDIBILITY

The success of Project Kompass is dependent on the trust and confidence we earn from our employees, residents, vendors, other charitable organizations and the community. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honorable conduct. It is easy to say what we must do, but the proof is in our *actions*. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: Will this build trust and credibility for Project Kompass? Will it help create a working environment in which Project Kompass can succeed over the long term? Is the commitment I am making one I can follow through with? The only way we will maximize trust and credibility is by answering "yes" to those questions and by working every day to build our trust and credibility.

RESPECT FOR THE INDIVIDUAL

We all deserve to work in an environment where we are treated with dignity and respect. Project Kompass is committed to creating such an environment because it brings out the full potential in each of us, which, in turn, contributes directly to our business success. We cannot afford to let anyone's talents go to waste.

Project Kompass is an equal employment employer and is committed to providing a workplace that is free of discrimination of all types of abusive, offensive or harassing behavior. Any employee who feels harassed or discriminated against should report the incident to the Executive Director.

CREATE A CULTURE OF OPEN AND HONEST COMMUNICATION

At Project Kompass everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Project Kompass has a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all

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benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

Project Kompass will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith. Please refer to Project Kompass's Whistleblower Policy.

Employees are encouraged to address such issues with their manager, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or staff member. Additionally, Project Kompass's Executive Director does operate with an open-door policy.

SET THE TONE AT THE TOP

Management and staff have the added responsibility for demonstrating, through their actions, the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At Project Kompass, we want the ethics dialogue to become a natural part of daily work.

UPHOLD THE LAW

Project Kompass's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or Project Kompass policy, we should seek the advice from the Executive Director. We are responsible for preventing violations of law and for speaking up if we see possible violations.

PROPRIETARY INFORMATION

It is important that we respect the property rights of others. We will not acquire or seek to acquire proprietary or confidential information from other non-profits organizations or vendors. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

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SELECTIVE DISCLOSURE

We will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Project Compass, its securities, business operations, plans, financial condition, results of operations, any development plans or resident information.

HEALTH AND SAFETY

Project Compass is dedicated to maintaining a healthy environment. A safety policy has been designed to educate you on safety in the workplace. For a copy of this policy please see the Executive Director.

AVOID CONFLICTS OF INTEREST

CONFLICT OF INTEREST

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of Project Compass may conflict with our own personal or family interests. We owe a duty to Project Compass to advance its legitimate interests when the opportunity to do so arises. We must never use Project Compass property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Project Compass.

Here are some other ways in which conflicts of interest could arise:

1. Being employed (you or a close family member) by, or acting as a consultant to a vendor or contractor, regardless of the nature of the employment, while you are employed with Project Compass.
2. Hiring or supervising family members or closely related persons.
3. Having a personal interest, financial interest or potential gain in any Project Compass transaction.
4. Placing company business with a firm owned or controlled by a Project Compass director, or an employee or his or her family.
5. Accepting gifts, discounts, favors or services from a vendor or resident.

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from the Executive Director. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from the Executive Director.

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GIFTS, GRATUITIES AND BUSINESS COURTESIES

Project Kompass is committed to competing solely on the merit of our services. We should avoid any actions that create a perception that favorable treatment of outside entities by Project Kompass was sought, received or given in exchange for personal business courtesies. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom Project Kompass does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of Project Kompass, or would cause embarrassment or reflect negatively on Project Kompass's reputation.

ACCEPTING BUSINESS COURTESIES

Most business courtesies offered to us in the course of our employment are offered because of our positions at Project Kompass. We should not feel any entitlement to accept and keep a business courtesy. Although we may not use our position at Project Kompass to obtain business courtesies, and we must never ask for them, we may accept unsolicited business courtesies that promote successful working relationships and good will with the firms that Project Kompass maintains or may establish a business relationship with.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing. The prudent course is to refuse a courtesy from a vendor when Project Kompass is involved in choosing or reconfirming a vendor or under circumstances that would create an impression that offering courtesies is the way to obtain Project Kompass business.

MEALS, REFRESHMENTS AND ENTERTAINMENT

We may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- They are not inappropriately lavish or excessive.
- The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a vendor whose contract is expiring in the near future.

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- The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

GIFTS

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including:

- Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom Project Kompass does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from the Executive Director.

Employees with questions about accepting business courtesies should talk to the Executive Director.

OFFERING BUSINESS COURTESIES

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Project Kompass. An employee may never use personal funds or resources to do something that cannot be done with Project Kompass resources. Accounting for business courtesies must be done in accordance with approved company procedures.

We may provide nonmonetary gifts (i.e., company logo apparel or similar promotional items) to vendors. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.
- The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- The business courtesy is properly reflected on the books and records of Project Kompass.

SET METRICS AND REPORT RESULTS ACCURATELY

Accurate Public Disclosures

We will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including

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all executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

Employees should inform the Executive Director if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

Corporate Recordkeeping

We create, retain and dispose of our company records as part of our normal course of business in compliance with all Project Kompass policies and guidelines, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our books in accordance with Project Kompass's and other applicable accounting principles.

We must not improperly influence, manipulate or mislead any unauthorized audit, nor interfere with any auditor engaged to perform an internal independent audit of Project Kompass books, records, processes or internal controls.

Promote Substance Over Form

At times, we are all faced with decisions we would rather not have to make and issues we would prefer to avoid. Sometimes, we hope that if we avoid confronting a problem, it will simply go away.

At Project Kompass, we must have the courage to tackle the tough decisions and make difficult choices, secure in the knowledge that Project Kompass is committed to doing the right thing. At times this will mean doing more than simply what the law requires. Merely because we can pursue a course of action does not mean *we should do so*.

Although Project Kompass's guiding principles cannot address every issue or provide answers to every dilemma, they can define the spirit in which we intend to do business and should guide us in our daily conduct.

Accountability

Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about company policy. If we are concerned whether the standards are being met or are aware of violations of the Code, we must contact the Executive Director or Chairman of the Board of Directors.

Project Kompass takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.

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CONFIDENTIAL AND PROPRIETARY INFORMATION

Integral to Project Kompass's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, residents, vendors, contractors and other business partners. Confidential and proprietary information includes such things as financial data, resident data or nonpublic information about other companies, including current or potential vendors. We will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

USE OF COMPANY RESOURCES

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent Project Kompass are trusted to behave responsibly and use good judgment to conserve company resources.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity. We will not solicit contributions for personal gain nor distribute non-work-related materials during work hours.

In order to protect the interests of the Project Kompass network and our fellow employees, Project Kompass reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or Project Kompass's intranet. We will not tolerate the use of company resources or the use of personal electronic devices to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to the Executive Director.

MEDIA INQUIRIES

Project Kompass is a high-profile company in our community, and from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information about the company, we should direct all media inquiries to the Executive Director. No one may issue a public statement without first consulting with the Executive Director.

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DO THE RIGHT THINGS

Several key questions can help identify situations that may be unethical, inappropriate or illegal. Ask yourself:

- Does what I am doing comply with the Project Kompass guiding principles, Code of Conduct and company policies?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my family, my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

Information and Resources

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CONSENT AND AGREEMENT

I have read and fully understand this policy. I also understand that Project Kompass may change or amend this policy at any time, for any reason with or without prior notice.

(Signature)

(Date)