

AGA's Code of Ethical Business Conduct

The trust and respect of our own employees, our members, other stakeholders and the general public are very important assets. AGA's Code of Conduct has been developed to help ensure that its business is conducted in adherence with high ethical standards and legal principles and sets standards of professionalism and integrity for all employees and operations. AGA's Reporting Fraudulent or Dishonest Conduct and Conflict of Interest policies complement the Employee Code of Conduct and should be read with it. Those policies, along with the Code of Conduct, can be found in v:/AGA Policies and Procedures. Each employee is required to certify compliance with the Code of Conduct annually. The Code of Conduct is published below.

Summary

The following is a summary of AGA's Code of Conduct:

- All employees have the right and responsibility to help ensure that AGA's business is conducted with high ethical standards and legal principles and to promote ethical behavior in the work environment.
- All employees will operate within applicable laws, rules and regulations.
- Discrimination or harassment of any kind will not be tolerated.
- Conflicts of interest must be avoided. (Also see AGA's Conflict of Interest Policy which is posted on the v:/ drive in a folder titled "AGA Policies and Procedures" and in a subfolder titled "Human Resources".)
- Employees are encouraged and supported to report, in confidence, any suspected wrongdoings and to protect and ensure the proper use of the Association's assets. (Also see AGA's Reporting Fraudulent or Dishonest Conduct Policy which is posted on the v:/ drive in a folder titled "AGA Policies and Procedures" and in a subfolder titled "Human Resources".)
- All employees will deal fairly and honestly with AGA members, suppliers, and other employees.
- Employees will maintain the confidentiality of information entrusted to them by AGA or its members except when authorized or otherwise legally obligated to disclose.
- Any employee who violates our Code of Conduct will be subject to disciplinary action which could include termination of employment.

Introduction

Every employee has a right to expect AGA to maintain proper standards of performance. Every employee has a duty to contribute to maintaining these standards by example and a heavier responsibility is borne by those who hold positions that more directly influence policy or practice as they must openly demonstrate leadership in applying ethical business practices.

This AGA Code of Conduct is supported by the AGA Board of Directors and may be revised from time to time. The policy applies to every employee of AGA. The following covers the main areas which employees may encounter.

Compliance with the Law

At all times, it is AGA's policy to comply with the laws, rules and regulations of the District of Columbia, countries, states or other jurisdictions in which we may operate. It is AGA's policy to cooperate fully with relevant public authorities and regulatory bodies as appropriate. Some laws of particular relevance to non-profit associations such as AGA may include:

- Employee Relations: AGA is committed to adhering to the laws, regulations and AGA policies that provide equal opportunity for all persons regardless of race, color, religion, sex, sexual orientation, national origin, age, or disability.
- Improper Gifts and Gratuities: The giving or receiving of gifts or other payment to influence business transactions or governmental process may not be paid to or accepted.
- Political Contributions: Improper political contributions, whether in cash, goods, services, equipment, etc. will not be permitted.
- Antitrust: AGA is committed to full compliance with federal and state antitrust and competition laws and the implementation of its Antitrust Compliance Program.
- Copyright & Trademark: It is against AGA policy to knowingly infringe on the copyright, trademarks, patents or other properly registered intellectual property of others.

All employees have the right and the responsibility to resolve doubts or uncertainties about ethical questions or compliance with the law. To resolve any ethical or legal issue, an employee should first contact his or her supervisor, Human Resources, the General Counsel's Office, or AGA's President.

Employment, Discrimination and Harassment

Taking into account the operational requirements of the business, it is our goal to offer unambiguous and fair terms of employment and to provide employees with appropriate opportunities to develop their skills and progress in their careers.

AGA recognizes the benefits of providing working conditions which promote good health, safety and environmental practices. Employees are encouraged to report immediately any health, safety or environmental concerns to their manager in order to protect the welfare of themselves and their colleagues.

Employees are encouraged to read and adhere to the Employee Practices Section of the AGA Policies and Procedures Handbook and to recognize their duty to act in a

responsible manner in the workplace, having due regard for the health, safety and general welfare of their colleagues.

Conflict of Interest

The underlying principle of “conflict of interest” is that employees should avoid any outside business or activity that conflicts with AGA’s interests or that interferes with their ability to discharge their duties to AGA fully and faithfully.

As representatives of AGA, employees are obligated to place the interest of AGA, in any transaction involving AGA, ahead of any personal interest or personal gain, and to disclose in writing all facts in any situation where a potential conflict of interest may arise.

Employees are expected to seek clarification of and discuss any questions about potential conflict of interest in accord with AGA’s Conflict of Interest Policy.

Reporting Fraudulent or Dishonest Conduct

All members of the AGA community, including employees and members, are encouraged to report possible fraudulent or dishonest conduct. A full description of what and how possible violations may be reported and employee protections is included in AGA’s Reporting Fraudulent or Dishonest Conduct Policy (posted on the v:/ drive in a folder titled “AGA Policies and Procedures” and in a subfolder titled “Human Resources”).

Fair Dealing and Honesty

Nothing is to be gained through misrepresentation, exaggerated claims or other forms of false advertising or communications. Members and other stakeholders should be given factual information and treated fairly, honestly and in accordance with any appropriate terms.

Involvement in the Community

AGA aims to be a responsible partner within the local communities in which it operates through the support of community initiatives and local charities. Each employee is encouraged to address the needs of their local community as they arise through programs developed with their managers and the Human Resources Department.

AGA Property and Information

Employees are expected to protect and maintain confidentiality regarding AGA’s property including cash, equipment, records, intellectual property and employee and member information.

Reporting Ethics Violations

AGA's Code of Conduct cannot cover every circumstance where employees may need to consider their conduct. Ethical responsibilities may also go beyond the specific situations described in this Policy. If you have questions or concerns about compliance with the subjects described in this policy, or are unsure about what is the "right thing" to do, we strongly encourage you to first talk with your manager or the Human Resources Department. If you are uncomfortable with either of those options, report the matter under the reporting process provided in AGA's Reporting Fraudulent or Dishonest Conduct Policy.

Certifying Compliance

Each employee is required to certify compliance with the Code of Conduct. The certification of compliance is made at the commencement of employment and annually by the employee signing a written acknowledgement and returning it to Human Resources.

Adopted 11/7/2007

AMERICAN GAS ASSOCIATION

Employee Code of Conduct

Instructions: Please read, sign where indicated and return to Theresa Thoman.

To: Human Resources

I have read and am familiar with the American Gas Association's Employee Code of Conduct. I understand and acknowledge that it is my continuing responsibility to help ensure that all AGA business is conducted in adherence with high ethical standards and legal principles as set out in the Employee Code of Conduct.

Signature of Employee

Print Name

Date Signed