

CODE OF CONDUCT FOR DE-CR0000007 – DEVELOP & DEPLOY CYBERSECURITY DEFENSE FOR PUBLIC POWER

1. **Introduction.** The American Public Power Association (“APPA”) has a strong commitment to promoting honest and ethical business conduct by all of its staff and members (“Participants”) and in complying with the laws that govern the conduct of our business. To implement our commitment, we have developed this Code of Conduct (the “Code”), which is designed to deter wrongdoing and to promote honest and ethical conduct, including the avoidance and ethical handling of actual or apparent conflicts of interests in relation to the DE-CR0000007 – Develop & Deploy Cybersecurity Defense for Public Power Cooperative Agreement (“CA”). Including sharing of sensitive information and related materials with the Participant for the purpose of developing a public power OT Cyber Defense Development and Deployment Specification, to complete the APPA Project Management Plan, and to review and assist with other work products specific to CA tasks for submission to the Department of Energy (hereafter “Work Products”); The Association reserves the right to change the provisions of this Code at any time.
2. **Honest and Fair Dealing.** Participants must endeavor to deal honestly, ethically and fairly with each other and third parties. In the course of carrying out his or her duties in relation to the CA, no participant should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair practices.
3. **Conflict of Interest.** Participants must avoid any interest that conflicts or appears to conflict with the interests of the terms of the CA or that could reasonably be determined to harm APPA reputation or conflict with the development of the Work Products. A conflict of interest exists if actions by a Participant are, or could reasonably appear to be, influenced directly or indirectly by personal interests, affiliations or actual or potential benefit or gain to the individual or his or her immediate family.

Any individual who may be involved in development of a Work Product or evaluation of a bid in response to Requests for Proposals (RFPs) in which he or she has an actual or apparent conflict of interest, shall not participate in or be present at that portion of the meeting at which the Work Product, RFP or transaction is considered. The interested individual may, however, answer questions regarding the Work Product, RFP or transaction.

Any Participant who has a question as to whether a particular set of facts or situation gives rise to a potential conflict of interest must seek clarification from the Association’s General Counsel.

4. **Confidentiality.** Participants may have access to proprietary and confidential information concerning the CA’s tasks, participants, and contracted vendors. They are required to keep such information confidential during their service as well as thereafter, and not to use, disclose, or communicate that confidential information other than as required in the course of the CA’s business.

5. **Meeting Behavior.** APPA expects all meeting participants to display the highest level of personal and professional integrity.

Expected behavior at all times:

- Be considerate and respectful of others
- Be fair and honest and act in good faith
- Be aware of how language and images may be perceived by others, even if not so intended
- Follow the rules of the venue of the meeting
- Abide by all state and federal laws which prohibit the exchange of information among competitors regarding price, refusals to deal, markets division, tying relationships and other topics which might infringe upon antitrust laws and regulations

Unacceptable Behavior

The Association will not tolerate any harassment, intimidation, exclusionary behavior, illegal discrimination or actions by meeting attendees which lead to a less-than-welcoming community environment. The list below is not meant to be an exhaustive list, but is representative of unacceptable behaviors:

- Verbal or physical abuse or harassment
- Threats of violence
- Inappropriate verbal or written comments about a person's gender, sexual orientation, disability, race, religion, national origin or any other characteristic protected by law
- Suggestive, derogatory or inappropriate nicknames or terms
- Unwelcome sexual attention
- Personal attacks or other disparagement of the views of others
- Verbal disruptions

6. **Violations of the Code of Conduct for Association Meetings.** Those subjected to, or witnessing, possible violations of this code of conduct should report all such potential violations to an APPA staff member or to APPA's General Counsel (dwaterhouse@publicpower.org)

Acknowledgement and Signature for Participation. Participants must affirm that they have read and understand the Code and must sign below to start active participation in the program and annually thereafter.

[Participant]

By: _____

Date: _____