

BuyQ Code of Conduct, Group Purchasing Activities and Ethics

SECTION 1: INTRODUCTION AND MISSION STATEMENT

This Code of Conduct, Group Purchasing Activities and Ethics (the “Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, managers, contractors, members of committees, including the RFP Evaluation Committee, officers, and directors (“Company Personnel”) of Momentum Ventures, LLC, a Colorado limited liability company d/b/a BuyQ (“BuyQ”). All of our Company Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by BuyQ’s agents and representatives.

BuyQ’s mission is to support quality public education in our nation’s charter and private schools by reducing operational costs and providing resources to inspire innovation and financial sustainability. This Code is meant to be a tool to support that mission.

SECTION 2: COMPLIANCE WITH THE LAW

Obeying the law, both in letter and in spirit, is the foundation on which BuyQ’s ethical standards are built. All Company Personnel must respect and obey the laws, rules, and regulations of all relevant jurisdictions, including but not limited to, the cities, counties, states, and countries in which we operate. Although Company Personnel are not expected to know the details of each of these laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel.

SECTION 3: GROUP PURCHASING ACTIVITIES

BuyQ’s Commitment to Participating Schools: At BuyQ, we put the needs of our participating schools and their students ahead of everything else in all that we do. That includes adhering to this Code which governs our activities and our contracting process. This ensures that our awarded vendors have been selected according to ethical purchasing standards that put schools first. In coordination with a committee of participating school representatives (the “RFP Evaluation Committee”), BuyQ selects group purchasing vendors through an open and competitive RFP process that ensures participating schools receive the greatest value available on the national market and the lowest possible total cost of ownership without sacrificing quality and service. Our goal through this process is to enable participating schools to direct more money to the classroom by becoming more efficient and effective operators.

Code of Conduct for BuyQ’s RFP and Contracting Process:

1. **Provide Value to Participating Schools:** BuyQ’s number one goal and priority is to make high quality products and services available to participating schools at competitive pricing. BuyQ will only use contracting tools and select vendor partners that achieve this goal.
2. **Standardization of Administrative Fees:** Administrative fees should be standardized for each RFP and bid process and product or service category, and stated in advance to all bidders and potential vendors in that category, unless economic conditions require a differing structure in the best interest of participating schools.
3. **No Up-Front Administrative Fees:** No BuyQ contract should charge up-front administrative fees from potential or participating vendors. BuyQ and vendors should only be paid for performance and the value they provide participating schools.
4. **No Administrative Fees in the Form of Vendor Equity:** No BuyQ contract should permit administrative fees to be paid in the form of vendor equity.

SECTION 4: CONFLICTS OF INTEREST AND RELATED RFP CONFLICTS POLICY

A conflict of interest exists when a person’s private interest interferes in any way, or even appears to interfere, with the interests of BuyQ. A conflict situation can arise when Company Personnel take actions or have interests that may make it difficult to objectively and effectively perform his or her BuyQ work. It is immaterial whether the individual was originally aware of the conflict. Company Personnel that discover a conflict during or after-the-fact must report it and discontinue the arrangement or activity.

Conflicts of interest may also arise when Company Personnel (or a member of his or her family) receives improper personal benefits due to his or her position in BuyQ.

Conflicts of Interest Policy with Respect to RFP and Vendor Selection. **No Company Personnel, including any members of the RFP Evaluation Committee (nor any immediate family or person who reside in he or she’s household) may have ANY affiliations with, involvement in, financial interest in (whether, past, present or in the future, such as honoraria; educational grants; membership, employment, consultancies, stock ownership, or other equity interest¹) or non-financial interest in (such as professional relationships, affiliations, etc.) any organization, person or entity that is or could be a vendor participating in or winning a BuyQ initiated RFP (“Conflict Policy”). Company Personnel agree to inform BuyQ of any exceptions to the foregoing Conflict Policy that he or she may be or become aware of and he or she shall fully disclose to the CEO if he or she can no longer abide by or comply with the Conflict Policy.**

SECTION 5: CONFIDENTIALITY

Company Personnel must maintain the confidentiality of proprietary information entrusted to them by BuyQ or its customers, participating schools, vendors or suppliers, except when disclosure is authorized in writing by the CEO or required by laws or regulations. Proprietary information includes all non-public information of BuyQ and intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and service plans, product and service ideas, designs, databases, records, and any unpublished financial data and reports. Disclosing such information might be harmful to BuyQ or its customers, vendors or suppliers if disclosed. This includes information that participating schools, suppliers and customers have entrusted to us.

Information that has been made public by BuyQ, such as press releases, news articles, or advertisements, is not considered confidential and does not require protection.

It is the responsibility of Company Personnel to use discretion in handling BuyQ information so that we do not inadvertently reveal confidential information to competitors, vendors, suppliers, friends and/or family members. If you are unsure about whether certain information is confidential, presume that it is. The obligation to preserve proprietary information continues even after employment or your service ends.

SECTION 6: COMPETITION AND FAIR DEALING

We seek to fairly and honestly conduct our business and fulfill our mission. We seek competitive advantages through superior work effort—never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited and potentially illegal. Company Personnel should endeavor to respect the rights of and deal fairly with BuyQ’s customers, vendors, suppliers, competitors, participating schools and their employees. Company Personnel should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice.

¹ Note: does not apply to equity such interests held through mutual funds, ETFs or other passive retirement investments that such person does not actively manager or control the particular investments.

SECTION 7: PAYMENTS TO GOVERNMENT PERSONNEL

From time to time, BuyQ's business obligates it to interact with officials and employees of (1) foreign government; (2) U.S. federal, state, and local governments; and (3) U.S. and foreign political parties.

The Foreign Corrupt Practices Act (the "FCPA") prohibits the making of a payment and/or the promising or offering of anything of value to any foreign government official, government agency, political party, or political candidate (collectively, "Government Personnel") in exchange for a business favor or when otherwise intended to influence the action taken by any such individual or agency or to gain or retain any competitive or improper business advantage. It is very important to know that the prohibitions of the FCPA apply to actions taken by all Company Personnel and by all outside parties engaged directly or indirectly by BuyQ (e.g., consultants, professional advisers, etc.).

No BuyQ Company Personnel may retain a consultant, agent, or other outside party which will have contact with any foreign or U.S. Government Personnel until BuyQ has concluded, after performing sufficient due diligence, that such retained party understands and will fully abide by the FCPA and this Code.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities, which may be accepted by U.S. Government Personnel. The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate BuyQ policy but will also commit a civil or criminal offense. State and local governments, as well as foreign governments, often have similar rules.

SECTION 8: DISCRIMINATION, RETALIATION, AND HARASSMENT

The diversity of BuyQ's Company Personnel is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, color, religion, sex, national origin, age, disability, or any other protected class under applicable federal, state, and local laws. All Company Personnel must comply with all anti-discrimination, anti-retaliation, and anti-harassment laws whether local, state or federal.

SECTION 9: REPORTING OF SUSPECTED VIOLATIONS OF THE CODE.

All Company Personnel have the responsibility to report observed or suspected violations of law, this Code and any activity that might constitute dishonest or unethical behavior.