



WOODBURY CORPORATION

POLICIES

&

PROCEDURES

MANUAL

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WOODBURY CORPORATION POLICIES AND PROCEDURES

I. INTRODUCTION

This Policies and Procedures Manual is intended to set forth the policies and procedures that will govern the activities of the employees of WOODBURY CORPORATION (hereinafter "Company"), as may be revised by the company. It should be read periodically and the policies followed.

II. PURPOSES AND OBJECTIVES

The function of the Company is to act as an operating and correlating entity for the professional performance of real estate-related services for its clients. Thus, it is a service organization rather than an investment company.

At WOODBURY CORPORATION we take pride in our jobs. This is evidenced in the high quality of service and product we provide. Since our origin in 1919, our business has truly been "built by satisfied customers," the motto of our founder F. Orin Woodbury. We encourage you to join our team and help us provide exceptional service and product for our customers. Take pride in the tasks you accomplish and enjoy the relationships you build with your co-workers.

In the end, YOU are the Company to our clients. They count on you and so do your co-workers. With your dedication, the Company will continue to be a challenging and satisfying place to work and a very viable competitor in the market place.

The Company has the following objectives:

1. To develop and enhance its reputation for reliable, professional real estate and development services.
2. To act with integrity in all relations with its clients and other brokers.
3. To operate a profitable business from which all employees and sales associates can share somewhat in its success and reap the rewards of cooperating within a knowledgeable and reputable organization. Through the combination of varied individual talents, the company hopes to achieve a synergistic effect in productivity.
4. To maintain a pleasant work atmosphere for employees and sales associates who will make a good living and achieve personal growth.

5. To expand the scope of its services within management's selected fields of real estate activity where such expansion would result in the increased efficiency, proficiency and profitability. Growth should be considered as a means to greater proficiency and productivity rather than an end in itself.

III. ORGANIZATION

The Company is divided into several major departments. Since department functions are somewhat inter-related and dependent on each other for smooth and professional functioning, it is expected that the departments will develop close, friendly, loyal and cooperative attitudes. It is also necessary that some departmental functions overlap. Furthermore, because this is a small organization, employees must often wear several hats; that is, specific assignments may necessarily overlap the departmental definitions. Team play should characterize our operations. Briefly, the function of each division is as follows:

- A. **PROPERTY MANAGEMENT DEPARTMENT.** To manage, in a broad sense, which means to create, maintain and operate each property to insure the highest possible value consistent with the owner's objectives. This means in relation to each property to be aware of and devote attention to property taxes, zoning, market conditions, changing use patterns, traffic types and intensity, supervision of physical aspects of the property, including but not limited to inspections, preventive maintenance, repairs, upgrading and modernization, energy conservation, tenant relations and needs, public image, rental rates, tenant negotiations and collection, and periodic analysis of the property and the ownership positions to determine the advisability of expanding or improving holdings or disposing of them by sale or exchange. This department shall accumulate the facts, make regular periodic and other reports to owners as to operations and relevant matters justifying owner consideration, make recommendations and take actions consistent with the owner's directives in accomplishing the results. More limited services may be provided by special agreement.
- B. **DEVELOPMENT DEPARTMENT.** To conceive, plan, and develop all types of real estate for clients, including but not limited to: shopping centers, hotels, medical facilities, offices and other commercial, industrial and residential properties. Such services shall include, but not be limited to the arranging of financing, architecture, construction, leasing, marketing and management.
- C. **BROKERAGE DEPARTMENT.** To provide real estate services related to buying, selling, leasing and exchanging of real estate including coordination of closings.

- D. **ACCOUNTING DEPARTMENT.** To manage everyday clerical operations and administer policies, supervise, evaluate and control personnel, coordinate budgeting, and account for and allocate income and expenses, together with preparation of necessary statements and reports relating to operations of the Company. Such activities would include coordinating vacation times, recording punctuality and absenteeism, maintaining records, handling receipts, and making disbursements. Furthermore, this department must prepare necessary financial statements and provide financial control services as required for related activities, entities and management properties and developments. Maintaining general office appearance including temperature control, security, etc. are also responsibilities of this department.
- E. **LEGAL SERVICES.** To provide legal counsel, assistance and any authorized documentation or other legal services to company departments.
- F. **BOARD OF DIRECTORS.** The Board of Directors shall meet on the last Thursday and Friday of each January, March, May, July, September, and November at 7:00 a.m. on Thursday and commencing at 12:00 Noon on Friday, unless such meeting time is changed by the consent of a majority of Directors. The Board of Directors shall ultimately determine company policies and objectives. No notice of regular Board meetings is required.

IV. HUMAN RESOURCE POLICIES AND PROCEDURES

The company seeks persons who possess a high degree of integrity and who are compatible, industrious and capable. It expects to provide compensation consistent with services performed. Management encourages each employee to become goal oriented and to seek personal growth and intends to assist employees in achieving career objectives consistent with company goals.

It is the desire of the Company to maintain functional and presentable facilities and to employ sufficient personnel to avoid unreasonable workloads while maintaining adequate compensation. However, it will be management's objective to keep the number of personnel to a minimum by encouraging continued education and increased efficiency, by providing reasonable assistance and mechanical tools of the trade to increase production, and by using outside agencies and facilities.

- A. **AT-WILL EMPLOYMENT.** It is understood that there is no agreement, express or implied, between the Company and you for any specified period of employment, or for continuing or long-term employment. It is understood that employment with the Company is at-will, that is, it is based upon mutual consent between the employee and the Company, and is subject to change by either party at any time, for any reason. The following Human Resource policies and procedures are guidelines and do not constitute a contract. The

Company has sole discretion to follow, change, and modify these policies and procedures as needed. Federal, state or local laws will be followed. This edition supersedes prior or inconsistent policies or statements. Employee violations of these policies and procedures can lead to discipline, up to and including termination of employment.

- B. INTRODUCTORY PERIOD.** Each new employee is hired on a trial basis for a period of 90 calendar days of continuous employment. During this time, the employee's performance will be subjected to closer scrutiny. The employee must demonstrate good quality and quantity of work, as well as cooperation and teamwork. Completion of this Introductory Period does not change the at-will nature of employment with the Company. Unacceptable results of drug tests or reference checks may be cause for discipline up to and including termination of employment.
- C. WORK SCHEDULE.** The standard work week is 40 hours, scheduled Monday through Friday inclusive. Office hours are 8:00 a.m. to 5:00 p.m. with a 1 hour total cumulative period of time for lunch and breaks combined. It is expected that salaried employees will adhere strictly to these hours except by special arrangement. An employee who is unable to report to work should notify the office manager or departmental supervisor as determined by the Company, as early as possible. When leaving the office, each employee should record his/her anticipated return time with the receptionist or the phone messaging system as a courtesy to other staff members and clients.
- D. PROMOTIONS AND PAY INCREASES.** Where possible, the Company seeks to promote from within; however, the Company reserves total discretion in determining who will fill jobs, job descriptions or changes thereto. Each employee's job performance will be reviewed by the Company at least annually, and pay increases or promotions will be based on merit, taking into consideration such factors as performance experience, ability, efficiency, attitude, longevity, punctuality, attendance, desire, education, responsibility and cooperation.
- E. CAREER OPPORTUNITIES**
Normally, all job openings, whether new positions or replacements, are posted internally for current employees to consider at the same time they are posted externally for outside applicants.

F. PAYMENT PROCEDURES.

1. Paychecks. Paychecks will be issued on a bi-weekly basis. There are 26 pay periods per year. Work weeks will end on Sunday at midnight. Pay checks will be issued or direct deposits made on Friday following the close of the pay period, which will end every other Sunday. If a holiday falls on Friday, the pay checks will be issued the Thursday before.
 - a. The employee will have until 5:00 p.m. on the Tuesday, after the pay period ends to transmit his or her payroll information to the Company's accounting department. Such payroll information, in the form of time sheets, must be initialed by the employee's supervisor prior to being turned into the accounting department. If an employee's supervisor is unavailable, then the time sheets may be initialed by an officer or director of the Company in the supervisor's absence. This will give you Monday to "clean up" after the week end. However, if your information is ready before Tuesday night, the accounting department would appreciate receiving it earlier.
 - b. Errors made in the calculation or preparation of a pay check will be adjusted in the following pay period. Exceptions will be: terminated employees and instances where the error substantially reduces the employee's pay and failure to adjust quickly would be a substantial hardship on the employee. Where the employee is not terminated, we would make an advance of the estimated net difference, and make the actual adjustment on the following check, when the advance would be deducted.
 - c. Checks will be available for distribution after Thursday at 5:00 p.m., but will be dated Friday.
 - d. Where holidays are on Monday, the accounting department still needs to receive the employee payroll information by Tuesday evening. Where holidays are on Friday, checks will be available on Thursday (Wednesday, in the case of Thanksgiving), but the accounting department should receive your information by Monday night.

- e. Where requested, salaried personnel shall keep time sheets so that proper allocation of time may be made to various properties or departments.
- 2. Pay Advances. Pay advances or loans are discouraged because they usually are not in the best long-range interest of the employee or the Company. Accordingly, pay advances or loans will not be made unless an emergency or extreme hardship exists and requires approval of the President or Treasurer.
- 3. Check Delivery. Paychecks are presented only to the employee in person. If the employee is ill, a member of his or her family may pick up the check with a written request signed by the employee.
- 4. Time Statistics. State and Federal wage and hour laws require the Company to maintain an accurate record of hours worked by all non-exempt employees. To assure compliance with these laws, and to avoid misunderstandings, all hourly employees are required to record their time worked from the beginning to the end of each work shift net of all breaks. Time sheets must be initialed by an employee's supervisor prior to being turned into the accounting department. All personnel shall accurately, account for all leave taken, whether paid or unpaid.
- 5. Termination Pay.
An employee whose termination is involuntary will be paid within 24 hours of the termination. Those employees who resign shall be paid at the next regularly-scheduled pay date.

Where requested, salaried personnel shall keep time sheets so that proper allocation of time may be made to various companies, properties or departments.

- G. **OVERTIME (Fair Labor Standards Act).** The Company adheres to the requirements of the Fair Labor Standards Act (FLSA). Overtime is defined as all hours actually worked in excess of 40 hours by a non-exempt employee in a work week. The working of overtime hours by non-exempt employees will not be permitted without prior written approval of management. When such overtime work is performed, such non-exempt employees shall be paid at one and one-half (1½) times the normal wage.

There are circumstances where you can deduct from an exempt/salaried

employee's actual pay. Those circumstances are:

- A deduction from pay when an exempt employee is absent for a full day for sickness but is out of paid sick leave or paid vacation.
- A deduction from pay when an exempt employee is absent for a full day on a disciplinary suspension.
- A deduction in pay when an exempt employee is absent for a full day to handle personal matters other than sickness or disability.
- A deduction of a full day's pay for jury duty
- A deduction of a full day's pay for safety violations
- The initial or terminal week of employment

The regulations also allow for partial day absence deductions of pay when an exempt/salaried employee is out on unpaid FMLA. For example, if he/she missed 2 or 3 hours for an FMLA-covered reason he/she need not be paid for those 2 or 3 hours.

The general rule is do not deduct an exempt employee's pay in less than a full day increment, unless it is unpaid FMLA leave, and do not deduct at all unless it fits within one of the circumstances above. Note: reductions from paid leave banks for partial day absences are not considered pay deductions, just payments of the salary from another source.

- H. **ABSENCE.** A person is employed because the Company needs the services provided by that employee. When employees are absent, the work in their department is disrupted. Therefore, absences from work must be kept to a minimum.

Regardless of your reason for being absent, you must notify your supervisor of the absence as far in advance as possible. If you are unable to call in yourself, you are responsible for having someone do so for you. When reporting your absence you must:

1. Always give the specific reason for your absence; and
2. Always give the time and date that you expect to return.

Excessive or unwarranted absenteeism may result in your dismissal. If you are absent for three (3) consecutive working days without notifying your supervisor and without an approved leave of absence, you will be considered to have voluntarily resigned.

An UNEXCUSED ABSENCE is considered to be an absence for any reason not considered valid by the Company, whether arranged or not, and whether the employee notified his supervisor or not. When a person does not call his supervisor when he is absent, even if he is ill, it shall be considered an unexcused absence.

EXCUSED ABSENCES, which are absences for reasons recognized as valid by the Company, are considered on a case-by-case basis and may be given only by management. Generally, reasons for EXCUSED ABSENCES are valid set forth in paragraphs H, I, J, and K below, although permission may be granted for absences without pay for other unforeseen circumstances.

It is the employee's responsibility to call in each and every day of the absence unless they have applied for and been granted a leave of absence.

- I. **VACATION.** All employees working an average of 30+ hours/week are eligible to accrue vacation beginning the first day of employment. Accrued vacation time can be taken following the successful completion of the 90-day introductory period. Those employees working 40 or more hours per week for the first 10 years of employment accrue 3.08 hours of vacation per pay period (80 hours or two weeks per year). Employees can accrue up to 2 years' worth of accrual or 160 hours. The accrual then stops until vacation time is taken. Beginning month 121 of employment, the accrual increases to 4.62 hours of vacation per pay period (15 days per year.) Employees can accrue up to 2 years' worth of accrual or 240 hours. Employees working 30+ but less than 40 hours/week receive a pro-rated vacation accrual based on hours worked.

Requests for vacation time off must be approved in advance. The Company reserves the right to approve vacation requests. Accrued but unused vacation will be paid out at termination unless the employee fails to provide 14 days' advance notice of resignation or fails to return Company property. At termination, any vacation time taken, but not accrued, shall be repaid to the Company.

Vacation time shall not count as time worked for overtime purposes.

- J. **SICK LEAVE.** Sick leave may be used for tending to the illness or injury to the employee or a member of the employee's immediate family (spouse, children or parents), or in connection with the birth or adoption of a child. Sick leave may also be used for the purpose of visiting doctors, dentists or other health

care professionals in their offices. In the discretion of management, sick leave may be authorized for the employee to attend the funeral of a family member, including the employee's spouse, life partner, child, brother, sister, parent, grandparent, grandchild, uncle, aunt, nephew, niece, father-in-law, mother-in-law, brother-in-law, or sister-in-law.

Any employee who is unable to report to work because of illness or injury must notify his or her supervisor by 8:00 a.m. The supervisor is to be informed of the nature of the illness or injury, the expected duration, where the employee will be (home, doctor's office, etc.), and how he or she can be contacted. If the employee does not notify his or her supervisor in a timely manner, the absence may be treated as an unexcused unpaid absence. Management may require employees to provide medical documentation to verify any claim of illness or injury.

Sick leave time shall not count as time worked for overtime purposes.

Regular full-time employees (30+ hours per week) are eligible to accrue paid sick leave at the rate of 1.85 hours per pay period (48 hours or 6 days per year). Paid sick leave begins to accrue on the first day of employment and can be taken following the completion of the Introductory Period. Paid sick leave is pro-rated for those working more than 30 but less than 40 hours per week). Paid sick leave accrues during holidays, vacations, and other periods of paid leave, but does not accrue during periods of unpaid leave.

Paid sick leave may not be taken before it has been accrued.

Sick leave accrues up to a maximum of 96 hours.

Terminating employees will not be compensated for any unused sick leave.

Part-time employees (less than 30 hours/week) and temporary employees are not eligible for paid sick leave.

All accrued paid leave is required to be used prior to any unpaid leave being taken, including leave taken for conditions covered by the Family and Medical Leave Act.

Sick leave is intended to be used as described above, to be taken only if needed, and not solely because it is provided.

Any abuse of the Company's sick leave policy may result in discipline, up to and including termination.

To the extent that the employee is eligible for time off under the Family and Medical Leave Act of 1993 (FMLA) certain other rights to extended unpaid leave may apply. See the following FMLA policy.

K. FAMILY MEDICAL LEAVE ACT (FMLA)

We fully comply with the Family and Medical Leave Act in providing job-protected leave to eligible employees. The function of this policy is to provide employees with a general description of their FMLA rights. In the event of any conflict between this policy and the applicable law, employees will be afforded all rights required by law. See Human Resources for additional details or with questions.

A. General Provision

Under this policy, eligible employees will be granted up to 12 weeks (or up to 26 weeks of military caregiver leave to care for a covered service member with a serious injury or illness) during a 12-month period. The leave may be paid, unpaid or a combination of paid and unpaid leave, depending on the circumstances of the leave and as specified in this policy.

B. Eligibility

To qualify to take FMLA job-protected leave under this policy, the employee must meet all of the following conditions:

- 1) The employee must have worked for the company for 12 months or 52 weeks. The 12 months or 52 weeks need not have been consecutive. Separate periods of employment will be counted, provided that the break in service does not exceed seven years.
- 2) The employee must have worked at least 1,250 hours during the 12-month period immediately before the date when the leave is requested to commence.
- 3) The employee must work in a worksite where 50 or more employees are employed by the company within 75 miles of that office or

worksite.

C. Type of Leave Covered

To qualify as FMLA leave under this policy, the employee must be taking leave for one of the reasons listed below:

- 1) The birth of a child and in order to care for that child.
- 2) The placement of a child with the employee for adoption or foster care and to care for the newly-placed child.
- 3) To care for a spouse (a person of either gender to whom they are legally married), child or parent with a serious health condition.
- 4) The serious health condition of the employee that makes the employee unable to perform their job functions.

Employees with questions about what illnesses are covered under this FMLA policy or under the company's leave policies are encouraged to consult with Human Resources.

If an employee takes paid sick leave for a condition that progresses into a serious health condition and the employee requests unpaid leave as provided under this policy, the company may designate all or some portion of related leave taken as leave under this policy, to the extent that the earlier leave meets the necessary qualifications.

- 5) Qualifying exigency leave for families of members of the National Guard or Reserves or of a regular component of the Armed Forces when the covered military member is on covered active duty or called to covered active duty.

An employee whose spouse, son, daughter or parent either has been notified of an impending call or order to covered active military duty or who is already on covered active duty may take up to 12 weeks of leave for reasons related to or affected by the family member's call-up or service. The qualifying exigency must be one of the following:

- a. short-notice deployment.
- b. military events and activities,
- c. child care and school activities,

- d. financial and legal arrangements,
- e. counseling,
- f. rest and recuperation,
- g. post-deployment activities, and
- h. additional activities that arise out of active duty, provided that the company and employee agree, including agreement on timing and duration of the leave.

D. Amount of Leave

An eligible employee can take up to 12 weeks for the FMLA circumstances (1) through (5) above under this policy during any 12-month period. The company will measure the 12-month period as a rolling 12-month period measured backward from the date an employee uses any leave under this policy. Each time an employee takes leave, the company will compute the amount of leave the employee has taken under this policy in the last 12 months and subtract it from the 12 weeks of available leave, and the balance remaining is the amount the employee is entitled to take at that time.

An eligible employee can take up to 26 weeks for the FMLA circumstance (6) above (military caregiver leave) during a single 12-month period. For this military caregiver leave, the company will measure the 12-month period as a rolling 12-month period measured forward. FMLA leave already taken for other FMLA circumstances will be deducted from the total of 26 weeks available.

If a married couple both work for the company and each wishes to take leave for the birth of a child, adoption or placement of a child in foster care, or to care for a parent (but not a parent "in-law") with a serious health condition, the couple may only take a combined total of 12 weeks of leave. If a married couple both work for the company and each wishes to take leave to care for a covered injured or ill service member, the couple may only take a combined total of 26 weeks of leave.

E. Employee Status and Benefits During Leave

In order to continue benefits coverage while on FMLA leave, an employee must forward the regular payroll deduction amounts to

Accounting by the end of the month for which coverage is continued. Here is an example:

- An employee is off on FMLA leave for the period of January 1 – February 28.
- During that 2-month period there are 4 paydays, 2 in January and 2 in February. Because the employee is on unpaid FMLA leave, there are no benefits deductions from these paychecks to pay for benefits coverage. (Let's assume the benefits deductions are \$50/payday).
- To continue coverage, the employee must send to Accounting \$100 (2 paydays X \$50 each) by the end of January to continue coverage for January and another \$100 to continue coverage for the month of February.

An employee that does not make the required payments will lose coverage and will not be able to resume coverage until the next open enrollment opportunity.

The employee can continue to utilize their applicable Flexible Spending Account, HSA account or HRA benefits while on the leave.

Employees continue to accrue paid leave when using paid leave during the FMLA period. Employees do not accrue paid leave of any kind when on unpaid leave while on FMLA.

F. Employee Status After Leave

An employee who takes leave under this policy may be required to provide a fitness for duty clearance from their health care provider before returning to work. Generally, an employee who takes FMLA leave will be able to return to the same position or a position with equivalent status, pay, benefits and other employment terms. The company may choose to exempt certain key employees from this requirement and not return them to the same or similar position.

G. Use of Paid and Unpaid Leave

An employee who is taking FMLA leave must use all accrued paid leave prior to being eligible for unpaid leave. Sick leave may be run concurrently with FMLA leave if the reason for the FMLA leave is covered by the company sick leave policy.

H. Intermittent Leave or a Reduced Work Schedule

The employee may take FMLA leave in 12 consecutive weeks, may use the leave intermittently or, under certain circumstances, may use the leave to reduce the workweek or workday, resulting in a reduced hour schedule. In all cases, the leave may not exceed a total of 12 workweeks (or 26 workweeks to care for an injured or ill service member over a 12-month period).

I. Certification for the Serious Health Condition

The company will require certification for the employee's serious health condition, for the family member's serious health condition, the qualifying exigency for military family leave, or the serious injury or illness of the covered service member. The employee must respond to such a request within 15 days of the request or provide a reasonable explanation for the delay. Failure to provide certification may result in a denial of continuation of leave.

J. Recertification

The company may request recertification for a serious health condition no more frequently than every 30 days and only when circumstances have changed significantly.

K. Procedure for Requesting FMLA Leave

All employees requesting FMLA leave must provide verbal or written notice of the need for the leave to their supervisor and/or the Human Resource Director. When the need for the leave is foreseeable, the employee must provide the employer with at least 30 days' notice. When an employee becomes aware of a need for FMLA leave less than 30 days in advance, the employee must provide notice of the need for the leave either the same day or the next business day. When the need for FMLA leave is not foreseeable, the employee must comply with the company's usual and customary notice requirements for requesting leave, absent unusual circumstances.

L. Designation of FMLA Leave

Within five business days after the employee has submitted the appropriate certification form, the HR Director will complete and provide the employee with a written response to the employee's request for FMLA leave using the DOL Designation Notice.

M. Intent to Return to Work From FMLA Leave

On a basis that does not discriminate against employees on FMLA leave, the company may require an employee on FMLA leave to report periodically on the employee's status and intent to return to work.

Unpaid Personal Leave of Absence

"The company will consider an employee's request for an unpaid personal leave of absence that falls outside the scope of the Family and Medical Leave Act (FMLA) leaves. This would be for employees who have not been with the company for the required time or for reasons outside of the reasons provided for under FMLA.

Criteria for approval of a request for an unpaid personal leave of absence include time with the company, employee competence, and work performance. These kinds of leave are not required by law, but granted solely at the discretion of the company.

Approval of a request for an unpaid personal leave of absence includes the employee's supervisor and Human Resources.

If approved, an unpaid personal leave of absence can be granted for up to 60 calendar days.

While on an approved, unpaid personal leave of absence, the employee's insurance benefits will remain in force provided the employee pays the regular employee portion of the monthly premium. Contributions to the employee's 401K account and Flexible Spending Account/Cafeteria Plan are discontinued during the leave. The employee can continue to utilize their Flexible Spending Account and HRA benefits while on the leave.

Employees do not accrue paid leave of any kind while on an unpaid personal leave of absence.

See Human Resources for leave request forms or for questions."

- L. JURY DUTY.** Employees are eligible for jury duty with benefits retained. The Company will reimburse the difference between jury pay and usual daily earnings. A maximum of ten (10) days will be covered by the Company. If employees are dismissed from service during their scheduled hours of work,

they will be expected to notify immediately their supervisor or the personnel office as to their availability for work if they are to be paid.

- M. MILITARY LEAVE.** Employees serving in the reserve of one of the military services are excused from work without pay to attend their annual reserve active duty. In the alternative, such employees may opt to credit accrued vacation for time off taken. Employees enlisting or entering military service of the United States, pursuant to the Vietnam Era Veteran's Readjustment Assistance Act of 1974, shall be granted all rights and privileges provided by said Act. Employees entering the military for extended active duty are granted re-employment rights as provided by law.

Employees are also granted all rights and privileges provided by USERRA (Uniformed Services Employment and Re-employment Rights Act), the Vietnam Era Veteran's Readjustment Assistance Act, and FMLA (Family and Medical Leave Act—military section). Protected leave includes:

- Military leave for the affected employee
- Military family leave for the employee who has a family member affected by military leave.
- Medical leave for the affected employee.
- Family medical leave for the employee having a medically affected family member.

See Human Resources for more details.

- N. TARDINESS.** Rarely is tardiness excusable. If you must be late, make every effort to notify your supervisor prior to your scheduled starting time to advise him or her that you will be late. Tardiness records become a part of your personnel file, and are considered when evaluations or increases are made. In addition, tardiness may result in dismissal from employment.
- O. AUTOMOBILE POLICY.** If at Management's request any employee drives a personal vehicle on company business, that employee will be reimbursed at the rate of 50¢ per mile traveled on company business, as of January 1, 2012, subject to change in the company's discretion. Reimbursement will occur within a reasonable time after a detailed mileage voucher has been approved by supervisor and submitted to the accounting department. Neither mileage driven in traveling between employee's home and the office nor personal mileage shall be subject to reimbursement.

P. TERMINATION. Employee's employment shall be for an unspecified term on an "at will" basis and may be terminated by either party. Employee shall give no less than 14 days written notice prior to termination. Employer may terminate employment at any time without notice and with compensation to Employee only to the date of such termination. The compensation paid shall be the Employee's exclusive remedy. Employees who resign will be required to return any property belonging to the Company, and to designate their forwarding address and telephone number.

Q. REINSTATEMENT/BRIDGING OF PRIOR SERVICE. Former employees of Woodbury Corporation who had satisfactory work performance during their period of former employment are eligible to apply for re-employment. Once re-hired, prior service will be recognized for purposes of leave accrual and service recognition. For other benefits that are time-sensitive (e.g. 401(k) plan) the specific benefit plan provisions will apply.

The employee's hire date will reflect prior service. No credit will be given for the time between the periods of Woodbury employment.

Former employees that return within one year of their termination date will not be subject to an Introductory Period and may begin to take leave as it is accrued. They are also eligible to resume insurance benefits coverage the first of the month following their re-hire date.

Those that return more than one year after their termination date may begin to take accrued leave after completion of the 90-day Introductory Period. They are also eligible to resume insurance benefits coverage the first of the month following their re-hire date.

R. HOLIDAYS. Regular full-time (defined as working an average of 30 hours or more per week) employees who have completed the Introductory Period are eligible for 8 hours holiday pay at their regular rate if the requirements of this policy are met. Holiday pay shall not be considered as hours worked for overtime purposes. The following holidays will be observed and the office closed on the following:

1. New Year's Day
2. Human Rights Day
3. Presidents Day
4. Memorial Day
5. July 4th (Independence Day)

6. July 24th (Pioneer Day)
7. Labor Day
8. Thanksgiving Day
9. Day after Thanksgiving
10. Christmas Day

Unless otherwise announced when such holidays fall on a Sunday weekend, the office will be closed on the following Monday and when such holidays fall on a Saturday, the office will be closed on the preceding Friday, unless a different day is declared a legal holiday by the state or federal government.

- S. **PERSONNEL RECORDS.** It is particularly important that employees keep the Company informed about changes in their:

1. Address
2. Telephone Number
3. Marital Status
4. Next of Kin
5. Legal Name (through marriage or otherwise), and
6. Person to be notified in the event of an emergency.

Report any such changes, in writing, to the Personnel Department as soon as possible.

V. **EMPLOYEE BENEFITS.**

- A. **HEALTH INSURANCE.** The Company shall use reasonable efforts to make available a health insurance group policy for its employees and associates. If an employee elects to participate in the health plan, the Company will pay a portion of the cost of the employee's coverage.
- B. **WORKER'S COMPENSATION.** The Company carries workers' compensation insurance in compliance with the laws of the state. Such insurance provides compensation for lost time, medical expenses, surgical expenses, loss of life or dismemberment from injury or illness arising out of, or in the course of, your work. The entire cost of the workers' compensation insurance program is paid for by the Company.

In order to protect your interests in case of an injury or illness that you believe may be work-related, it is imperative that you report such injury or illness to your supervisor or to the Personnel Department as soon as possible. If complications arise in connection with such an injury or illness while you are away from work, the matter should be reported immediately by telephone.

While on worker's compensation leave, the employee's insurance benefits will remain in force provided the employee pays the regular employee portion of the monthly premium. Contributions to the employee's 401K account and Flexible Spending Account/Cafeteria Plan are discontinued while off the Company payroll. The employee can continue to utilize their Flexible Spending Account balance and HRA benefits while on the leave. Employees do not accrue paid leave of any kind when off the Company payroll.

- C. **UNEMPLOYMENT COMPENSATION.** This insurance program is also paid for entirely by the Company. Eligibility for benefits is determined by the State Department of Labor-Employment Security Division.
- D. **SOCIAL SECURITY.** The Company matches your personal contribution under the Federal Insurance Contributions Act to provide Social Security benefits for old age, disability and survivor's insurance. By law, your share of this contribution is handled by way of a payroll deduction.
- E. **RETIREMENT BENEFITS.** The Company has adopted and shall use reasonable efforts to continue to offer a 401(K) plan. Employees who are at least 21 years and have worked at least 1000 hours during twelve consecutive months are eligible to participate in and contribute to such plan on the first regularly scheduled enrollment date occurring after eligibility requirements are met. These enrollment dates are January 1 and July 1.

Currently, the Company will match your contribution at 33¢ per \$1.00 of the first 6% which you contribute of your salary and/or any non-discretionary bonus payments. Please be advised that no employee withholdings or employer matching contributions apply to any discretionary bonus payments (e.g., year-end bonuses). An annual Plan Administration Fee may be charged to each participant. Company contributions vest based on the employees years of 1,000 hour/year service as follows:

<u>Service</u>	<u>Percent Vested</u>
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1 Year	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years	100%

Any non-vested Company contribution of a terminated participant will revert to the Company and be used to offset company contributions. The Company reserves the right to alter the terms of the 401(K) plan at any time.

- F. INVESTMENT PROPERTIES.** Investment by employees or sales associates in real estate is encouraged. However, where properties are owned by an employee or sales associate, great care must be taken to minimize conflicts of interest when dealing with clients and the Company.

VI. EMPLOYEE CONDUCT/POLICIES

- A. GENERAL CONDUCT.** Unnecessary noise, loud talking and other distracting activities should be avoided. Since the Company is dedicated to providing a “smoke free” work environment, smoking is not permitted at any location within the office. Employees or sales associates must not come to work, pursue Company business or drive automobiles while intoxicated. Avoidance of wasted time and materials is stressed.

In order for all of us to work together in a safe and harmonious manner in fulfilling the needs of our clients, it is necessary that we all observe acceptable standards of conduct. These standards are not made to punish people, but, rather to provide a framework under which we may work together with consideration for one another.

The Company's general policy on discipline encompasses three levels of disciplinary action. Depending solely on the Company's assessment of the circumstances and seriousness of the infraction, such actions may consist of:

1. Verbal warning;
2. Written warning; and/or
3. Termination.

While not exhaustive, the occurrence of any of the following may result in disciplinary action being taken, up to and including immediate termination:

1. Abuse or destruction of Company property or the property of others;
2. Improper release of confidential information;
3. Bringing a weapon of any sort on Company premises at any time without a permit.
4. Falsification of any Company record or report;
5. Immoral or indecent conduct; horseplay; fighting; use of profane, threatening or abusive language; sexual harassment, acting in a disorderly manner or gross discourtesy to clients or other employees;
6. Possession or partaking of alcoholic beverages or unlawful drugs on Company property at any time or arriving at work under the influence of same;
7. Theft of property, goods or money belonging to the Company or other persons;
8. Falsification of time or expense reports for one's self or a fellow employee;
9. Discrimination on premises against fellow employees or clients because of sex, race, religion, national origin, age, disability or military status;
10. Unexcused absence;
11. Repeatedly reporting late for work and/or quitting ahead of time;
12. Inability or unwillingness to perform duties as assigned;
13. Insubordination;
14. Abuse of parking privileges;
15. Use of Company vehicles for personal business without permission of management;
16. Rest (break) period abuse;

17. Excessive visiting when should be working;
18. Abuse of personal phone calls, texts or emails - incoming or outgoing;
19. Smoking in the building;

These guidelines are not all-inclusive and are not intended to modify your employment at-will status, but illustrate the kind of conduct which would be detrimental to our clients, your fellow employees and the Company. Either party retains the right to terminate the employment relationship at any time, with or without cause or notice.

- B. **OFFICE FACILITIES.** It is the intent of Management to provide suitable office facilities and office supplies, forms, and other ordinary materials necessary to conduct business associated with the activities of the Company. Desks, filing cabinets, offices or desk space, and telephones will be assigned by Management at Management's discretion and may be changed from time to time to facilitate expansion and change. Care should be taken to maintain the complementary appearance of one's assigned office or work area. For both security and appearance reasons, reasonable efforts should be taken to keep offices and work areas clean and tidy.
- C. **PARKING.** It is understood the parking accommodations are limited and the Company reserves the right to assign parking spaces at its discretion to individuals or departments. Employees and sales associates should not park in customer designated or reserved stalls or in locations other than those indicated.
- D. **KEYS.** Keys to the office will be issued to employees and sales associates at Management's discretion. No copies of office keys may be made except by the Property Management Department, which department will distribute keys where deemed appropriate. Office keys shall be returned immediately upon termination of employment or otherwise upon demand by management.
- E. **TELEPHONES**
 1. Where convenient, the Company shall arrange or provide telephones for employees and sales associates, except that Company reserves the right to create sharing of telephones at contiguous desks, or to provide no telephone for specific persons.

2. Our telephones are intended primarily for business use. Although it is understandable that, at times, employees may find it necessary to make or receive a personal call, please use best efforts to limit the number and the duration of personal calls in fairness to your employer and your fellow workers. No long-distance personal calls are to be made from Company phones without the prior approval of your supervisor and if done, the employee should exercise care to make sure that the employee records and pays for any personal long-distance calls.
3. To avoid excess charges, employees should use the telephone directory or online directories rather than Directory Assistance to find needed numbers.
4. The Company asks that economy be weighed in making toll-charge telephone calls. At Management's discretion, special long-distance dialing codes may be assigned to employees and sales associates. These should be used at all times when calling areas and in accordance with procedures set forth from time to time.
5. The length of personal telephone conversations should be minimized.

F. SEXUAL HARASSMENT POLICY

Supervisors, employees and/or independent contractors who engage in sexual harassment will be subject to immediate disciplinary action. Such action will include, but not be limited to: verbal warnings, written warnings, notations in their personnel files, or discharge.

Employees, independent contractors, and/or other users of the Company computer network should immediately report any matter involving sexual harassment to their supervisor. If the matter is not resolved or involves the conduct of a supervisor, it should be reported to either the General Counsel, Walker Kennedy III, or to Corporate Counsel, Chris Mancini.

Any incident involving sexual harassment of an employee or independent contractor at the work place by a non-employee also will not be tolerated and should be reported immediately to a supervisor, Chris Mancini, or Human Resources.

G. ANTI-DISCRIMINATION POLICY

The Company is an equal opportunity employer and as such prohibits work place discrimination against any person on account of their race, sex, marital status, color, creed, religion, national origin or ancestry, age, genetic information, sexual orientation, gender identity or expression, and/or disability. Supervisors or employees, who engage in any form of prohibited discrimination, will be subject to disciplinary action, up to and including termination.

Employees, independent contractors, and/or other users of the Company computer network who believe that they have been or are being subjected to any form of prohibited discrimination should immediately report the matter to their supervisor. If the matter is not resolved or involves the conduct of a supervisor, it should be reported to either Human Resources, or the Company's Associate General Counsel.

Any incidents involving prohibited discrimination of an employee or independent contractor at the work place by a non-employee will not be tolerated and should be reported immediately to either a supervisor or Human Resources.

H. POLICY ON USE OF COMPUTER AND TELECOMMUNICATION RESOURCES

PURPOSE: To establish a policy to ensure the proper use of Woodbury Corporation's computer and telecommunication resources and services by its employees, independent contractors, and other computer users. All computer users have the responsibility to use computer resources in an efficient, effective, ethical, and lawful manner.

The following policy, rules, and conditions apply to all users of computer and telecommunication resources and services, wherever the users are located. Violations of this policy may result in disciplinary action, including possible termination, and/or legal action.

Policy: Woodbury Corporation has the right, but not the duty, to monitor any and all aspects of the computer system, including employee e-mail, to ensure compliance with this policy. The computers and computer accounts given to employees are to assist them in the performance of their jobs. Employees should not have an expectation of privacy in anything they create, send, or receive on the computer. The computer and telecommunication

system belongs to Woodbury Corporation and may be used for business purposes only.

Computer users are governed by the following provisions, which apply to all use of computer and telecommunication resources and services. Computer and telecommunication resources and services include, but are not limited to, the following: host computers, file servers, workstations, standalone computers, laptops, software, and internal or external communications networks (Internet, commercial online services, bulletin board system, and e-mail systems) that are accessed directly or indirectly from Woodbury Corporation's computer facilities.

This policy may be amended or revised periodically as the need arises. The term "Users," as used in this policy, refers to all employees, independent contractors, and other persons or entities accessing or using Woodbury Corporation's computer and telecommunication resources and services.

1. Users must comply with all software licenses, copyrights, and all other state and federal laws governing intellectual property.
2. Fraudulent, harassing, embarrassing, indecent, profane, obscene, intimidating, or other unlawful material may not be sent by e-mail or other form of electronic communication or displayed on or stored in Woodbury Corporation's computers. Users encountering or receiving such material should immediately report the incident to their supervisor.
3. Users should use the same care in drafting e-mail and other electronic documents as they would for any other written communication. Anything created on the computer may, and likely will, be reviewed by others.
4. Users may not install software onto their individual computers or the network without first receiving express authorization to do so from the system manager.
5. Users shall not forward e-mail to any other person or entity without the express permission of the sender.
6. E-mail from or to in-house counsel or an attorney representing the company must include the following header on each page:

“ATTORNEY-CLIENT PRIVILEGED/DO NOT FORWARD WITHOUT PERMISSION”

7. Users should not alter or copy a file belonging to another user without first obtaining permission from the owner of the file. The ability to read, alter, or copy a file belonging to another user does not imply permission to read, alter, or copy that file.

8. Without prior written permission, the computer and telecommunication resources and services of Woodbury Corporation may not be used for the transmission or storage of commercial or personal advertisements, solicitations, promotions, destructive programs (viruses and/or self-replicating code), political material, or any other unauthorized or personal use.

9. Users are responsible for safeguarding their passwords for the system. Individual passwords should not be printed, stored online, or given to others. Users are responsible for all transactions made using their passwords.

10. A user's ability to connect to other computer systems through the network does not imply a right to connect to those systems or to make use of those systems unless specifically authorized by the operators of those systems.

11. Woodbury Corporation is not responsible for the actions of individual users.

- I. **MOBILE ELECTRONIC DEVICES** Based on job duties that require completing work away from an office or workstation, a supervisor may authorize an employee to be issued a portable electronic device. This includes laptops, tablets, smart phones or other devices. The company will provide a device with sufficient memory and resources to perform the job duties. Should the employee want additional resources, the employee will pay any additional charges for those additional resources.

An employee that is terminating employment will normally be required to return any company-issued mobile device on their last day of work. Employees need to check with their supervisor if they wish to purchase the company-issued device for personal use at termination.

J. SOCIAL MEDIA

We understand that social media can be a fun and rewarding way to share your life and opinions with family, friends and co-workers. However, use of social media also presents certain risks and carries with it certain responsibilities. To assist you in making responsible decisions about your use of social media, we have established these guidelines.

Social media includes all means of communicating or posting information or content of any sort on the internet, including to your own or someone else's or blog, journal or diary, personal web site, social networking site, web bulletin board or a chat room, whether or not associated or affiliated with the Company, as well as any other form of electronic communication. Ultimately, you are solely responsible for what you post online. Any conduct that adversely affects your job performance, the performance of fellow employees or otherwise adversely affects customers, suppliers, other employees or our legitimate business interests may result in disciplinary action up to and including termination. Examples of such conduct might include offensive posts meant to intentionally harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion or any other status protected by law or Company policy.

Information and communications that you publish online should never be attributed to the Company or appear to be endorsed by, or to have originated from, the Company. Maintain the confidentiality of Company trade secrets and private or confidential information.

Nothing in this policy is intended to or will be applied in a manner that limits your rights to engage in protected concerted activity as prescribed by the National Labor Relations Act.

K. APPEARANCE STANDARDS Since we are offering professional services to the public, it is essential that each employee present a fresh, clean, professional, and well-groomed appearance at all times. Extremes with regard to clothing styles, jewelry or cosmetics are to be avoided because it detracts from the professional image we seek to portray.

Clothing compatible with a professional business environment is required at all times Monday through Thursday. For women, a dress or dress slacks of appropriate length are to be worn. For men, a business suit, sport coat, or a shirt, tie and slacks are acceptable. Ties are required. Denim jeans, tee

shirts, sweatshirts, or any other generally recognized items of casual sportswear are not permitted. Shoes should conform to the overall business-like appearance standards. No hats.

Notwithstanding the above, if one does not have business appointments, where good judgment would otherwise require a more professional appearance, employees may choose to dress casually on Friday. Dress should be limited to pants, skirts, dresses, or blue jeans. No tank tops, midriff shirts or shorts are permitted. Tee shirts with language or images that are immodest or could be considered offensive should be avoided. No flip flops.

Managers have the specific responsibility to help employees follow these standards, answer questions, or to provide feedback where an employee's dress is inappropriate or does not present a business-like appearance.

- L. **COMMUNICATION OF WHEREABOUTS AND TIME OF RETURN.** In order to facilitate better communication and customer service and cooperation, it is suggested that during office hours each person keep the telephone status information updated and should keep the receptionist informed of where he/she can be reached when outside the office and should record the approximate time that person expects to return to the office.
- M. **SECURITY.** Theft or conversion of Company property will not be tolerated. All personal property entering or leaving the property such as brief cases, sacks, boxes and purses, are subject to reasonable inspection by management. Such inspection shall be conducted in the presence of at least two representatives from management.
- N. **SAFETY AND HEALTH.** Accident prevention is one of the Company's most vital concerns. It is the intent of the Company to afford you a safe and productive place in which to work. Toward this end, all employees are expected to be familiar with, and to follow basic rules of safety.

Accidents are usually caused by carelessness or neglect on the part of individuals. We therefore admonish every employee to take note of potential dangers surrounding them and not to take needless risks. Within the scope of your training, experience and employment responsibilities, we expect you to seek out and correct any unsafe condition or practice. You are to report to your supervisor immediately, any situation which appears unsafe to you and that you cannot safely correct yourself.

"Safety consciousness" are key words each of us must remember at all times. Employees with poor safety records are a hazard to all of us, and are subject to dismissal.

Driver Safety

Woodbury Corporation follows all laws, regulations and standards regarding driver safety in accomplishing its business purposes.

There are generally two types of employees that drive on behalf of the company.

- The first group is those that regularly drive company-owned vehicles. These employees must be at least 25 years of age, are subject to reviews of their Motor Vehicle records maintained by the state, must complete required driver safety training, and are subject to a drug screen if involved in an accident while driving on company business. If the company insurance carrier determines that an employee's driving record is unacceptable, the employee may be placed in a non-driving position or be subject to termination.
- The second group is those employees that regularly drive their personal vehicle on company business. These employees may be required to carry specific levels of insurance coverage to limit Woodbury Corporation's risks. These employees are reimbursed for business travel miles driven per company policy. Reimbursement for business travel is intended to compensate employees for fuel costs, maintenance costs and costs in the event of an accident.

Distracted Driving

Per Utah State law, all drivers are prohibited from using their mobile devices for dialing while driving. It is permissible to look up contact information, use voice commands and view GPS or navigation coordinates and talk on the phone while driving. It is unlawful to send, write or read text messages, instant messages or email, dial a phone number, access the Internet, view or record a video, and type in data on a mobile device while driving. If an employee must respond to a text message, email or other type of communication in a non-hands-free mode, he/she must stop the vehicle in a safe location and remain in that location until the communication is completed.

Criteria for disqualifying a prospective or current driver of company-owned vehicles:

- Any driver who has been licensed for less than 3 years, regardless of age

- Any driver who has only an international or foreign driver's license
- Any driver not licensed in Utah as required by the State of Utah
- Any driver that does not remain current on the successful completion of required driver safety courses
- Any driver that does not read and sign a copy of this policy/procedure

In addition, one or more of the following **Type A violations** in the last 3 years make one ineligible. Type A violations include:

- Driving under the influence (for drugs or alcohol)
- Refusing to take a substance abuse test
- Driving with an open container of an alcoholic beverage
- Manslaughter or negligent homicide using a motor vehicle
- Driving while license has been suspended or revoked
- Using a motor vehicle for the commission of a felony
- Aggravated assault with a motor vehicle
- Permitting an unlicensed person to drive
- Reckless driving
- Fleeing or evading police or a roadblock
- Resisting arrest
- Engaging in a speed contest (racing)
- Hit and run (causing bodily injury or property damage)
- Failure to report an accident
- Illegal passing of a school bus
- Violations of distracted driving laws
- Other violations considered serious under state law

In addition, three or more Type B violations in the last 3 years. Type B violations include:

- Speeding
- Improper lane change
- Failure to obey traffic signal or sign
- Failure to yield
- Careless driving
- At-fault accidents

Loss of Driving Privileges for Those Operating Company-Owned Vehicles

A driver that loses eligibility to drive may be moved to a non-driving position or have their employment terminated. A driver that loses eligibility may re-qualify for driving privileges upon completion of an approved corrective action

plan set up and monitored by the driver's supervisor and company Safety Officer.

Reporting Violations by Those Operating Company-Owned Vehicles

Drivers involved in a Type A violation or 3 or more Type B violations must report them immediately to their supervisor and/or Safety Officer.

Motor Vehicle Accidents

- All accidents involving employees/drivers in work-related accidents must be reported immediately to the supervisor. A Vehicle Accident/Incident Report must be completed that same day, regardless of the amount of damage. Drivers must follow the procedure outlined on the emergency card that is kept within the vehicle. Emergency procedure cards include guidance on what an employee should and should not say at the scene of the accident.
- Employees involved in an accident while driving on company business are required to submit to a drug screen immediately but no later than 24 hours following the accident. Drug screens that show a positive result for illegal drugs or alcohol will subject the employee to disciplinary action, up to and including termination.
- Damage to a company vehicle caused by driver negligence may be charged to the driver up to a maximum of the physical damage insurance deductible amount.

- O. CONFIDENTIALITY.** Employee recognizes that Employer has or will have vital information which constitutes valuable, special and unique assets of Employer. Employee agrees that Employee will not at any time or in any manner, either directly or indirectly, divulge, disclose or communicate any information to any third party without the prior written consent of the Employer. Employee will protect the information and treat it as strictly confidential. A violation by Employee of this obligation may result in disciplinary action up to and including termination.

The Company maintains confidential all information gathered in the initial selection process of new hires. In addition, information such as birthdate, Social Security number or other information needed to conduct a background screening is not collected until the applicant is offered a position. Access and disposition of confidential employee information is handled per

required laws and regulations. Further, such information is only used for the purpose of determining suitability for employment.

Nothing in this confidentiality policy shall prohibit employees from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the Securities and Exchange Commission, or Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. Employees do not need prior authorization to make any such reports or disclosures, and are not required to notify the company that they have made such reports or disclosures.

- P. **ADA COMPLIANCE.** It is the policy of this Company to abide by the Americans With Disabilities Act (ADA). The ADA prohibits discrimination in all employment practices, including job application procedures, hiring, firing, advancement, compensation, training, and other terms, conditions, and privileges of employment. It applies to recruitment, advertising, tenure, layoff, leave, fringe benefits, and all other employment-related activities. The Company prohibits all discrimination against qualified individuals with disabilities. This includes applicants for employment and current employees. An individual is considered to have a "disability" if he or she has a physical or mental impairment that substantially limits one or more major life activities, has a record of such an impairment, or is regarded as having such an impairment. We also forbid discrimination against persons because they have a known association or relationship with an individual with a disability.

If an employee feels that he or she has been subjected to discrimination based on a disability by this Company, a vendor, or a customer, the employee is encouraged to report the matter to his or her supervisor, or Woodbury Corporation General Counsel. It is the policy of this Company to consider qualified applicants with disabilities in the hiring process. If an applicant with a job disability is qualified for a position that is available and can perform the important parts of the job, either without help or with a reasonable amount of help, it is this Company's policy to consider that person on an equal basis with any other applicant who applied for the job. This Company will not make disability a factor in its hiring process. Its employment decisions are based on job-related criteria alone.

In accordance with this policy and the ADA, the Company will provide a reasonable accommodation, absent undue hardship, to a qualified employee who has a physical and/or mental disability. This includes employees who are

pregnant. If you believe you need an accommodation, please inform your supervisor.

Q. DRUG AND ALCOHOL ABUSE POLICY.

1. It is the policy of the Company to provide a safe workplace for all its employees. Consistent with this policy is the Company's commitment to maintain a workplace that is free from the effects of alcohol and drugs.

The company prohibits the following acts, which are violations of this Policy:

- a. Selling, possessing, using, transferring, or purchasing drugs or alcohol on Company time or property or while in a Company vehicle.
- b. Working while under the influence of drugs or alcohol or while not being free from the presence of drugs.
- c. The sale of drug paraphernalia on Company property.

For the purposes of this Policy, the term "drugs" includes the controlled substances listed below, synthetic drugs, and prescription drugs, excepting only prescription drugs approved by and used in accordance with the directions of an employee's attending physician:

Marijuana (Cannabinoids)	Barbiturates
Cocaine	
	Benzodiazepine
Opiates	
	Propoxyphene
Phencyclidine	Methadone
Amphetamines	

Any employee using a prescription drug should consult with their physician regarding the effects of the medication in relation to the performance of the employee's job responsibilities. Employees taking prescription medications that may cause drowsiness or mood alteration must notify their supervisor, who may restrict work activities.

2. TESTING. The Company reserves the right to test employees or prospective employees for the presence of drugs or alcohol, in accordance with the provisions of this policy, or as a condition of employment or continued employment. This policy includes the testing of management on a periodic basis.

The Company may require, as a condition of continued employment that employees submit to a drug and/or alcohol test under any of the following circumstances:

- a. When the Company has a reasonable suspicion that an employee is under the influence or is impaired by drugs or alcohol while on Company property or in a Company vehicle. A reasonable suspicion must be based upon specific, personal observations that a supervisory employee can articulate concerning the appearance, behavior, speech or body odors of the employee.
- b. When an employee may have contributed to an accident involving a fatality, bodily injury, or damage to property.
- c. When testing is required to comply with applicable law.
- d. Pre-employment testing.
- e. Random.

Any positive drug or alcohol test or any refusal to submit to such test is a violation of this policy.

Any employee testing positive shall have the right to have the secured portion of the urine or blood sample that tested positive, independently analyzed by a Department of Health and Human Services certified laboratory of his/her choice and at his/her expense for up to one year. If the independent test is negative, the employee shall be reimbursed for the cost of such test.

3. EXCEPTION FOR MEDICAL TREATMENT. In the case of a positive test result, the employee shall be so advised by a representative of the Company on a confidential basis, and the employee shall have the right to discuss and explain the results, including the right to advise the medical review officer of any medication prescribed by the employee's physician, which may have affected the results of the test.

If it is determined that there is a legitimate medical explanation for a positive test result, the Company shall regard the results as consistent with legal drugs and take no further action.

4. LABORATORY RECORDS. All relevant records shall be available for inspection by any employee who has been tested, upon the employee's request. Such records will be treated as confidential and released only to the employee or the employee's designee or to Company personnel designated as having a bona fide need to know.

5. LABORATORY SELECTION. The Company will identify and contract with a laboratory certified by the Department of Health and Human Services to perform drug tests.

6. COMPANY ACTION. Upon receipt of a verified or confirmed positive drug or alcohol test result which indicates a violation of this policy, or upon the refusal of an employee or prospective employee to provide a sample as requested, the Company may use that test result or refusal as a basis for disciplinary or rehabilitative action which may include the following:

- a. Suspension of the employee with or without pay for a period of time;
- b. A requirement that the employee enroll in a Company-approved rehabilitation treatment or counseling program which may include additional drug and alcohol testing as a condition of continued employment;
- c. Termination of employment;
- d. Refusal to hire a prospective employee; or
- f. Other disciplinary measures as determined by the Company in accordance with established laws and/or guidelines.

7. CONFIDENTIALITY.

- a. All information, interviews, reports, statements, memoranda or test results received by the Company through this drug and alcohol testing program are confidential communications. As such, they will be used only in a proceeding related to an action taken by the Company or in a defense of any action brought against the Company.
- b. The information described in paragraph “a” shall be the property of the Company.
- c. The company is entitled to use a drug or alcohol test result as a basis for action.

VII. BUSINESS POLICIES

- A. **MAIL.** All mail will be received, opened, (unless marked “confidential” and/or “privileged”) dated and routed by a designated employee, then promptly distributed to the respective destinations. It is recognized that each day important mail arrives; consequently mail shall be distributed as first priority after its arrival. No unauthorized person is permitted to divert or open Company mail.
- B. **ADVERTISING.** Advertising, including the approval of language about projects, properties, etc. by newspaper, radio, bulk mailings, or other forms should be cleared in advance of placement by securing the relevant department manager's approval of written copy and layout. Any general institutional advertising must be approved by the President.
- C. **SIGNS.** Use of all Company signs must be coordinated through departmental managers. If signs need to be made especially for a project, employee shall submit a written request indicating suggested size, layout, wording and approximate cost, if known. Colors and style of lettering shall reflect Woodbury standards and uniformity. Signs should contain the Woodbury logo. The departmental managers shall be ultimately responsible for arranging for retrieval and storage of signs.
- D. **PURCHASES OF MATERIALS AND SERVICES.** No purchase shall be charged to the Company or related entities except upon prior authorization and approval by a department head or officer of the Company.
- E. **COPY MACHINE - OTHER OFFICE EXPENSES.** All photocopies made should be indicated (along with the appropriate account) on the charge sheet attached to

or near the copy machine so that an accurate record and allocation of department expenses can be kept. The copy machine may be used for personal reasons at the cost to employees or sales associates as posted on or near the machine.

- F. **FILING OF DOCUMENTS.** All valuable documents should be filed in appropriate fire-proof company files. Where an employee or Sales Associate is working on a specific project, that person may, for convenience, make a copy for its own office file.
- G. **TRUST ACCOUNTS.** Any money received on behalf of a client of the Company must be deposited in the appropriate bank account immediately, but in no case later than the end of the following working day. Money related to real estate sales transaction must be deposited in the "WOODBURY CORPORATION REAL ESTATE TRUST ACCOUNT." In no case shall Trust Accounts be overdrawn.
- H. **PETTY CASH.** Access to the Petty Cash shall be limited to the Cashier or an alternate person authorized to act in that capacity.
- I. **CHECK POLICY**
 - 1. Subject to the availability of funds in petty cash, a personal check of an employee or sales associate which does not exceed \$20.00 may be cashed by the Cashier.
 - 2. All checks received from anyone must be deposited in the bank not later than the end of the next working day.
 - 3. Although the Company will accept checks in payment of a contract or mortgage, no checks may be cashed by the Cashier without prior approval of Management.
 - 4. The Company may not disburse against any check in excess of \$200.00 unless it has cleared the bank or unless it is a certified or a cashier's check.
- J. **REIMBURSEMENT OF EXPENSES.** Where an employee or sales associate expends personal funds for the Company, related entities, or client matters, application for reimbursement or reasonable expenses may be made by a voucher approved by the department head, and submitted to the Accounting

Department. Advances toward travel will only be made in exceptional circumstances and upon approval of the President or Treasurer.

- K. **NON-COMPETITION.** The Company will not permit employees or sales associates to advertise or offer to the public as agents for another person or entity any properties not listed with the Company or to manage property for a fee outside the Company.
- L. **CONFERENCE ROOMS.** When not otherwise occupied, the conference rooms may be used for business meetings where it is impractical for the meeting to be held at the employee's or sales associate's desk.
- M. **USE OF COMPANY PROPERTY.** Company vehicles, equipment, and tools may be provided for use solely in company business. No employee or associate shall utilize such Company property for personal use unless said employee or associate receives written permission from its supervisor in advance.
- N. **DUES AND LICENSING.** Unless agreed otherwise in the Employment Contract, all licensing fees and Board dues (including state and national association) will be paid by employee or sales associate. Except as otherwise specifically authorized from time to time by Board of Directors, the Company will participate to the extent of one-half of the dues, designation fees and candidate for institutes affiliated with the National Association of Realtors and such other trade associations as may be approved by the Board of Directors. Subject to the prior approval of the Board of Directors, the Company will participate to the extent of one-half of the regular dues, exclusive of luncheons, of civic clubs and Chamber of Commerce.
- O. **EDUCATION, CONVENTIONS.** The Company may encourage appropriate personnel to participate in continuing education or professional designation seminars or classes and to also attend a limited number of Conventions as have first been approved by Management. Unless otherwise agreed between Company and the employee/associate prior to attendance or participation, the Company shall reimburse portions of the costs thereof in accordance with company policy outlined below:
 - 1. **EDUCATIONAL SEMINARS AND COURSES.** Subject to prior management approval, enrollment fees for real estate professional training (and for out-of-state courses, transportation costs and hotel room) will be reimbursed proportional to the percentage of the Company share of earned commissions (in the case of a sales associate) or to the extent of

50% of the cost (in the case of an employee), conditional upon the enrollee obtaining a passing grade or otherwise satisfactorily completing the course. Enrollee will be responsible for meters, tips, parking fees, valet, telephone calls, entertainment, extra-curricular activities, etc. Attendance of spouses or other family members on these occasions will be discouraged so as to be deemed by management essential to the performance of employee function.

2. **CONVENTIONS.** Subject to prior management approval, Company will participate in costs of employee transportation and hotel room for single occupancy to the extent of one-half the cost. The Company will also pay all of an employee's cost for registration. If a spouse or other family members attend, lodging costs beyond single occupancy and any additional transportation costs; related to spouse or family members shall not be reimbursable. Registration and air travel costs should be arranged on a least costly basis by advance planning. Whenever possible, appropriate hotel rooms should be similarly arranged on least costly basis. If the Company has designated a travel coordinator, all travel arrangements shall be made through that coordinator. Meals, tips, parking fees, valet, personal telephone calls, entertainment, extracurricular activities, and other miscellaneous expenses shall not be reimbursable.
3. **LIMITATIONS.** Approval for attendance at educational seminars or conventions shall be subject to the sole discretion of Management. Furthermore, it is recognized that business must continue "without excessive interruption." Accordingly, absence in order to attend conventions and educational courses will generally be limited to a maximum of one educational course and one convention per calendar year per person. The Board of Directors reserves the right to specify the "means of transportation" to out-of-state functions involving Company financial participation in interest of minimizing "work interruptions" and expense.

ACKNOWLEDGMENT

I hereby acknowledge that I have received the Woodbury Corporation Policies and Procedures Manual. I agree to read the Manual and understand that failure to abide by its provisions shall be grounds for termination. I understand that no representative of the Company has any authority to make or enter into any agreement contrary to the Manual, other than in a writing signed by the President and Department Manager.

Date: _____

Signature: _____

Printed Name: _____

ACKNOWLEDGMENT

I have read and agree to comply with the foregoing policies, rules, and conditions governing the prohibition of **sexual harassment and discrimination in the workplace**, and the use of Woodbury Corporation's computer and telecommunications resources and services. I understand that any violation of any of these policies, including the failure to immediately report any conduct by another towards you which violates one or more of the policies, may result in disciplinary action, possible termination, and/or legal action.

Date: _____

Signature: _____

Printed Name: _____

ACKNOWLEDGMENT

I have read and agree to comply with the policies and procedures governing **driver safety**.

I am in one of the following categories:

☐ I never expect to drive my personal vehicle or a company vehicle on company business.

☐ My job involves driving my personal vehicle on company business.

☐ My job involves driving a company vehicle on company business. I understand that violation of any of the driver safety policies, may result in disciplinary action, up to and including termination.

Date: _____

Signature: _____

Printed Name: _____