

Anti-Corruption Legal Compliance Guide

US Edition



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TO EMPLOYEES FROM DOUG HAMMOND, CEO

NFP maintains an unwavering commitment to honest and ethical behavior in the manner in which we do business. A reputation for ethical conduct is an important corporate asset and must be a part of our everyday work life. We're committed to compliance with the US Foreign Corrupt Practices Act and the anti-bribery laws found in each state within the US. We're also committed to complying with the anti-bribery laws of countries in which we do business, such as the UK Bribery Act. Even where the laws may be permissive, NFP chooses to maintain the highest integrity and a reputation for scrupulous dealings.

The Anti-Corruption Policy prohibits anyone from making improper payments on behalf of NFP. The policy requires our principals, regional leaders, managers, employees and third parties to act on the company's behalf to strive for complete adherence to this policy.

Our Legal Department created this Anti-Corruption Legal Compliance Guide to familiarize you with the anti-corruption laws that apply to our business and the policies we've implemented to comply with such laws. I urge you to read and understand the information in this guide so that you're prepared to recognize the warning signs of possible corrupt behavior by others and the business activities that may need legal review or prior approval by a supervisor. You're strongly encouraged to seek advice from the Legal Department if you're uncertain about whether any activity would be a potential violation of the policy.



ANTI-CORRUPTION POLICY

It's the policy of NFP that directors, officers, employees and third parties acting on NFP's behalf are prohibited from making or receiving any "improper payments." An improper payment means receiving or paying a bribe or giving, offering or promising to give money or anything else of value to any person, to improperly influence any act or decision of a person, or to otherwise gain an improper benefit for the company.

Directors, officers, employees and third parties acting on behalf of the company providing or receiving third-party gifts and entertainment in their corporate capacities are expected to exercise good judgment in each case, taking into account the circumstances, including the character of the gift or entertainment, its purpose, its appearance, the positions of the persons providing and receiving the gift or entertainment, the business context, reciprocity, and applicable laws and social norms.

Gifts and entertainment must not be intended to create an improper advantage for the company. All expenditures for gifts and entertainment provided by the company must be accurately recorded in the books and records of the company. In some cases, prior approval is required.

Please review and have an understanding of the full Anti-Corruption Policy, which may be found in the PeopleFirst Portal under the my company tab inside the main menu.

POTENTIALLY SENSITIVE AREAS

Certain activities are likely to involve the potential for anti-corruption compliance risk. These activities are summarized below. Employees engaging in any of these activities should be aware that NFP has certain requirements that must be followed. In addition, employees should be alert to warning signs of potentially improper activities and consult with the Legal Department in advance if there's any question. Be aware that even interactions with government officials that seem innocent and harmless may have the potential to create serious liability for the company and for individual employees.

Gifts, Entertainment and Hosting of Government Officials

It's acceptable under the anti-corruption laws to have reasonable, customary interactions with government officials in the form of gifts, entertainment and hosting of business meetings. However, any proposal to provide a gift to a foreign government official, pay for a meal or entertainment for a foreign government official, or pay for a foreign government official's travel, transportation or hotel expenses is subject to the approval and endorsement requirements in the NFP Anti-Corruption Policy.

Each state and local government also has laws pertaining to anti-corruption. The laws of a local government official's jurisdiction will, in many cases, contain provisions that govern the payment or reimbursement of expenses incurred by the official. Even where the local laws permit the company to pay an official's expenses, there may be legal requirements applicable to the handling, accounting and reporting of such payments. Those local laws must be considered when planning company-paid gifts, entertainment or travel for a local government official.

The following are some examples of interactions in the category of gifts, meals and entertainment that should be carefully reviewed in advance:

- The company plans to pay for an official to attend a training program or industry conference in another state or country.
- A company employee plans to invite a government official and their spouse to a sporting event or a dinner.
- A third-party intermediary wants to provide a gift to a government official with whom the third party has regular dealings.
- Requests are made from a third party for NFP to make payments (or portion of a payment) on behalf of the third party to someone else.
- Requests are made for employment either on the third-party intermediary's own behalf or on behalf of another.
- A person with whom NFP is dealing has a reputation for receiving questionable payments.
- A demand or strong suggestion is made that a particular local representative should be retained for any purpose.
- A non-governmental person with whom NFP is dealing has a known family or other significant relationship with government officials.
- A proposed agent or representative has little or no expertise or experience in the area (whether geographic, professional or otherwise) in which it will represent NFP.
- A potential governmental customer requests an unusual credit or rebate with or from NFP in return for its business.

POTENTIALLY SENSITIVE AREAS, CONTINUED

Gifts, Entertainment and Hosting of Commercial Parties

It's also acceptable under the local anti-corruption laws to have reasonable and customary interactions with commercial parties in the form of gifts, entertainment and hosting business meetings. However, there are areas involving commercial transactions that have the potential to violate federal or state laws. All such activities by company employees are subject to the requirements in the NFP Anti-Corruption Policy.

The following are some examples of interactions with commercial parties concerning gifts, meals and entertainment that should be carefully reviewed in advance:

- The company plans to pay for overnight accommodations for a prospective customer.
- A business partner requests reimbursement of travel expenses for himself and his family.
- An employee plans to provide unusual or costly entertainment.
- A business partner is invited to travel on company-owned or company-chartered aircraft.
- Requests or suggestions are made that NFP make a charitable donation to a particular charity.
- A request is made for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments, or for payments to be made to a third party, to a foreign bank account, or in cash or otherwise untraceable funds.
- A proposed agent or representative requests an unusually high commission.

Agents, Third-Party Service Providers and Intermediaries

Under some circumstances, a company or a person may be liable for a payment made by a third party acting as an agent, intermediary, or otherwise on behalf of the company, such as a consultant, contractor or joint venture participant acting on the company's behalf, in dealing with a government official, even if the company or person didn't actually know the payment would be made. For example, some anti-corruption laws may impose liability on the company for a payment made by a contractor acting on the company's behalf merely based on a company employee's awareness of facts that indicate a "high probability" that the contractor will pass through all or part of a payment to a government official for an improper purpose. Failure to act when such warning signs are present may be interpreted as "willful blindness."

Warning signs or "red flags" may indicate that further investigation is warranted when selecting or working with a third party. The following are some examples:

- The transaction concerns a country with a reputation for corruption.
- A reference check reveals the third party's reputation for unethical behavior.
- The third party is suggested or recommended by a government official, particularly one with discretionary authority over the business at issue.
- The third party objects to anti-corruption representations and warranties in agreements with the company.
- The third party has a close personal or family relationship, or a business relationship, with a government official or relative of an official.
- The third party requests unusual contract terms or payment arrangements, such as payment in cash, payment in another country's currency or payment in a third country.
- Due diligence reveals that the third party is a shell company or has some other unusual corporate structure.
- The only qualification the third party brings to the venture is real or apparent influence over government officials.
- The third party requires that their identity or, if the third party is a company, the identity of the company's owners, principals or employees not be disclosed.
- The third party's commission or fee is excessive or includes unexplained amounts.
- The NFP Anti-Corruption Policy has a procedure for interacting with third-party intermediaries involving foreign governments or officials. However, employees should be mindful of the same warning signs as pertain to local government officials.

CHARITABLE CONTRIBUTIONS

NFP actively supports various charitable and educational causes as a matter of good corporate citizenship. In some cases, the recipients may be individuals, and in other cases, contributions may be made to charitable organizations which are supported or sponsored by local government officials. It's important to exercise care in selecting reputable charitable organizations and recipients and to gain assurance that the funds will be used for the purpose intended and won't improperly benefit a government official or an individual personally who's in a position to make decisions on behalf of their employer. The NFP Anti-Corruption Policy provides a method for obtaining approval for charitable contributions over certain thresholds.

Due diligence steps for local charities may include:

- Gathering information about corporate status, such as not-for-profit, and any local legal requirements for such entities.
- Identifying shareholders, directors and officers.
- Assessing any relationship with a government official or individual who is a decision maker for their employer.
- Requiring strong anti-corruption commitments.
- Gathering references on reputation and performance.
- Verifying that the charity has proper governance and accountability systems.
- Requiring a budget for the use of the contribution or grant.
- Following up on unusual circumstances or warning signs.

Some examples of proposals for charitable contributions that should be reviewed with the Legal Department are set out below:

- The company is asked to sponsor a major sporting event overseen by the local government.
- After approving a contribution to a specific charity, the company is asked to make payment to a different entity.



ANTI-CORRUPTION POLICY OVERVIEW

Policy	Dollar Limits	Prior Approval A/C Compliance	Prior Approval by Supervisor	Notes
Business pursuits with foreign government officials or entities		Yes		
RFP with foreign government officials or entities		Yes		Inform A/C Compliance; proposal must be in writing and approved by A/C Compliance; complete form "Foreign Government-Related Business Pursuits."
Agreements with foreign governments of entities		Yes		Must be in writing with appropriate anti-corruption language and be approved by A/C Compliance.
Providing gifts to foreign officials	\$50	Above \$50		Use form "Gifts, Meals and Entertainment for Government Officials."
Providing meals and entertainment to foreign officials	\$50	Above \$50		Must have legitimate business purpose; recorded in Company's books and records; below \$50 must be reported on form "Gifts, Meals and Entertainment for Government Officials." Above \$50 use same form for prior approval.
Travel and lodging involving foreign officials	\$50	Above \$50		Below \$50, travel and lodging must be reported on form "Gifts, Meals and Entertainment for Government Officials." Above \$50 use same form for prior approval.
Due diligence process for third-party intermediaries		Yes		Submit to A/C Compliance the form "Request for Due Diligence on Candidate." Provide the TPI the "Candidate Questionnaire" to complete and submit to A/C Compliance, which will accept or reject TPI. TPIs must be re-screened biannually.
Engagement with third-party intermediaries		Yes		Written agreement is required and must contain proper anti-corruption language found in "Template Anti-Corruption Clauses for Service Agreements." Contracts must have term of three years or less and no automatic renewal. Legal must draft or approve written agreement. TPI must sign annual certification that it understands our anti-corruption policies.
Payments to third-party intermediaries	10% - 15%	Yes		Commissions between 10% and 15% of relevant revenue must be approved in writing by A/C Compliance. If the TPI is associated with, or expected to market to, government entities, A/C Compliance must also approve in writing. The company will not approve commissions greater than 15%.
Business pursuits involving local government officials and entities			Yes	Submit quarterly report to A/C Compliance regarding clients that are local governments (i.e., municipalities, school districts) on form "Business Pursuits with Local Government Officials."

Policy	Dollar Limits	Prior Approval A/C Compliance	Prior Approval by Supervisor	Notes
Providing gifts to local government officials	\$50		Above \$50	Gifts must be reasonable, directly related to a legitimate business purpose and in compliance with local laws. Contact A/C Compliance if unfamiliar with local laws.
Providing meals and entertainment to local government officials	\$50		Above \$50	Meeting or entertainment must have legitimate business purpose and the meal or entertainment must be permissible under local law.
Commercial bribery: gifts	Please see NFP's Travel & Expense Policy		Please see NFP's Travel & Expense Policy	Gifts have not been given to the recipient frequently; permissible under rules of recipient's employer; reasonable, tasteful; no cash or securities gifts; not during a period in which a bid was submitted and as the award of the contract.
Commercial bribery: meals and entertainment	Please see NFP's Travel & Expense Policy		Please see NFP's Travel & Expense Policy	Directly related to legitimate business purpose.
Charitable donations	\$1,500		By business line leader or principal	Deviations from \$1,500 limit or aggregate charitable contribution by an office outside of budget must be approved by NFP's Firm Operating Committee and A/C Compliance. Not permitted for improper influence or favorable treatment.
Political contributions		Yes, by the CEC		Doesn't apply to personal contributions.
Training				Onboarding training and annual training required. Additional A/C training may be required for certain employees.
Book and records				No "off-the-books" unrecorded or undisclosed fund, accurate reflection of all payments and expenditures, etc.
Document retention				Seven years for records related to these procedures (TPI due diligence, training certificates, payments, approvals, etc.).
Extortion or safety payments				Contact legal for advice if a demand for payments is made.
Reporting suspected corruption				EthicsPoint Hotline; Legal Department; Human Resources Department.
Investigation				Consistent with Code of Conduct and NFP Employee handbook.

OPEN DOOR PROCEDURES

NFP strongly supports open door communications procedures, and we encourage all employees to ask questions, voice concerns and make appropriate suggestions regarding the best practices of the company. We've established an anonymous EthicsPoint Hotline for reporting issues or concerns, which can be access by calling 855.296.9085 or by logging onto nfp.alertline.com/gcs/welcome.

Employees are encouraged to report violations through various channels without fear of retaliation. All employees should discuss compliance concerns with their supervisor, and if the matter isn't properly addressed at the supervisor level, employees are encouraged to request further review through a higher level of management or the Legal Department.



APPENDIX: RELEVANT LAWS: THE US FOREIGN CORRUPT PRACTICES ACT (FCPA)

Anti-Bribery Prohibitions

The FCPA is a US criminal statute that prohibits improper payments to, or other improper transactions with, non-US officials to influence the performance of their official duties. In general, the anti-bribery provisions of the FCPA prohibit giving, paying, promising, offering or authorizing the payment of anything of value, directly or indirectly through a third party, to any “foreign official” – a term that’s very broadly defined – to obtain or keep business or to secure some other improper advantage.

Accounting and Recordkeeping Requirements

In addition to prohibiting bribery, the FCPA requires US companies and their majority-owned affiliates to maintain adequate internal controls and to keep accurate and complete records of the transactions they undertake. The FCPA also requires those companies to make good-faith efforts to cause the ventures in which they own minority interests to keep such records and maintain proper internal controls.

Jurisdiction

The FCPA applies to US persons and business entities anywhere in the world, to “issuers” of securities regulated by the US Securities and Exchange Commission, and to any person, whether a US person or not, who takes an action in the US in furtherance of a prohibited payment. US nationals and residents remain subject to the FCPA regardless of where they’re located.

Penalties

The FCPA has both criminal and civil penalties, and is aggressively enforced by the US Department of Justice and the Securities and Exchange Commission.

Criminal penalties for willful violations of the books and records provisions by an individual include fines up to \$5 million per violation or imprisonment up to 20 years, or both. Companies may be fined up to \$25 million per violation.

For a violation of the anti-bribery provisions, an individual may be fined up to \$250,000 or imprisoned for up to five years, or both. Companies may be fined up to \$2 million per violation. Under alternative sentencing provisions, those penalties can be increased significantly.

A company can suffer serious consequences even if it’s not convicted — mere indictment under the FCPA may trigger significant sanctions, such as debarment from government contracts. Also, FCPA prosecutions often include charges of other criminal violations, such as mail and wire fraud, money laundering and conspiracy, and may lead to civil claims against the company.

FCPA violations, moreover, can trigger investigations by non-US governments, with the risk of penalties under local laws and loss of goodwill.

APPENDIX: RELEVANT LAWS: STATE COMMERCIAL BRIBERY LAWS

State	Statute	Text	Highest Level of Offense
Alabama	Ala. Code Ann §13A-11-120	(a) A person commits the crime of commercial bribery if he: (1) Confers, or agrees or offers to confer, any benefit upon any employee or agent without the consent of the latter's employer or principal, with intent to improperly influence his conduct in relation to his employer's or principal's affairs; or (2) Confers, or agrees or offers to confer, any benefit upon any fiduciary without the consent of the latter's beneficiary, with intent to improperly influence him to act or conduct himself contrary to his fiduciary obligation.	Class A Misdemeanor
Alaska	Alaska Stat Ann § 11.46.670	(a) A person commits the crime of commercial bribery if, knowing that another is subject to a duty described in AS 11.46.660(a) and with intent to influence the other to violate that duty, the person confers, offers to confer, or agrees to confer a benefit on the other.	Class C Felony
Arizona	Ariz. Rev Stat Ann § 13-2605	A. A person commits commercial bribery if: 1. Such person confers any benefit on an employee without the consent of such employee's employer, corruptly intending that such benefit will influence the conduct of the employee in relation to the employer's commercial affairs, and the conduct of the employee causes economic loss to the employer. 2. While an employee of an employer such employee accepts any benefit from another person, corruptly intending that such benefit will influence his conduct in relation to the employer's commercial affairs, and such conduct causes economic loss to the employer or principal. B. Commercial bribery is a class 5 felony if the value of the benefit is more than \$1,000. Commercial bribery is a class 6 felony if the value of the benefit is not more than \$1,000 but not less than \$100. Commercial bribery is a class 1 misdemeanor if the value of the benefit is less than \$100. C. This section shall not be construed to prohibit a person from recruiting an employee of another employer unless, pursuant to an agreement between such person and the employee that such employee engage in conduct which will cause economic loss to his employer, such employee engages in conduct while an employee of his original employer and such conduct causes economic loss to the employer.	Class 5 Felony
Arkansas	Ark. Code Ann § 4-75-208	(a) The secret payment or allowance of rebates, refunds, commissions or unearned discounts is an unfair trade practice, whether in the form of money or otherwise or secretly extending to certain purchasers special services or privileges not extended to all purchasers purchasing upon like terms and conditions to the injury of a competitor and where the payment or allowance tends to destroy competition.	Class A Misdemeanor

State	Statute	Text	Highest Level of Offense
California	Cal. Penal Code § 641.3	<p>(a) Any employee who solicits, accepts or agrees to accept money or anything of value from a person other than his or her employer, other than in trust for the employer, corruptly and without the knowledge or consent of the employer, in return for using or agreeing to use his or her position for the benefit of that other person, and any person who offers or gives an employee money or anything of value under those circumstances, is guilty of commercial bribery.</p> <p>(b) This section doesn't apply where the amount of money or monetary worth of the thing of value is \$250 or less.</p> <p>(c) Commercial bribery is punishable by imprisonment in the county jail for not more than one year if the amount of the bribe is \$1,000 or less, or by imprisonment in the county jail, or in the state prison for 16 months, or two or three years if the amount of the bribe exceeds \$1,000.</p>	Felony: Imprisonment in the county jail or in the state prison for 16 months, or two or three years if the amount of the bribe exceeds \$1,000.
Colorado	Colo. Rev Stat § 18-5-401	<p>(1) A person commits a class 6 felony if he solicits, accepts or agrees to accept any benefit as consideration for knowingly violating or agreeing to violate a duty of fidelity to which he is subject as: (a) agent or employee; or (b) trustee, guardian or other fiduciary; or (c) lawyer, physician, accountant, appraiser or other professional adviser; or (d) officer, director, partner, manager or other participant in the direction of the affairs of an incorporated or unincorporated association. (2) A person who holds himself out to the public as being engaged in the business of making disinterested selection, appraisal or criticism of commodities, property or services commits a class 6 felony if he knowingly solicits, accepts or agrees to accept any benefit to alter, modify or change his selection, appraisal or criticism. (3) A person commits a class 6 felony if he confers or offers or agrees to confer any benefit the acceptance of which would be a felony under subsections (1) and (2) of this section.</p>	Class 6 Felony
Connecticut	Conn. Gen Stat § 53a-160	<p>(a) A person is guilty of commercial bribery when he confers or agrees to confer any benefit upon any employee, agent or fiduciary without the consent of the latter's employer or principal, with intent to influence his conduct in relation to his employer's or principal's affairs.</p>	Class D Felony
Delaware	11 Del. Code Ann § 881	<p>A person is guilty of bribing when:</p> <p>(1) The person offers, confers or agrees to confer any benefit upon any employee, agent or fiduciary without the consent of the latter's employer or principal, with intent to influence the latter to take some action with regard to the latter's employer's or principal's affairs which would not be warranted upon reasonable consideration of the factors which that person should have taken into account; or (2) The person offers, confers or agrees to confer any benefit upon duly appointed representative of a labor organization or duly appointed trustee or representative of an employee welfare trust fund, with intent to influence the latter in respect to any of that person's acts, decisions or duties as a representative or trustee</p>	Misdemeanor

State	Statute	Text	Highest Level of Offense
Florida	Fla. Stat § 838.16	(1) A person commits the crime of commercial bribery if, knowing that another is subject to a duty described in § 838.15(1) and with intent to influence the other person to violate that duty, the person confers, offers to confer or agrees to confer a benefit on the other. Note: Florida's commercial bribe receiving statute, at Fla Stat § 838.15, was invalidated by the Florida Supreme Court in Roque v State, 664 S2d 928, 930 (Fla 1995).	Third Degree Felony
Georgia	No general statute	[Limited to sports-related bribery.]	N/A
Hawaii	Haw. Rev Stat § 708-880	(1) A person commits the offense of commercial bribery if: (a) He confers or offers or agrees to confer, directly or indirectly, any benefit upon: (i) An agent with intent to influence the agent to act contrary to a duty to which, as an agent, he is subject; or (ii) An appraiser with intent to influence the appraiser in his selection, appraisal or criticism; or (b) Being an agent, appraiser or agent in charge of employment, he solicits, accepts or agrees to accept, directly or indirectly, any benefit from another person with intent: (i) In the case of an agent, that he will thereby be influenced to act contrary to a duty to which, as an agent, he is subject; or (ii) In the case of an appraiser, that he will thereby be influenced in his selection, appraisal or criticism; or (iii) In the case of an agent in charge of employment, that he will thereby be influenced in the exercise of his discretion or power with respect to hiring someone, or retaining someone in employment, or discharging or suspending someone from employment. (3) Commercial bribery is a misdemeanor, except in the event that the value of the benefit referred to in subsection (1) exceeds \$1,000, in which case commercial bribery shall be a class C felony.	Class C Felony
Idaho	None		N/A

State	Statute	Text	Highest Level of Offense
Illinois	Ill Rev Stat ch 720, § 5/29A	<p>Sec. 29A-1. A person commits commercial bribery when he confers or offers or agrees to confer any benefit upon any employee, agent or fiduciary without the consent of the latter's employer or principal, with intent to influence his conduct in relation to his employer's or principal's affairs.</p> <p>Sec. 29A-2. An employee, agent or fiduciary commits commercial bribe receiving when, without consent of his employer or principal, he solicits, accepts or agrees to accept any benefit from another person upon an agreement or understanding that such benefit will influence his conduct in relation to his employer's or principal's affairs.</p> <p>Sec. 29A-3. Sentence. (a) If the benefit offered, conferred or agreed to be conferred, solicited, accepted or agreed to be accepted is less than \$500,000, commercial bribery or commercial bribe receiving is a Class A misdemeanor and the sentence shall include, but not be limited to, a fine not to exceed \$5,000. (b) If the benefit offered, conferred or agreed to be conferred, solicited, accepted or agreed to be accepted in violation of this Article is \$500,000 or more, the offender is guilty of a Class 3 felony.</p> <p>Sec. 29A-4. Corporate Crime Fund. (a) In addition to any fines, penalties and assessments otherwise authorized under this Code, any person convicted of a violation of this Article or Section 17-26 or 17-27 of this Code shall be assessed a penalty of not more than three times the value of all property involved in the criminal activity. (b) The penalties assessed under subsection (a) shall be deposited into the Corporate Crime Fund, a special fund hereby created in the State treasury.</p>	Class 3 Felony
Indiana	None in force	[Repealed Ind Code § 35-18-10-2.]	N/A
Iowa	Iowa Code § 722.10	<p>(2) It is unlawful for a person to offer or deliver directly or indirectly for the personal benefit of an employee acting on behalf of the employee's employer in a business transaction or course of transactions with the person a gratuity in consideration of an act or omission which the person has reason to know is in conflict with the employment relation and duties of the employee to the employer. It is unlawful for an employee acting on behalf of the employee's employer in a business transaction or course of transactions with a person to solicit or receive from the person a gratuity directly or indirectly for the personal benefit of the employee in consideration of an act or omission which the employee has reason to know is in conflict with the employment relation and duties of the employee to the employer.</p>	Class D Felony

State	Statute	Text	Highest Level of Offense
Kansas	Kan. Stat Ann § 21-6506	<p>(a) Commercial bribery is conferring, offering agreeing to confer, or soliciting, accepting or agreeing to accept, any benefit as consideration for knowingly violating or agreeing to violate a duty of fidelity or trust by: (1) An agent or employee of another; (2) a person acting in a fiduciary capacity; (3) a lawyer, physician, accountant, appraiser or other professional adviser; (4) an officer, director, partner, manager or other participant in the affairs of a corporation, partnership or unincorporated association; or (5) an arbitrator or other purportedly disinterested adjudicator or referee.</p> <p>(b) Commercial bribery is a severity level 8, nonperson felony.</p> <p>(c) A person who violates the provisions of this section may also be prosecuted for, convicted of and punished for theft.</p>	Felony: May be prosecuted for theft.
Kentucky	Ky. Rev Ann Stat § 518.020	(1) A person is guilty of commercial bribery when he: (a) Offers, confers or agrees to confer any benefit upon any employee or agent without the consent of the latter's employer or principal with intent to influence his conduct contrary to his employer's or principal's best interests; or (b) Offers, confers or agrees to confer any benefit upon any fiduciary without the consent of the latter's beneficiary with intent to influence him to act or conduct himself contrary to his fiduciary obligation.	Class A Misdemeanor
Louisiana	La. Rev Stat Ann § 14:73	Commercial bribery is the giving or offering to give, directly or indirectly, anything of apparent present or prospective value to any private agent, employee or fiduciary, without the knowledge and consent of the principal or employer, with the intent to influence such agent's, employee's or fiduciary's action in relation to the principal's or employer's affairs. The agent's, employee's or fiduciary's acceptance of or offer to accept, directly or indirectly, anything of apparent present or prospective value under such circumstances shall also constitute commercial bribery. The offender under this article who states the facts, under oath, to the district attorney charged with prosecution of the offense, and who gives evidence tending to convict any other offender under this article, may, in the discretion of the district attorney, be granted full immunity from prosecution for commercial bribery, in respect to the particular offense reported. Whoever commits the crime of commercial bribery shall be fined not more than \$500, or imprisoned for not more than six months, or both.	Misdemeanor: Imprisoned for not more than six months.
Maine	17-A 1. Me. Rev Stat Ann § 904	<p>A person is guilty of private bribery if:</p> <p>A. He promises, offers or gives any pecuniary benefits to (1) an employee or agent with the intention to influence his conduct adversely to the interest of the employer or principal of the agent or employee; ... (3) a fiduciary with the intent to influence him to act contrary to his fiduciary duty; ... (6) a person in a position of trust and confidence in his relationship to a third person, with the intention that the trust or confidence will be used to influence the third person to become a customer of the actor, or as compensation for the past use of such influence; or</p> <p>B. He knowingly solicits, accepts or agrees to accept any benefit, the giving of which would be criminal under subsection 1, paragraph A.</p>	Class D Felony

State	Statute	Text	Highest Level of Offense
Maryland	None		N/A
Massachusetts	Mass. Gen Laws Ann Ch 271, §39(a)	Whoever, in relation to any transaction or matter concerning the business affairs of an employer, principal or beneficiary (1) offers, gives or agrees to give an agent or fiduciary of another person any benefit or anything of value with intent to influence the recipient's conduct, or (2) as an agent or fiduciary, solicits, accepts or agrees to accept any benefit or anything of value from another person who is not an employee, principal or beneficiary upon an agreement or understanding that such benefit or thing of value will influence his conduct, shall be punished by imprisonment in the state prison for not more than five years, or by a fine of not more than \$10,000, or both.	Felony: Imprisonment in the state prison for not more than five years.
Michigan	Mich. Comp Laws § 750.125	(1) A person shall not give, offer or promise a commission, gift or gratuity to an agent, employee or other person or do or offer to do an act beneficial to an agent, employee or other person with intent to influence the action of the agent or employee in relation to his or her principal's or employer's business. ... (3) A person shall not use or give to an agent, employee or other person, and an agent or employee shall not use, approve or certify, with intent to deceive the principal or employer, a receipt, account, invoice or other document concerning which the principal or employer is interested that contains a statement that is materially false, erroneous or defective, or omits to state fully any commission, money, property or other valuable thing given or agreed to be given to the agent or employee.	Misdemeanor: Imprisonment for not more than one year.
Minnesota	Minn. Stat § 609.86	Subdivision 1. Definition. "Corruptly" means that the actor intends the action to injure or defraud: (1) the actor's employer or principal; or (2) the employer or principal of the person to whom the actor offers, gives or agrees to give the bribe or from whom the actor requests, receives or agrees to receive the bribe. Whoever does any of the following, when not consistent with usually accepted business practices, is guilty of commercial bribery ... 3: (1) corruptly offers, gives or agrees to give, directly or indirectly, any benefit, consideration, compensation or reward to any employee, agent or fiduciary of a person with the intent to influence the person's performance of duties as an employee, agent or fiduciary in relation to the person's employer's or principal's business; or (2) being an employee, agent or fiduciary of a person, corruptly requests, receives or agrees to receive, directly or indirectly, from another person any benefit, consideration, compensation or reward with the understanding or agreement to be influenced in the performance of duties as an employee, agent or fiduciary in relation to the employer's or principal's business.	Felony: Imprisonment for not more than five years.
Mississippi	Miss. Code § 97-9-10	(1) Commercial bribery is the giving or offering to give, directly or indirectly, anything of apparent present or prospective value to any private agent, employee or fiduciary, without the knowledge and consent of the principal or employer, with the intent to influence such agent's, employee's or fiduciary's action in relation to the principal's or employer's affairs.	Misdemeanor: Imprisonment for not more than six months.

State	Statute	Text	Highest Level of Offense
Missouri	Mo. Rev Stat § 570.150	A person commits the crime of commercial bribery: (1) If he solicits, accepts or agrees to accept any benefits consideration for knowingly violating or agreeing to violate a duty of fidelity to which he is subject as: (a) Agent or employee of another; (b) Trustee, guardian or other fiduciary; (c) Lawyer, physician, accountant, appraiser or other professional adviser or informant; (d) Officer, director, partner, manager or other participant in the direction of the affairs of an incorporated or unincorporated association; ... (2) If as a person who holds himself out to the public as being engaged in the business of making disinterested selection, appraisal or criticism of commodities or services, he solicits, accepts or agrees to accept any benefit to influence his selection, appraisal or criticism; (3) If he confers or offers or agrees to confer any benefit the acceptance of which would be criminal under subdivisions (1) and (2) of this section	Class A Misdemeanor
Montana	None		N/A
Nebraska	Neb. Rev Stat § 28-613	(same as Missouri)	Class 1 Misdemeanor
Nevada	Nev. Rev Stat § 207.295	Any person who, with corrupt intent: 1. Offers, confers or agrees to confer any benefit upon any employee, agent or fiduciary without the consent of the employer or principal of that employee, agent or fiduciary in order to influence adversely that person's conduct in relation to the commercial affairs of his or her employer or principal.	Misdemeanor
New Hampshire	N.H. Rev Stat Ann § 638:7	A person is guilty of commercial bribery when, without the consent of employer or principal, contrary to the best interests of the employer or principal: (a) He confers, offers or agrees to confer upon the employee, agent or fiduciary of such employer or principal, any benefit with the purpose of influencing the conduct of the employee, agent or fiduciary in relation to his employer's or principal's affairs.	Class A Felony
New Jersey	N.J. Rev Stat § 2C:21-10	A person commits a crime if he solicits, accepts or agrees to accept any benefit as consideration for knowingly violating or agreeing to violate a duty of fidelity to which he is subject as: (1) An agent, partner or employee of another; (2) A trustee, guardian, or other fiduciary; (3) A lawyer, physician, accountant, appraiser, or other professional adviser or informant; (4) An officer, director, manager or other participant in the direction of the affairs of an incorporated or unincorporated association; (5) A labor official, including any duly appointed representative of a labor organization or any duly appointed trustee or representative of an employee welfare trust fund	Felony
New Mexico	No general statute	[Limited to alcohol-related activities]	N/A

State	Statute	Text	Highest Level of Offense
New York	N.Y. Penal Law § 180 et seq	180.00. Commercial bribing in the second degree. A person is guilty of commercial bribing in the second degree when he confers, or offers or agrees to confer, any benefit upon any employee, agent or fiduciary without the consent of the latter's employer or principal, with intent to influence his conduct in relation to his employer's or principal's affairs. Commercial bribing in the second degree is a class A misdemeanor. 180.03. Commercial bribing in the first degree. A person is guilty of commercial bribing in the first degree when he confers, or offers or agrees to confer, any benefit upon any employee, agent or fiduciary without the consent of the latter's employer or principal, with intent to influence his conduct in relation to his employer's or principal's affairs, and when the value of the benefit conferred or offered or agreed to be conferred exceeds \$1,000 and causes economic harm to the employer or principal in an amount exceeding \$250. Commercial bribing in the first degree is a class E felony.	Class E Felony
North Carolina	N.C. Gen Stat § 14-353	Any person who gives, offers or promises to an agent, employee or servant any gift or gratuity duties owed employers, whatever with intent to influence his action in relation to his principal's, employer's or master's business; ... any person who gives or offers such an agent, employee or servant such commission, discount or bonus, shall be guilty of a Class 2 misdemeanor.	Class 2 Misdemeanor
North Dakota	N.D. Cent Code §12.12-08	A person is guilty of a class C felony if he: Confers, agrees, or offers to confer any benefit upon an employee or agent without the consent of the latter's employer or principal, with intent to influence his conduct in relation to his employer's or principal's affairs; or b. Confers, agrees, or offers to confer any benefit upon any fiduciary without the consent of the beneficiary, with intent to influence the fiduciary to act or conduct himself contrary to his fiduciary obligation.	Class C Felony
Ohio	None		N/A
Oklahoma	No general statute	[Limited to bribery involving certain banks]	N/A
Oregon	No general statute	[Limited to sports-related bribery]	N/A
Pennsylvania	18 Pa. Cons Stat Ann § 4108	Corrupt employee, agent or fiduciary — An employee, agent or fiduciary commits a misdemeanor of the second degree when, without the consent of his employer or principal, he solicits, accepts or agrees to accept any benefit from another person upon agreement or understanding that such benefit will influence his conduct in relation to the affairs of his employer or principal.	Misdemeanor

State	Statute	Text	Highest Level of Offense
Rhode Island	R.I. Gen Laws § 11-7-3	<p>(a) No person shall corruptly give or offer any gift or valuable consideration to any person in public or private employ, or any public official as an inducement or reward for doing or forbearing to do, or for having done or forborne to do, any act in relation to the business of his or her principal, master or employer, or the state, city or town of which he or she is an official, or for showing or forbearing to show favor or disfavor to any person in relation to the business of his or her principal, master, employer or state, city or town of which he or she is an official.</p> <p>(b) It shall not be a defense to a prosecution under this section that the person did not have the power or authority to perform the act or omission for which the reward or inducement was offered, solicited, accepted or agreed upon.</p>	Felony: Imprisoned for not more than 20 years.
South Carolina	S.C. Code Ann §16-17-540	<p>Any:</p> <p>(1) Person who corruptly gives, offers or promises to an agent, employee or servant any gift or gratuity whatever, with intent to influence his action in relation to his principal's, employer's or master's business; ...</p> <p>(3) Agent, employee or servant who, being authorized to procure materials, supplies or other articles, either by purchase or contract for his principal, employer or master, receives, directly or indirectly, for himself or for another, a commission, discount or bonus from the person who makes such sale or contract or furnishes such materials, supplies or other articles or from a person who renders such service or labor; and</p> <p>(4) Person who gives or offers such an agent, employee or servant such commission, discount or bonus.</p>	Misdemeanor: Imprisonment for not more than one year.
South Dakota	S.D. Code §22-43-1	Any person who confers, or agrees to confer, directly or indirectly, any benefit upon any employee, agent, or fiduciary without the consent of the latter's employer or principal, with intent to influence the employee's, agent's, or fiduciary's conduct in relation to that person's employer's or principal's affairs, is guilty of commercial bribery.	Class 1 Misdemeanor
Tennessee	None		N/A
Texas	Tex. Penal Code Ann § 32.43	<p>(a) For purposes of this section: (1) "Beneficiary" means a person for whom a fiduciary is acting. (2) "Fiduciary" means: (A) an agent or employee; (B) a trustee, guardian, custodian, administrator, executor, conservator, receiver, or similar fiduciary; (C) a lawyer, physician, accountant, appraiser, or other professional advisor; or (D) an officer, director, partner, manager, or other participant in the direction of the affairs of a corporation or association.</p> <p>(b) A person who is a fiduciary commits an offense if, without the consent of his beneficiary, he intentionally or knowingly solicits, accepts or agrees to accept any benefit from another person on agreement or understanding that the benefit will influence the conduct of the fiduciary in relation to the affairs of his beneficiary.</p> <p>(c) A person commits an offense if he offers, confers or agrees to confer any benefit the acceptance of which is an offense under Subsection (b).</p>	Felony: State jail

State	Statute	Text	Highest Level of Offense
Utah	Utah Code Ann §76-6-508	(1) A person is guilty of a class A misdemeanor when, without the consent of the employer or principal, contrary to the interests of the employer or principal: (a) he confers, offers, or agrees to goods or services, confer upon the employee, agent, or fiduciary of an employer or principal any benefit with the purpose of influencing the conduct of the employee, agent, or fiduciary in relating to his employer's or principal's affairs; or (b) he, as an employee, agent, or fiduciary of an employer or principal, solicits, accepts or agrees to accept any benefit from another upon an agreement or understanding that such benefit will influence his conduct in relation to his employer's or principal's affairs; provided that this section does not apply to inducements made or accepted solely for the purpose of causing a change in employment by an employee, agent or fiduciary.	Misdemeanor
Vermont	13 Vt. Stat Ann §1108	(a) An officer or agent of, or person employed by a corporations, private corporation or business entity, who, being authorized to procure material, supplies or other articles by purchase or contract, or to employ service or labor, shall not, directly or indirectly, solicit, ask, demand, exact, seek, accept, receive or agree to receive, with intent that he or she will be influenced adversely to the interest of the employer or principal, any benefit from a person who makes such contract, furnishes such material, supplies or other articles, or from a person who renders service or labor under such contract, nor shall a person give or offer such benefit.	Felony: Imprisoned not more than five years.
Virginia	Va. Code § 18.2-444	(1) Any person who gives, offers or promises to an agent, employee or servant any gift or gratuity whatever, without the knowledge and consent of the principal, employer or master of such agent, employee or servant, with intent to influence his action to the prejudice of his principal's, employer's or master's business; or ... (3) An agent, employee or servant who, being authorized to procure materials, supplies or other articles either by purchase or contract for his principal, employer or master or to employ service or labor for his principal, employer or master receives directly or indirectly, for himself or for another, a commission, discount or bonus from the person who makes such sale or contract, or furnishes such materials, supplies or other articles, or from a person who renders such service or labor; or (4) Any person who gives or offers such an agent, employee or servant such commission, discount or bonus.	Class 3 Misdemeanor
Washington	Wash. Rev Code § 9A.68.060	(2) A person is guilty of commercial bribery if: (a) He or she offers, confers or agrees to confer a pecuniary benefit directly or indirectly upon a trusted person under a request, agreement, or understanding that the trusted person will violate a duty of fidelity or trust arising from his or her position as a trusted person; ... or (c) Being an employee or agent of an insurer, he or she requests, accepts, or agrees to accept a pecuniary benefit for himself or herself, or a person other than the insurer, under a request, agreement, or understanding that he or she will or a threat that he or she will not refer or induce claimants to have services performed by a service provider.	Class B Felony
West Virginia	None		N/A

State	Statute	Text	Highest Level of Offense
Wisconsin	Wis. Stat § 134.05	(1) Whoever corruptly gives, offers or promises to an agent, employee or servant, any gift or gratuity whatever, with intent to influence the agent's, employee's or servant's action in relation to the business of the agent's, employee's or servant's principal, employer or master shall be penalized ... (2) An agent, employee or servant who does any of the following shall be penalized as provided in sub. (4): (a) Corruptly requests or accepts a gift or gratuity or a promise to make a gift or to do an act beneficial to himself or herself, under an agreement or with an understanding that he or she shall act in any particular manner in relation to the business of the agent's, employee's or servant's principal, employer or master. (b) Being authorized to procure materials, supplies or other articles either by purchase or contract for his or her principal, employer or master, or to employ service or labor for his or her principal, employer or master, receives directly or indirectly, for himself or herself or for another, a commission, discount or bonus from the person who makes such sale or contract, or furnishes such materials, supplies or other articles, or from a person who renders such service or labor; (3) A person who gives or offers an agent, employee or servant authorized as described in sub. (2)(b) a commission, discount or bonus of the type described in sub. (2)(b), shall be penalized.	Misdemeanor: Imprisoned for not more than nine months.
Wyoming		[Limited to sports-related bribery.]	N/A

CONCLUSION

NFP encourages every employee to bring forward any question or concern arising out of the operations of the company or its affiliates that might bear on a potential violation of the anti-corruption laws to their supervisor, the Legal Department, the Human Resources Department, or through the NFP EthicsPoint Hotline, available at 855.296.9085 or by logging onto nfp.alertline.com/gcs/welcome.

NFP values its reputation for ethical behavior and won't compromise in its dedication to upholding the high standards described in this booklet.

