
Corporate Code of Business Conduct and Ethics



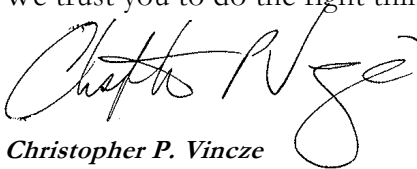
A MESSAGE FROM OUR CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Honesty and integrity are paramount values at TRC. Our commitment to strict ethical standards has contributed, in a very direct way, to the professionalism and reputation of our Company. Over the years, we have emphasized that every employee is expected to act in accordance with the highest standards of ethics.

We have established this Corporate Code of Business Conduct and Ethics to help us operate our business in a manner consistent with our ethical values. We encourage you to read the Code thoroughly, to understand its application to your role at TRC and, most importantly, to adhere to its standards of behavior.

The Code provides us with a brief description of our principal obligations and offers direction concerning how we conduct our business. No rule book can cover all possible situations, nor can it foresee changes in our industry, society, or the regulatory environment. Nevertheless, we think the standards set forth in the Code offer a sound foundation, and you are always urged to seek advice whenever a situation presents questions or doesn't feel right to you.

We trust you to do the right thing.

A handwritten signature in black ink, reading "Christopher Vincze". The signature is fluid and cursive, with the first name "Christopher" written in a larger, more prominent script than the last name "Vincze".

Christopher P. Vincze

Chairman and Chief Executive Officer

GUIDING PRINCIPLE: FOLLOW THE LAW AND AVOID THE APPEARANCE OF IMPROPRIETY

The Company and all its personnel will act in accordance with all applicable laws and regulations and will maintain the highest standards of ethical conduct in our business relationships.

Unlawful, improper, or unethical conduct, or the appearance of impropriety by any employee, is unacceptable and may be grounds for immediate termination. Under some circumstances, unlawful conduct can result in criminal charges.

If you are aware of a potential violation, you have a duty to report it to the Company, and may do so anonymously. Refer to “Reporting Possible Violations,” for further guidance on satisfying your reporting obligations.

1. Deal Fairly with All Our Constituents

We must endeavor to deal fairly with all of our customers, suppliers, competitors, and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, or any other unfair practice.

2. Ensure That Records and Public Statements and Filings Are Complete, Fair, Timely and Accurate

All records shall be maintained in such a way as to fully and accurately reflect all accounting issues. Every public filing, press release, statement, and communication by the Company must fully, clearly, and accurately convey information concerning the Company.

3. Avoid Anti-Competitive Conduct

The law promotes fair and open competition and prohibits agreements and practices that restrain competition. Illegal anti-competitive behavior includes fixing prices with

competitors and reaching agreements with competitors about the contracts and projects for which we compete. In addition, it may be illegal to receive a competitor's confidential bid or proposal information, including prices, costs, or profits; contract terms or conditions; market share; decisions to bid or not bid; or other aspects of competition.

Do not discuss or otherwise share competitive market information with competitors.

4. Use Caution When Trading In Stock

Never buy or sell a company's stock or other securities while you are aware of material non-public information (inside information) about that company as detailed in TRC's Policy Regarding Insider Trading and Stock Tipping. Never suggest that anyone else trade in the securities of a company while you are aware of inside information about that company. Never provide inside information to anyone outside of the Company. When in doubt, contact TRC's Legal Department.

5. Follow The Law When Engaging In Political and Lobbying Activities and When Making Contributions

A. Political Contributions.

We are all are free to engage in the political process. Corporate funds, goods, staff time, equipment, Company brand, business titles, services, and other Company resources may be used to advance the cause of any candidate for office or political party only as expressly allowed by applicable law and with the approval of the CEO and the Chief Risk Officer ("CRO").

Additionally, various states have "pay-to-play" rules that prevent businesses from receiving government contracts if certain executives and employees have made campaign

contributions to, or raised money for, certain candidates above prescribed limits.

If you are a Director or Officer (Vice President level or above), you must follow the Company's Policy concerning Political Contributions by Officers. In the event that you have any questions or are an Officer or Director and have not yet received the Policy, please contact the CRO.

B. Lobbying

TRC may periodically engage in lobbying activities that are intended to influence governmental policies and actions. Lobbying activities conducted on behalf of TRC must be approved in advance and coordinated with the CRO. Lobbying activities may be conducted only by authorized employees and consultants. Authorized employees and consultants must register where required, track important lobbying-related information, prepare and file reports, and provide relevant information when requested to ensure compliance with TRC's reporting obligations.

The CRO must approve in advance TRC's membership in any trade association that engages in lobbying activities; however, employees are not required to seek approval for their individual memberships in trade associations such as the National Society of Professional Engineers.

6. Do Not Offer or Accept Bribes or Gratuities

Bribery and corruption undermine personal and corporate integrity and are illegal. The offering of or acceptance of any payment, gift or favor involving anything of value to influence or reward a decision by or for TRC is strictly prohibited. This prohibition applies to all clients, whether governmental or commercial, and whether domestic or foreign. Any such payment to foreign political parties, officials or candidates for the purpose of influencing an official action is a crime. You must receive advance

written approval from the Legal Department before providing food, beverages, travel expenses, event tickets, or any other thing of value to any government official or employee.

If commercial clients or government agencies have policies or laws relating to entertaining, gifts or other business courtesies, they must be respected. Additionally, TRC employees, officers, directors, or family members, are prohibited from offering, accepting, or receiving a gift or entertainment from a client if it:

- Is in cash,
- Is not consistent with customary business practices,
- Is extravagant in value,
- Can be construed as a kickback, bribe or payoff in violation of any law, including a bribe to a government official in violation of the U.S. Foreign Corrupt Practices Act and the UK Bribery Act,
- Violates any other laws or regulations, or
- Could cause embarrassment to or discredit our Company if disclosed.

Please discuss with your supervisor or the Legal Department any gifts or proposed gifts that you are not certain are appropriate.

7. Track and Charge Your Time Accurately

TRC charges for consulting services on an hourly basis. Each employee must strictly adhere to accurate and conscientious

time keeping. Falsification of timesheets is grounds for disciplinary action, including termination. In certain circumstances such actions may be a crime.

8. Avoid Conflicts of Interest

A conflict of interest occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. Before engaging in any outside employment, whether paid or unpaid, you must obtain the written approval of your supervisor. Under no circumstance should you assist, advise or work with or for any competitor, customer, or supplier of TRC. A prohibited conflict of interest arises when you or a member of your family receives an improper personal benefit as a result of your position with TRC. Also, you may not (i) take for yourself personally opportunities that are discovered through the use of Company property, information or position; (ii) use Company property, information or position for personal gain; or (iii) compete with the Company. If you know of a conflict or possible conflict, promptly disclose the situation in writing to your supervisor. If you have a question, contact the Ethics Officer (Refer to "Reporting Possible Violations"). Officers and directors should report their concerns to the CRO.

9. Protect Company and Client Confidential Information

The confidential and proprietary information of TRC and its customers is extremely valuable. These items include, but are not limited to, among other things, proposals, work plans, reports, drawings, financial and salary information, marketing plans, client lists, technical papers not yet published, internal Company memoranda, and employee lists (collectively, "Information"). You must not use any such Information for your own benefit or provide it to

anyone outside the Company who is not authorized to receive it. This Information is to be protected regardless of whether it is in writing, in an email or in electronic form or not reduced to writing.

Our clients expect that TRC will maintain the privacy of their Information. Unauthorized dissemination of Information about a client, or project may be a breach of contract and can result in criminal charges.

The following guidelines will assist you in complying with the above policy:

- Do not discuss a client's affairs with other clients or third parties unless TRC is specifically authorized in writing to do so.
- Do not disclose a client's confidential Information to a client's employees who are not authorized to receive it.
- Do not discuss the confidential affairs of clients or of TRC in public places or at social gatherings where conversations may be overheard.
- If anyone, including another company, an individual, or the news media, makes an inquiry about services that have been performed by TRC, refer the inquiry to MARCOM, your manager, or the Legal Department.
- You must follow and abide by the terms of any confidentiality provisions in project contracts and non-disclosure agreements.
- If you receive legal process (e.g., summons, subpoena) compelling disclosure of confidential information, notify your manager and the Legal Department.
- If you change jobs, you may not take any TRC or client confidential Information with you. Similarly, the Company expects that employees joining TRC will not

bring any confidential Information related to their prior employment with them.

- Never trade in securities or advise others to do so on the basis of confidential information.

10. Respect of Company Assets and Property

You are responsible for the safeguarding and proper use of all TRC property and assets you access. You should protect TRC property from loss, damage, misuse and theft, whenever possible. Any use of Company property and assets should be for Company business purposes only. These obligations apply to both tangible and intangible assets, including TRC information systems. When using Company information systems, you must comply with all applicable TRC IT policies and applicable laws.

Failure to comply with Company policy may result in disciplinary action up to, and including, termination. The Company may take legal action in cases of theft, embezzlement or other unlawful behavior.

11. Create and Retain Company Records in Accordance with Company Policy

Accurate and complete records are an important part of the operation of the Company. Records should be created and retained in accordance with our Records Retention Policy and our client's instructions. Occasionally, legal or contractual requirements may dictate different requirements, and you should consult with your manager or the Legal Department with questions.

12. Create a Positive Work Environment

TRC's most valuable asset is the talented team of individuals that make up its workforce. The Company strives to ensure a positive work environment that will allow each employee to develop to his or her full potential.

We all must abide by federal, state, and local employment laws, as well as TRC human resources guidelines, to protect this positive and respectful work environment.

TRC will not tolerate any type of: (1) discrimination (including, but not limited to, age, race, gender, and sexual orientation); (2) harassment; or (3) retaliation against individuals who oppose discrimination, harassment, or other illegal or unethical conduct. We all must comply with Company policies in this area. Failure to follow the law and Company guidelines may result in discipline, including discharge, and in certain circumstances may expose you to civil liability and criminal prosecution.

13. Respond Properly to Government Inquiries

Businesses face ever-increasing involvement in their operations by federal, state, and local government regulators, investigators, auditors, and law enforcement officials. We are committed to properly responding to inquiries by governmental officials and ensuring that those knowledgeable about the particular topic of inquiry respond. Therefore, all governmental inquiries, other than routine inquiries in the ordinary course of providing client services, should be referred to the Legal Department, which will be responsible for coordinating a response. Employees with regular contact with governmental officials as part of their regular duties should continue to handle routine inquiries as part of their jobs but should refer unusual or atypical requests or inquiries pursuant to this policy.

14. Bid and Perform Government Contracts Properly

TRC regularly provides services to government clients at the federal, state and local levels. Detailed laws and procedures regulate every stage of government contract work. We must comply with the laws and regulations

governing our work and observe government security requirements and procedures.

All reports and communications with the government must be completely truthful and accurate. All requests for payment must be verified for accuracy prior to submission to the government.

15. Privacy of Our Employees

To the extent permitted under applicable law and Company policies, TRC reserves the right to monitor its digital assets and users, including inspection of Company communications and data transfers. TRC monitors to promote safety, prevent criminal activity, investigate security violations and misconduct, to protect the privacy of our clients or for other business-related reasons.

While TRC allows for limited personal use, you should not have expectations of privacy when utilizing TRC facilities, voicemail, digital assets that transmit and store information, or any form of business interaction. Such information is accessible to TRC without the need of passwords, even if it has been deleted by a user or sits within a locked area. Limited personal use must comply with all policies and this Code.

16. Social Media

Social media is of growing importance in the marketplace. It enables us to learn from and share information with our clients and stakeholders, as well as communicate with the public about our Company. In addition to following all Company policies, when using social media, you should always think about the effect of statements that you make on professional and personal social media platforms. Keep in mind that these transmissions are permanent and easily transferable and can affect our Company's reputation and

relationships with co-workers and customers. You must make it clear that you are speaking for yourself and not on behalf of TRC. If you publish content to any web site outside of TRC and it has something to do with work you do, or subjects associated with TRC, use a disclaimer.

Your employment-related postings on internet sites and social media sites including, but not limited to, Facebook, Twitter, or LinkedIn may include the fact that you work for TRC, your job title, a high-level job description (e.g., no specific project or financial details) and your general office location. Be mindful not to disclose confidential and/or proprietary information about our business, suppliers, or clients. Please contact the Legal Department to get further information.

REPORTING POSSIBLE VIOLATIONS

The Company has a specially designated individual to help employees with ethics issues, the Ethics Officer. We also have a telephone hotline and on-line reporting process.

Promptly report any concerns about possible violations of this Code by any employee, supplier or client. Reports may be anonymous, though we encourage employees to include as much information as possible so that we can conduct an appropriate and effective investigation. No retaliation will be taken against anyone for reporting or supplying information about a valid policy concern. You should also cooperate with any investigation into matters covered by this Code.

Managers play an important role in the reporting process and must create an environment in which employees are encouraged to raise concerns related to this Code. Managers should ensure that all reports are handled expeditiously and discretely.

Officers and directors should report possible violations to the CRO.

A violation of this Code can result in disciplinary action against the employee involved in the violation and could lead to discharge. The Company may also be obligated to bring known violations of law to the attention of appropriate enforcement authorities.

ADMINISTRATION

No code, including this one, can cover all situations. Similarly, exceptional circumstances may occur which do not fit neatly within the guidelines of the Code or where strict application of the Code may not produce a fair result. Overall administration of the Code including its interpretation, amendment and, where appropriate, waiver is under the authority of the Audit Committee of TRC's Board of Directors. The Committee has delegated authority for interpretation and waiver with respect to employees to the Ethics Officer and CRO. Any waiver of the Code for executive officers or directors of the Company may only be made by the Board of Directors.

ANNUAL REVIEW STATEMENT

Each TRC employee will be asked to read this Code and to acknowledge periodically thereafter that he or she understands its requirements and agrees to comply with them.

Version Control

Version	Date	Author	Rational
1.0	2004	Legal	General Release
1.10	6/25/2020	Legal	Modified language