

## **EXHIBIT H**

### **CODE OF BUSINESS ETHICS AND CODE OF CONDUCT**

Contractor has a longstanding reputation for honesty and integrity in its business dealings and for its corporate policies promoting lawful and ethical behavior. Contractor is committed to upholding that reputation and has adopted policies which govern the actions of all of its employees. Pursuant to those policies, Contractor employees are prohibited from accepting bribes or kickbacks, in any form and, further, are prohibited from accepting goods or services provided by a subcontractor, supplier or vendor for the personal benefit of the employee, his or her relatives, or any entity in which the employee or his or her relatives has a personal interest. This prohibition includes, but is not limited to; work performed on an employee's residence and applies regardless of whether the beneficiary of the goods or services pays for them. Therefore, if the Subcontractor offers or provides a bribe or kickback to any employee, or offers or provides goods or services to any employee, his or her relatives, or any entity in which the employee or his or her relatives has a financial interest, the Subcontractor will be considered to be in material breach of this Subcontract. Subcontractor undertakes the commitment to advise Contractor of any action by any entity or person associated with the project that Subcontractor believes violates any applicable law, rule or regulation. Subcontractor's violation of any of the foregoing shall be considered as Subcontractor's failure to perform its obligation, under the terms and conditions of this Agreement. Such failure shall be considered adequate and justifiable ground for Contractor to effectuate its rights and remedies under the termination provision of this Agreement. The provision, of this Article must be incorporated into any subcontract Subcontractor enters into in connection with the performance of the Work. Additionally, the Contractor, a subsidiary of Flatiron Constructors, Inc. and Dragados USA, Inc., has adopted corporate practice policies applicable to this Subcontract. Subcontractor agrees to comply, and to cause its subcontractors to comply, with the Dragados USA, Inc. Code of Business Ethics and Code of Conduct for Business Partners set forth at:

<http://www.dragados-usa.com/files/CodeofConduct2013.pdf>.